

MINUTES OF THE MEETING OF THE VESTRY OF
SAINT MICHAEL AND ALL ANGELS EPISCOPAL CHURCH

December 13, 2017

Summary of Actions taken

*Approved Consent Agenda:

- Approval of November 15, 2017 minutes
- Building & Grounds Report
- Foundation grant application for Development position (Director of Living Legacy)
- Mission & Outreach – grants distribution and allocation of Christmas donation
- Stations of the Cross – approval of unexecuted contract for 35-year lease (loan)

*Approved 2018 clergy housing allowances

*Approved Saint Michael and All Angels' 2018 Diocesan Assessment and support for the budget of the Episcopal Church as adopted by the Triennial General Convention

*Approved Whitney Grogan as the appointed Vestry member on the Jubilee board

*Approved delegation to the Senior Warden or Rector the authority to approve a new printer contract

*Approved a Resolution accepting Arnold Spencer's resignation from the Vestry

*Elected Margaret Spellings to fill the vacancy caused by Arnold Spencer's resignation

*Approved attached Resolutions concerning Vestry terms, church officers, the treasurer's term, Committee Chairs, Managers of SMAA Northeast LLC, the Risk Management Committee, the Technology Committee, and Securities Conveyance.

Following Eucharist in the Bishop Moore Chapel, a regular meeting of the Vestry of Saint Michael and All Angels Episcopal Church was held on December 13, 2017 in the Coke Room.

In attendance were incoming and outgoing Vestry members: Eric Conner, Margaret Spellings, Arnold Spencer, Warden-at-Large, Bonner Allen, Marla Briggie, Mark Demler, John Ellerman, Jane Greene, Whitney Grogan, Warren Houser, Kathy Kelley, Ben Leal, Jay Lipscomb, Kyle Moore, Anna Paccone, Christine Paddock, Sally Schupp, Elizabeth Selzer, J.C. Snead, and Chris Wiley.

Ex-officio members in attendance included the Rev. Dr. Chris Girata, Margaret Cervin, and Grady Schleier.

Others in attendance included Susan Kalen and Caroline Marak.

Eric Conner called the meeting to order at the appointed time, and Warren Houser opened the meeting with prayer. Eric Conner welcomed new Vestry members: John Ellerman, Jane Greene, Jay Lipscomb, Kyle Moore, and Anna Paccone. Rector Chris Girata then proposed a champagne toast to the outgoing Vestry members – Eric Conner, Mark Demler, Kathy Kelley, and J.C. Snead – and thanked them for their dedication to Saint Michael and All Angels.

Approval of Consent Agenda

Prior to the meeting, the Vestry received for its review the materials included in the Consent Agenda. A motion was made and seconded to approve the Consent Agenda as submitted to the Vestry, a copy of which is attached as Exhibit A, including approval of a grant application to the Saint Michael and All Angels Foundation for a new Development position at the church. The Foundation pre-approved the request at its meeting December 12, 2017, subject to approval by the Vestry. The consent agenda also included approval of Mission & Outreach's allocation of the Christmas donation and grant request as well as approval of an unexecuted contract for a 35-year lease (loan) of a significant work of art, stations of the cross. Following discussion, J.C. Snead made a motion to approve the Consent Agenda, Mark Demler seconded the motion, and the current Vestry unanimously approved the motion. Incoming Vestry members did not vote on the motion.

The Building & Grounds Committee provided a written report of its meeting held December 13, 2017, prior to the Vestry Meeting, noting that the Committee discussed the development of a job description for a new Facilities Manager and commended Tracy and Rob for their extra time and effort during the transition. The report also discussed installation of a new HD projector and drop-down screen in the Chapel, potential capital projects for 2018 (including the restoration of the red exterior doors to the Chapel as well as a refurbishment and servicing of one of the chillers), proposed plans for a repurposed small outdoor space at the easternmost corner of the north side of the campus, and repair and restoration of the combination sliding/folding Angel doors at the entry to the Chapel. A Youth Ministry report was also submitted.

Discussion Items:

Finance Report

Grady Schleier presented the Income Statement and Statement of Financial Position as of November 30, 2017. Reporting that the church is behind budget in current year pledges, Grady noted that letters will be sent as reminders to parishioners. Grady also reported a \$63,000 shortfall on the expense side, due largely to the roughly \$60,000 accrual due to the water line break.

Stewardship Report

Caroline Marak asked Vestry members to volunteer to make calls and/or send emails to follow up on outstanding pledges.

Senior Warden's Report

Eric Conner discussed clergy housing allowances, noting that clergy are allowed to take part of their salary as a housing allowance and that the allowances must be approved by the Vestry. Eric made a motion to approve the 2018 housing allowances. Sally Schupp seconded the motion, and

the motion was passed unanimously by current Vestry members. Incoming Vestry members did not vote on the motion.

Eric Conner then discussed Saint Michael and All Angels' Diocesan Assessment and National Church Contribution and the annual letter from the Diocese requesting Saint Michael And All Angels' designation of how our proportional share of the Diocese's support of the National Church will be allocated. Eric made a motion to select Option A, support for the budget of the Episcopal Church as adopted by the Triennial General Convention. Christine Paddock seconded the motion, and the current Vestry unanimously approved the designation. Incoming Vestry members did not vote on the motion.

Junior Warden's Report

Junior Warden, Margaret Spellings, reminded Vestry members of the annual Christmas party with new and old Vestry members and clergy to be held at her home December 17, 2017.

Rector's Report

The Rev. Dr. Chris Girata, Rector, thanked those who participated in Vestry orientation dinners. He also reported that the budget process is underway, pausing now to get end-of-year numbers. He also noted that the youth task force will participate in a book fair for Jubilee. Father Girata then thanked J.C. Snead for his service as a Jubilee board member and proposed Whitney Grogan to fill the board position held by a Vestry member. Eric Conner made a motion to approve Whitney Grogan as the Vestry board member at Jubilee, Elizabeth Selzer seconded the motion, and the current Vestry unanimously approved the motion. Incoming Vestry members did not vote on the motion. Father Girata then proposed approval to delegate to the Senior Warden or Rector the authority to approve a new printer contract, which, although more expensive than the current contract set to expire March 1, 2018, would allow more to be done in-house. Eric Conner made the motion, and Christine Paddock seconded the motion. The current Vestry unanimously approved the motion. Incoming Vestry members did not vote on the motion.

The Vestry then adjourned into Executive Session.

Following the Executive Session, the Vestry reconvened its regular meeting, with Mark Demler making a motion to approve the attached Resolution accepting Arnold Spencer's resignation from the Vestry, effective immediately, and electing Margaret Spellings to fill the vacancy caused by the resignation, to serve until December 31, 2018. Warren Houser seconded the motion, and the current Vestry unanimously accepted Arnold's resignation and elected Margaret Spellings to fill the vacancy, noting the Vestry's gratitude for Arnold's prior service on the Vestry and his service as Warden-at-Large, as well as for Margaret's willingness to fill the vacancy. Incoming Vestry members did not vote on the motion.

The Vestry then adjourned into Executive Session, and the outgoing members of the Vestry left the meeting.

Following the Executive Session, the Vestry (now comprising only incoming members and non-outgoing members) reconvened its regular meeting, unanimously approving the attached Resolutions concerning Vestry terms, church officers, the treasurer's term, Committee Chairs, Managers of SMAA Northeast LLC, the Risk Management Committee, the Technology Committee, and Securities Conveyance. Outgoing members Eric Conner, Mark Demler, Kathy Kelley, and J.C. Snead did not vote on these Resolutions.

The regular meeting of the Vestry was then adjourned.

Respectfully submitted,

Margaret Cervin
Clerk

SAINT MICHAEL AND ALL ANGELS EPISCOPAL CHURCH

ANNUAL MEETING OF THE VESTRY

RESOLUTION

December 13, 2017

WHEREAS, Arnold Spencer has submitted his resignation from the Vestry, effective immediately;

RESOLVED, that the Vestry accepts his resignation, with gratitude for his prior service on the Vestry and as Warden-at-Large.

WHEREAS, Section 4.03 of the Bylaws provides that any vacancy on the Vestry may be filled by a majority vote of the remaining members of the Vestry;

RESOLVED, that Margaret Spellings is elected to fill the vacancy on the Vestry caused by Arnold Spencer's resignation, to serve until December 31, 2018 or until her successor is elected and qualified, or until her earlier death, resignation or removal and to further serve in accordance with the Bylaws.

SAINT MICHAEL AND ALL ANGELS EPISCOPAL CHURCH

ANNUAL MEETING OF THE VESTRY

RESOLUTIONS

December 13, 2017

WHEREAS, Section 4.02.3 of the Bylaws (the “Bylaws”) of Saint Michael and All Angels Episcopal Church (the “Parish” or “SMAA”) provides that the term of Vestry members newly elected at the Annual Meeting of the Members of the Parish will commence January 1 of the following year.

WHEREAS, Section 4.02.3 of the Bylaws provides that at the Annual Meeting of the Vestry, new Vestry members will vote for the election of officers for the following year, although the term of these new Vestry members begins on January 1 of the following year;

WHEREAS, in accordance with Sections 9.04, 9.05, 9.06, 9.07, and 9.09 of the Bylaws, the Junior Warden, Warden-at-Large, Treasurer, Assistant Treasurers, Chancellor, Assistant Chancellors and Clerk are to be elected by the Vestry at its Annual Meeting.

NOW, THEREFORE, BE IT RESOLVED, that each of the following persons be, and hereby is, elected to serve in the office set forth by his or her name, each to serve a term beginning on January 1, 2018 and ending on December 31, 2018, or until his or her successor is elected and qualified, or until his or her earlier death, resignation or removal, and to further serve in accordance with the Bylaws:

Junior Warden – Sally Schupp	Treasurer – Kathy Kelley
Warden-at-Large – Warren Houser	Assistant Treasurer - Grady Schleier
Clerk – Margaret Cervin	Assistant Treasurer –Stuart Brown
Chancellor –Jim Skochdopole	Assistant Treasurer – Andy McRoberts
Asst. Chancellor – Dianna Bowen	Assistant Treasurer – Stacey Malcolmson
Asst. Chancellor – Scott Wilson	Assistant Treasurer – Barry Hancock
Asst. Chancellor – Stewart Thomas	Assistant Treasurer – Jim Smith
Asst. Chancellor – Charlie Sartain	Assistant Treasurer- Chris Wiley
	Assistant Treasurer - Jeff Kilpatrick

RESOLVED FURTHER, that notwithstanding the foregoing, the Treasurer’s term will begin on March 1, 2018 and end on the last day of February, 2019.

Committee Chairs

WHEREAS, Eric Conner, Warren Houser, Jay Lipscomb, Darrell Rice, and Chris Wiley have been nominated to serve as members of the Audit Committee;

WHEREAS, Jay Lipscomb has been nominated to serve as Chair of the Audit Committee;

NOW, THEREFORE, BE IT RESOLVED, that Eric Conner, Warren Houser, Jay Lipscomb, Darrell Rice and Chris Wiley be, and hereby are, elected to serve as members of the Audit Committee, to serve for a term beginning January 1, 2018 and ending December 31, 2018, or until his or her successor is elected and qualified, or until his or her earlier death, resignation or removal, and to further serve in accordance with the Audit Committee Charter and Bylaws of SMAA.

RESOLVED FURTHER, that Jay Lipscomb is elected Chair of the Audit Committee, to serve for a term beginning January 1, 2018 and ending December 31, 2018, or until his successor is elected and qualified, or until his earlier death, resignation or removal.

WHEREAS, the Buildings and Grounds Committee of SMAA has recommended that Tom Stewart serve as Chair of the Buildings and Grounds Committee for the term beginning January 1, 2018 and ending December 31, 2018.

NOW, THEREFORE, BE IT RESOLVED, that Tom Stewart be, and hereby is, elected to serve as Chair of the Buildings and Grounds Committee for a term beginning January 1, 2018 and ending December 31, 2018, until his successor is elected and qualified, or until his earlier death, resignation or removal, and to further serve in accordance with the Buildings and Grounds Committee Charter and Bylaws of SMAA.

WHEREAS, the Senior Warden has appointed Erica Sartain and Sam Hocking to serve on the Human Resources Committee for the term beginning January 1, 2018 and ending December 31, 2018;

NOW, THEREFORE, BE IT RESOLVED, that the appointment of Erica Sartain as a member of the Human Resources Committee is recognized by the Vestry.

WHEREAS, the Human Resources Committee of SMAA has recommended that John Ellerman serve as Chair of the Human Resources Committee for the term beginning January 1, 2018 and ending December 31, 2018;

NOW, THEREFORE, BE IT RESOLVED, that the Vestry recognizes the election of John Ellerman to serve as Chair of the Human Resources Committee.

WHEREAS, Phil Ritter has been nominated to serve as Chair of the Giving Council for the term beginning January 1, 2018 and ending December 31, 2018.

NOW, THEREFORE, BE IT RESOLVED, that Phil Ritter be, and hereby is, elected to serve as Chair of the Giving Council for the term beginning January 1, 2018 and ending December 31, 2018, until his successor is elected and qualified, or until his earlier death, resignation or removal, and to further serve in accordance with the Giving Council Charter and Bylaws of SMAA.

WHEREAS, Blair Oden has been nominated to serve as chair of Fredericks Square Title Holding Company, Inc. ("Fredericks Square"), a wholly-owned subsidiary of SMAA, for the term beginning January 1, 2018 and ending December 31, 2018.

NOW, THEREFORE, BE IT RESOLVED, that Blair Oden be, and hereby is, elected to serve as Chair of Fredericks Square for the term beginning January 1, 2018 and ending December 31, 2018, until his successor is elected and qualified, or until his earlier death,

resignation or removal, and to further serve in accordance with the Fredericks Square Charter and Bylaws.

WHEREAS, the Rector has appointed Sally Schupp to serve as Chair of the Memorials and Gift Acceptance Committee for the term beginning January 1, 2018 and ending December 31, 2018.

NOW, THEREFORE, BE IT RESOLVED, that the appointment of Sally Schupp as Chair of the Memorials and Gift Acceptance Committee is recognized by the Vestry.

WHEREAS, Margaret Spellings and Sally Schupp have been nominated to serve as Managers of SMAA Northeast LLC (“SMAA Northeast”), a wholly-owned subsidiary of SMAA, for the term beginning January 1, 2018 and ending December 31, 2018.

NOW, THEREFORE, BE IT RESOLVED, that Margaret Spellings and Sally Schupp be, and hereby are, elected to serve as Managers of SMAA Northeast for the term beginning January 1, 2018 and ending December 31, 2018, until her successor is elected and qualified, or until her earlier death, resignation or removal, and to further serve in accordance with the SMAA Northeast governing documents.

WHEREAS, the Risk Management Committee has nominated and requested that the Vestry elect Eric Conner, Bill McIntyre, Randy Rekerdres and Mac Wesson to serve as members of the Risk Management Committee.

NOW, THEREFORE, BE IT RESOLVED, that Eric Conner, Bill McIntyre, Randy Rekerdres and Mac Wesson be, and hereby are, elected to serve as members of the Risk Management Committee to serve until his or her successor is elected and qualified, or until his or her earlier death, resignation or removal, and to further serve in accordance with the Risk Management Committee Charter and Bylaws of SMAA.

WHEREAS, the Technology Committee of Saint Michael and All Angels Episcopal Church has recommended that Jack Rubarth serve as Chair of the Technology Committee for the term beginning January 1, 2018 and ending December 31, 2018.

NOW, THEREFORE, BE IT RESOLVED, that Jack Rubarth be, and hereby is, elected to serve as Chair of the Technology Committee for a term beginning January 1, 2018 and ending December 31, 2018, until his successor is elected and qualified, or until his earlier death, resignation or removal, and to further serve in accordance with the Technology Committee Charter and Bylaws of SMAA.

Securities Conveyance

BE IT RESOLVED that the Senior Warden and Treasurer are hereby authorized to sell, transfer, assign, exchange and/or convey corporate securities held by or on behalf of Saint Michael and All Angels Episcopal Church.