

**St. Thomas Parish  
Vestry Meeting Minutes  
May 27, 2009**

*DRAFT—Not yet approved by the Vestry*

**Present:** Mike Bell, Matt Cloninger, Dan Costello, Camille Blake Fall, Jean Holman, Brad Latham, Mary Hager, Kristen Queen Shaffer, Sarah Stewart, Rev. Nancy Lee Jose. Ex Officio: Rev. John Dwyer,

**Guests:** John Johnson, Kristen Jones, Robert Newlan and Paul Isakson.

Nancy Lee opened the meeting with a prayer at 7:08 pm.

**Election of Jean Holman to fill vestry vacancy:**

Tim Elig has resigned from the Vestry. Clinton Anderson moved that the Vestry appoint Jean Holman to serve on the Vestry until the annual meeting of 2010 when her name will be submitted by the nominating committee for election to a full term.

**Special Presentations Related to the Church Building:**

John Carter opened the discussion with a message about the power of hope and how we need to embrace the future of a new sanctuary. He read a letter from the Bishop (see appendix).

Matt Cloninger followed with a PowerPoint presentation titled “How we Got Here”. The presentation covered where the parish stands today in its work and deliberations on building a new building; and what has brought us to this point, starting in 2005.

John Johnson made a presentation on the behalf of an internal team of development experts attending this meeting. The team is ready to go with a 12 month plan for an external funding campaign, beginning on May 31. The draft timeline was distributed. Several potential constituencies were named that would want to see a church built on this property. Costs for this year-long campaign were discussed.

**Regular Meeting of the Vestry:**

The guests were excused and the regular meeting of the vestry began with a formal introduction of Marlene Jillian.

Nancy Lee put the motion on the agenda forward. John Carter seconded the motion. That motion read

**Proposed Motion**

In response to the Congregation Discernment Report and the ECF financial feasibility study the vestry moves to:

1. Engage ECF to conduct Capital Campaign to begin January 2010
2. Authorize Matt Jarvis/Auroform to develop sanctuary design immediately

3. Support both spiritually and financially the congregational fundraising team to seek outside support immediately

There was discussion about the schematic referenced discussed in the earlier presentation that the architect would develop. The architect will be incorporating many of the elements brought forward from the congregation.

Clarification was requested as to how the motion distributed in the agenda relates to the recommendations in the Episcopal Church Foundation (ECF) report. There was also discussion as to whether the 2.2 M in Endowment fund could be used for the building. It was pointed out that there is not much “wobble room” since it has essentially been mortgaged for \$80 to \$100 K to fund annual operating budget.

The Vestry discussed the consequences if external fundraising campaign fails. The option of using \$1.6 M of the endowment to make up the gap was viewed as problematic. The Vestry revisited ECF recommendation 4, and the finding that the congregation believes we cannot raise \$2.4 M. Concerns with the current contract should the external fundraising campaign fail and should the building not be built were also raised. These issues were related to anticipate profit on the services not performed, especially if we can't build the \$4.2 M building.

Additionally, it was noted that the parish cannot move forward with external fundraising without two things in hand: (A) Evidence that an internal parish fundraising process has been started that is well-managed by a professional fundraising company, in our case, ECF (B) Plans by the architect showing the current renderings of the project potential donors are being asked to underwrite.

Clinton Anderson moved we split the motion into the three separate questions. Mike Bell seconded. The following discussion focused that this would not help with a discussion on recommendation #4—that we revisit the case statement. The ECF report stated that the congregation could \$0.8 M. That still left a \$1.6 M gap? Again, the Vestry revisited the possibility of raising external funds and using some of the endowment to fill the gap. It was pointed out, however, that if \$600 K is taken from reserves, there will likely be a negative impact on the operating budget. There again was considerable discussion about the potential money the external development group can raise.

The Vestry discussed whether we can commit to \$200-250 K over the next 12 months or so to jump start this program? This would include renegotiating the contract to address some problematic clauses. Concern was raised about whether we would have to cash out the endowment and lose ability to support the congregation? One vestry member was willing to take a leap of faith if we divide the motion.

The friendly amendment to break the original motion into three parts passed with one opposed and one abstaining. It was requested that the ECF recommendations be incorporated into the motion as an intermediate step. This would include the Vestry

revisiting the case statement and taking that to the congregation. This would address the first item in the original motion.

The Vestry discussed the worst case and felt that this approach to managing risk was palatable. Nine voted in favor; one abstained.

Matt Cloninger moved the Vestry discuss Item 3 next, and then Item 2, in that order. Brad Latham seconded the motion. The vestry agreed unanimously.

There was a request for some parameters around supporting the work of the external fundraising team. It was estimated that cost for producing campaign materials, etc. during fiscal year 2009 would be \$10K. Benchmarks and reports will be requested of the team. The team will have to come back with a spending proposal for fiscal year 2010. It was suggested that we need to form a subcommittee to identify benchmarks for reporting on their progress. Clinton Anderson seconded John Carter's amended motion for Item 3. The motion as amended passed unanimously.

Motion Item 2 was amended to read "Authorize Matt Jarvis/Auroform to resume work on the sanctuary design pending successful renegotiation of the existing contract, and upon approval of renegotiated terms by the Vestry." Potential areas of financial liability were identified. There was also a discussion whether the Vestry would want this contract reviewed by an outside lawyer. The contract is currently in abeyance.

There was a request for understanding why we need to activate the contract. Schematic drawings, HVAC and related details, permits, ground samples, and other design work needs to be done before it can go to a contractor. There was also a discussion regarding the parallel processes that needed to take place to move forward in a way that supports the fundraising efforts. There was concern about authorizing the architect to continue work without the review of the revised contract and approval at a later Vestry meeting. Arbitration and mediation regarding terms of suspension or ending the contract is of concern. One opposed, eight approved.

To begin work subsequent to tonight's discussion John Carter moved that a building committee with responsibility with coordinating the work over the next 12 months be formed, be chaired by Matt Cloninger, and include two additional vestry members. The motion passed unanimously.

Clinton Anderson moved and John Carter seconded to approve the minutes of the April 22, 2009, meeting as distributed. Seven voted in favor, one abstained.

The financial report was circulated. Discussion was postponed until the next scheduled Vestry meeting due to the lateness of the evening. A concern was expressed about needing a more detailed financial report.

The meeting was adjourned at 9:35 p.m.