

**All Saints' Episcopal Church**  
**Regular Vestry Meeting Minutes**  
**August 17, 2020**  
*Via Zoom Conferencing*

**PRESENT:** Lane Hensley, Interim Rector; Brian Hopper, Senior Warden; Gregg Free, Junior Warden; Cynthia Beeman; Matt Davis; Phil DeFalco; Darla Desormes-Smith; Kit Garven; Joe Lostracco; Carol Moczygamba; Jan Triplett; Sandra Kelley, Clerk; Patricia Goubil-Gambrell, Treasurer.

**ABSENT;** Robert Wells

**GUEST:** Gigi Khalsa, Head of Day School

**OPENING PRAYER:** The Rev. Lane Hensley

**MINUTES:** Sandra Kelley

The minutes of the July meeting were approved as amended to reflect in the Finance report, a change of title for Steve Kinney from Associate Rector to Assisting Clergy and to note that Kit Garvin was not in attendance at the July meeting.

**TREASURER'S REPORT:** Patricia Goubil-Gambrell

The negative balance in the Unrestricted account reflects the reimbursement amount still due from the Endowment Fund. The Operating Account is over \$30,000. Revenue is at its summer expected level. The Contingency fund has paid Steve Kinney and Don Carlson as planned and Endowment reimbursement has been requested.

The Account 1046 is new allowing Loaves and Fishes to keep some of their funds in the Vestry-Designated account until they are needed.

COVID Expenditures and reimbursement from the Endowment are being tracked a "special project as of 8/14/2020 expenditures have been \$7407 with \$4096 reimbursed.

Audit materials have been returned and the last payment of \$8000 has been made. A report may be coming soon.

The Finance report presented by the Treasurer was accepted on voice vote.

**DAY SCHOOL:** Gigi Khalsa

The school is doing well. Plans for re-opening on September 8 are progressing well, all of course subject to last minute revisions. We continue to search for ways to lessen the deficit that we face. Nothing firm as yet. Deficit might have been greater, but Cindy was able to claim a PPE.

Have been working with Gregg Free to increase the fresh air in the school.

**RECTOR'S REPORT:** Lane Hensley

Not a lot to report on this month, have been working with our outstanding Stewardship Committee. We have formulated some good thoughts and plans. They will be ready to share soon,

**NEW BUSINESS:** None

**OLD BUSINESS:** None

**JUNIOR WARDEN:** Gregg Free

Our principle efforts this month were focused on the following:

1. Gregg House--Chapel of the Holy Spirit: We have restarted an effort discussed last year to restore the 1955 stained glass (east) wall. This mid-century modernist window has fallen into sad condition, with 28 broken or missing pieces, missing wood components and deteriorated wood elements. Please take time to drive by and view the exciting progress.
2. Gregg House--ASEDS: COVID has caused us to study the air quality of the school facilities and they have been found seriously lacking--due to their air-recycling mini-split equipment. The Board, staff, Marvin and I are working with consulting engineers, an industrial hygienist and HVAC suppliers to resolve these issues by re-introducing outside air into the school. This also requires dehumidifying HEPA filtering to lower the CO-2 levels and capture airborne virus. An update will be provided to the Vestry when specific decisions are made.
3. Chapel: At the request of Carol Moczygemba, Marvin, Lana Placek and I have joined her in a subcommittee to improve conditions for parishioners using walkers, wheelchairs or other means. Our proposals will include sensitive, reversible changes that will provide dedicated areas for these parishioners and our guests to fully participate in worship, with code-compliant conditions and storage. Many thanks to Carol and Lana, especially, for their insights and dedication.
4. The Garden Guild continues to make progress as weather and talent allows, with plans for Fall maintenance and pre-planting for Spring already underway. Blessings to these faithful workers.

**SENIOR WARDEN:** Brian Hopper

**Stewardship:**

Stewardship campaign for the fall is nearing completion. The rector is managing the creation of a series of videos to advertise our culture and the value of giving. August 30 will be kickoff Sunday, with Mary McGregor coming to speak to us and to be the focus of the coffee hour discussion. Materials for the mail-out are being finalized, and plans are taking shape for individual contact and asks. Work is also underway to make "how to give" clearer and easier on the website. Letters with a formal ask will go out August 31 from the rector, and October 1 from the senior warden.

**Committees and Governance:**

## **Bylaws, Policies & Procedures issues:**

How are we going to conduct the annual parish meeting?

Does the November meeting continue to make sense?

2.2.5. Vestry Election. At a November Parish Meeting, the recommended slate shall be put in nomination, together with such nominations that shall come from the floor. The members of the Parish present shall vote on the nominated candidates.

Do we intend to enforce this rule? If not, how should we amend it?

3.5. Removal. A member of the Vestry will be removed upon the failure of a member to attend three consecutive meetings, or a total of six meetings in one calendar year.

3.6. Vacancies. The Vestry shall fill vacancies occurring between Parish Meetings.

Lastly, we have this set of lines from our articles of incorporation:

### ARTICLE XIII.

Regardless of any other provisions of these Articles of Incorporation or the laws of the State of Texas, the Corporation shall not:

- (a) Permit any part of the net earnings of the Corporation to inure to the benefit of any private individual unless such benefit is incidental to and in accomplishment of the Corporation's purposes as expressed in Article IV of these Articles of Incorporation provided, reasonable compensation may be paid for personal services rendered to or for the Corporation affecting one or more of its purposes;
- (b) Devote any of its activities to attempting to influence legislation by propaganda or otherwise;
- (c) Participate or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office; or
- (d) Attempt to influence the outcome of any specific public election or to carry on, directly or indirectly, any voter registration drives.

We need to rethink our procedures. Our chancellors state that if you have rules and procedures, they need to be followed or revised to fit current situations. Some discussion followed but no resolution at this point.

**Outreach:** No updates.

## **Nominating Committee:**

Nominating committee will be Brian Hopper, Cynthia Beeman, Gregory Free and Robert Wells. I have been unable to reach Robert but will continue to reach out to him through the course of the nominating committees work. Proposed charge to the Nominating Committee and Vestry Job Description are attached. Our current procedures say that we ask people to start considering vestry candidacy in August and make a call for Nominations as close to September 1 as possible, with a deadline of Oct 15.

Nominating Committee charge and Vestry Job Description are available in this google drive folder:

[https://drive.google.com/drive/folders/1bRGTbHRicA0Zypto\\_mshTEWLHEqgnJ7F?usp=sharing](https://drive.google.com/drive/folders/1bRGTbHRicA0Zypto_mshTEWLHEqgnJ7F?usp=sharing)

How the election will be handled is still an unknown. There are probably a few scenarios, on-line, with security questions with that procedure. Absentee voting perhaps. Will need to consult with the Diocese on any possible rules for elections. We are likely not the only parish with these concerns.

**Safety:** Several reopening committee meetings have taken place – look to rector's report for the current progress of this activity, but we have a very considered plan for reopening, when it is finally safe to do so.

## **Search:**

### **Updates to Mission/values statements**

Lisa Diane Etheredge, Becky Kester, Scott Brookhart and Alicia Essary have begun leading this work. We will be meeting this week to create a final schedule. It will be in the parish email blast, but I will also send the schedule separately to the vestry, and all are encouraged to join a session or two.

**Parish Profile Committee** – time to select. Please start to recommend candidates. The diocese recommends 3 folks – 1 with strong writing skills, 1 with a strong sense of parish history, and one with some photographic skills. I will ask Jerry to start publishing a call again and will contact those who had previously put themselves forward to see if they are still interested.

Meeting adjourned at 7:48 p.m.

Sandra Kelley  
Vestry Clerk

**All Saints' Episcopal Church**  
**Called Vestry Meeting Minutes**  
**August 25, 2020**  
Via Zoom Conferencing

**PRESENT:** Lane Hensley, Interim Rector; Brian Hopper, Senior Warden; Gregg Free, Junior Warden; Cynthia Beeman; Matt Davis; Darla Desormes-Smith; Kit Garven; Joe Lostracco; Carol Moczygemba; Jan Triplett; Sandra Kelley, Clerk; Patricia Goubil-Gambrell, Treasurer.

**ABSENT:** Phil DeFalco; Robert Wells

**OPENING PRAYER:** The Rev. Lane Hensley

**JUNIOR WARDEN:** Gregg Free

*TO: The Vestry of All Saints' Episcopal Church*

*FROM: Gregory Free, Junior Warden*

*SUBJECT: All Saints' Day School Air Quality DATE: August 24, 2020*

*We discussed this previously and I'm now prepared to submit this proposal concerning the air quality for our Day School. The Day School's recirculating HVAC system cannot provide code-required 25% fresh air intake; as a result, CO2 levels are much too high. This, along with lack of proper air filtration, renders their spaces highly susceptible to in-school transmission of viruses, including COVID-19.*

*Working for 4 weeks with a team of engineers, vendors, consultants, Staff and Board of ASEDS, we have determined that straight-forward introduction of filtered and de-humidified outside air as the most cost-effective, least intrusive and timely way to address these issues. Our decision is totally science-based decision, and does not entertain new, un-tested emerging technology.*

*The cost estimate provided by our long-time ASEC vendor, Efficient Air, is [not to exceed \$25,000.] This number may be reduced by on-going value engineering as competitive pricing is secured.*

*In my opinion, this project is necessary without regard to COVID-19 but is now imperative for the guaranteed health and safety of our students and faculty. In light of the need to bring the ASEC infrastructure to code compliancy, it is respectfully recommended that the Vestry consider this a proper expense to be drawn from our discretionary endowment funding. Note that our 2019 Vestry-approved plan for strategic use of the endowment includes \$30,000 for engineering (2020) and \$500,000 for total Gregg House HVAC replacement (2021).*

*This issue must be addressed as soon as possible, and with the selection of available components and vendors can be accomplished before the September 8 opening of school.*

*ASEDS has a long history of caring for their own facilities and generosity to other shared physical and program areas of ASEC and the ESC. As their landlord and sponsoring parish, this is an expense that is All Saints' responsibility.*

*Sincerely,*

*Gregory Free, Junior Warden*

A motion was made to accept the of request for reimbursement of up to \$25,000 from the OV Bennett Endowment to fund the upgrade of the HVAC system of All Saints' Episcopal Day School, in order to increase the air filtration system. The motion passed on voice vote.

Meeting adjourned at 7:48 p.m.

Sandra Kelley  
Vestry Clerk