



## VESTRY WORKDAY AND MEETING

**MEETING MINUTES**  
**October 27, 2007 – 8:30am-3:30p.m.**  
**St. Nicholas Building, Room 216**

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### Vestry Members Present

Carol Hoerster, Senior Warden  
Bob Muglia, Junior Warden  
Jordan Gross, Junior Warden  
Barbara Erickson, Clerk  
Herb Williams  
Michele Hasson  
Paula Clapp  
Connie Espe  
Sam Fleshman  
Ben Porter  
Randy Urmston  
Margaret Rothschild  
Diane Stevens

### Vestry Members Absent

Bishop Rickel  
LaVerne Hall  
Miller Adams

### Foundation Members Present

Roland Yancey  
Stacy Anderson

### Officers Present

Tracy Garland, Treasurer  
John Hoerster, Chancellor

### Staff Members Present

Dean Taylor  
Mary Coon, COO & Vice Dean  
Marilyn Cornwell, Pastor for  
Congregational Care  
Liz Sloat, Executive Asst to the Dean  
Becky Morrill, Liturgist  
Mel Butler, Choirmaster/Organist  
Nancy Pearson, Property Manager

### Master Planning Task Force

Judy Whetzel  
(John Hoerster)

### Call to Order

Dean Taylor called the meeting to order and asked everyone in the room to introduce themselves.

### Spiritual Reflection

Marilyn Cornwell led a Hands and Heart Meditation.

### Context

Steve Forman introduced himself and gave his background and his goals for the day. He gave an overview of the agenda, reviewed meeting expectations and set procedural guidelines.

### Review from the past few months

Carol Hoerster spoke about feedback she had received in the form of letters and emails. Mary described the various listening sessions, Café Hope, and other public opportunities for comment. Following these reports, Steve Forman facilitated a discussion that touched points such as communication (including listening and responding, identifying how information is shared, and appropriate language to use on all sides), perception and intention, clarity and responsibility around the roles and obligations of Vestry, Dean, staff, and congregation in the governance and functioning of Saint Mark's, those who aren't complaining and are feeling "well-fed" spiritually, and the regaining of trust.

### Consultant Overview

The following is Steve Forman's summary of the conversation:

### **Several important themes characterized our time together**

- ❖ The need to clearly communicate with the congregation.
- ❖ Vestry members are looking for forms of closure on the events of the last year.
- ❖ The need to do everything possible to build trust.
- ❖ The need to continue these challenging discussions, and for all of us to be willing to raise hard questions at every meeting.
- ❖ There are challenging issues that deserve continued attention: Defining transparency, Issues of control, Role of the Vestry, Balance of power, Role of the Wardens, Role of the Dean, Parish/Congregation distinctions, etc.

### **A simple “current status” message to the Congregation will be created immediately.**

#### Agreement #1:

The Vestry and staff agreed on the need to communicate immediately. The content of this communication does not need lots of detail but should simply characterize the Vestry's current work coming out of the workday, next steps, etc. It should go out in the next ten days.

Robert and Carol are the leads on creating this message and thinking through the vehicles by which it should be distributed.

### **We identify the task of characterizing Saint Mark's broad direction**

#### Agreement #2:

Carol and Robert will take the lead on creating a simple document that addresses the following:

- 1) Where are we going and how are we getting there?
  - a) The content of what we know declared
  - b) Much is known already and there is no need for re-hashing
    - i) “We're working towards...”
      - (1) “Building community”, etc
  
- 2) Simple and broad characterizations including
  - a) “How”, “who”, “when” we are going to get there
    - i) Be as concrete as possible
    - ii) Consider visual representation
    - iii) Items to cover (Briefly and to the degree known)
      - (1) Building the congregation
      - (2) The master planning process
      - (3) Strategic plan process
      - (4) Financial plans
      - (5) Staffing plans
      - (6) *Where do I fit as a member of the congregation?*
  
- 3) The form and method for distributing this information

**We begin to clarify a number of internal roles, and agree on the critical importance of continuing this work.**

Discussion led to an understanding of different aspects within the discussion:

- 1) The need for general education for the Congregation
- 2) The need to characterize "What has happened and what have we done" in certain domains
- 3) The need to describe "Where we are going". (the "going forward" issues)

Agreement #3:

Carol, Jordan, Bob, and Robert will take the lead on creating a simple document that pushes this section of the Work-day discussion forward. This document will be brought back to the Vestry for continued discussion. *The Wardens will involve others as needed in this task.*

There were several underlying themes:

- 1) Clearly describe the non-negotiables that are contained within the various bylaws and Diocesan statutes and procedures.
  - a) Calling out of boundaries
  - b) Calling out of appropriate expectations
    - i) E.g., Personnel issues necessarily stay within certain silos
- 2) Within the "What has happened and what have we done" reporting, be as discriminating as possible regarding those points worthy of communicating back to the Congregation.
- 3) Consider defining roles using the tools of a) Responsibility b) Accountability, and c) Authority

Items for continued consideration include:

- 1) The need for general education for the Congregation
  - a) Consider creating a new Web page
  - b) Content can be created in a simple form. Ideas:
    - i) Q and A about the basics e.g., the bylaws
    - ii) Include some basic documents
      - (1) E.g., the Personnel process that Roland developed
    - iii) Also provide these back to the Vestry
- 2) Create a short preface statement of overarching values?
  - a) E.g., We will insure checks and balances, distribution of authority
- 3) Robert's role: Continued clarification.....
  - a) Serves as both Rector and Dean (by Statute or Bylaws: "S")
  - b) Chairs the meetings of the Vestry (S)
    - i) But involves others in the development of the agenda
  - c) Robert was acting within his authority for the layoffs
  - d) Authority around day to day management of the Cathedral, configuration of resources: staffing, hiring of staff, etc.

- 4) Vestry: Continued clarification.....
  - a) Fiscal accountability for Cathedral (S)
  - b) Physical plan (S)
  - c) Insurance (S)
  - d) The compensation issue is complete
  - e) Characterizing the current nominating process and the checks and balances within it
  - f) Remain active at the strategic level
    - i) Example: The configuration of staff: Vestry works at a high level: Salaries to be at "Percent of market" ," equity"
    - ii) Then, having expressed itself, handing off to the Dean's Office
- 5) Wardens: Continued clarification.....
  - a) Continued discussion and characterization of roles and role distinctions
- 6) Internal procedures deemed worthy of communication
  - a) Cathedral/staff reporting to Vestry
    - i) Identify categories of information and who is responsible for reporting on information flow
    - ii) Be clear who communicates what
    - iii) Dean is responsible
      - (1) But.... the Dean/Vice Dean are a team

*Note: There is lack of clarity on the above item. As a group we did not reach agreement on what was at issue.*

(n.b.- End of Steve Forman's notes.)

## LUNCH BREAK

### **Mission & Strategy and Master Planning Discussion**

The meeting resumed with introductions of new guests at the meeting including staff and Master Planning Task Force co-chairs and a review of the morning's work. Robert spoke about the goals of the afternoon: establishing the process for updating the Strategic Plan and the Mission Statement, an update on the Master Planning Task Force (MPTF), and how to integrate these two pieces. Robert stressed the need for unity in the direction of the work of Mission and Strategy and Master Planning to enhance and support the mission and ministry of Cathedral.

The Dean reported on the decision of the National Church and the Presiding Bishop to open 4 regional offices while maintaining a reduced office in New York City. Seattle was chosen to house the Offices of Environmental and Economic Justice, Multi-Cultural Ministries and Asia-Pacific offices- with approximately 2.5 FTE staff members. Other cities chosen were Los Angeles, Atlanta and a midwestern city yet to be identified. According to Robert, the Bishop would like to have them at the Cathedral as a sign of the Cathedral's relationship with the national church and to begin to use the Cathedral as a resource for the Diocese. The Presiding Bishop's office may be hoping that we will take on the financial burden, but Greg and the other bishops involved are requesting financial assistance.

### **Mission and Strategy Committee**

Carol Hoerster spoke about the need to define the work of the Mission and Strategy Committee, the choice to meet weekly this fall to gain some "traction" in the process, and the decision to add new members. She noted the plan to expand the committee to include other members of the congregation and have advertised in the 'Sunday and Beyond' newsletter to encourage nominations. The recommended size of the enlarged committee is twelve. One person expressed interest at the Homecoming Table. Mission

and Strategy needs to look at the Strategic Plan and the mission statement in coordination with the community and the MPTF. She talked about Kate Roosevelt of The Collins Group who is working with the MPTF and had been introduced to Mission and Strategy. She also distributed a short bio of Kate's work. They will be seeking opinions and feed back in various ways which might include focus groups, confidential surveys, and interviewing a "handful" of lay leaders. The goal is to accomplish the work in 3-6 months. The Committee is aware that the Master Planning Task Force does not want to wait any longer to continue their work- that waiting through a long process they will lose momentum and some members. She emphasized the need to dovetail the work of both groups.

John Hoerster and Judy Whetzel, co-chairs, reported on the Master Planning Task Force (MPTF). Kate Roosevelt was recommended as a consultant to the task force by John Nesholm (third co-chair of the MPTF) and contracted on an hourly basis. The Bishop has expressed strong desire to actively participate in the work of the Task Force because he is interested in the work of the Diocese being more integrated with the Cathedral and its campus. John noted that we also need to decide what is happening with the south parking lot by March 2008, when the Cathedral's option to purchase expires. John reiterated that the taskforce is eager to get going again and wants to be reengaged in meaningful work. John and Judy presented a draft Master Planning timeline prepared by John Nesholm. After discussion on various points, the draft was approved with a correction requested: to remove the words "Task Force" from the Fund Raising bar to because the task force is not actually charged with fund raising. They would like to be part of redeveloping the mission statement. The interaction of Mission and Strategy and MPTF may be in overlapping membership and joint meeting/workshops. John said that it would be an essential part of the process at some stage to test the waters via a feasibility study.

John stressed that both Kate Roosevelt and the MPTF recommend that a Development Director be in place as soon as possible. They would like some clarity about what is happening in the process and are prepared to assist with a significant portion of the salary. Robert announced that Ryan will be leaving in May 2008, presenting the need to hire the new director soon if there was to be overlap and the availability of funds that would otherwise be in the operating budget for Ryan's compensation.

There was a discussion about the hiring of a new development director. Concern was expressed about the compensation required to get someone with the experience to run a capital campaign, how much money is currently available, and which budgets it would be drawn from. In the short term, the MPTF would be available to assist with the cost but there would be a need to replace those funds and to raise more. John Hoerster expressed the concern of the MPTF that without a development director on board they would not be able to fully fund the work of the task force—people are willing to fund the next phase but want to know the MPTF is ready to move ahead. There is a desire to have someone in place in early 2008. The question was raised about how many staff would be in the Stewardship and Development office and would the new director have adequate staffing and support. The new director will replace Ryan Marriott when he leaves in May. Steve Forman reminded everyone that what was required today were votes on the timeline and recharging the Task Force via an updated job description and the conversation moved away from the Development Director.

Steve Forman coordinated the review of the job description (see addendum). John Nesholm, through John Hoerster, indicated the importance of having a clear "client"—in this case, the Dean. The Vestry must have oversight and a clear channel of communication for reporting from the Task Force.

A discussion was had about concerns of congregational readiness vs the need to keep momentum going for the task force.

Conversation returned to the hiring of the Development Director, the costs associated, the hiring of new staff after the layoffs last year, division of duties between the standard work of the office and the MPTF, and lack of clarity about the job description and how the position is being funded. The Vestry will need to have clear communication with the congregation about the reasons for hiring a Development Director and the financial requirements.

### **Consultant Overview**

Steve Forman's comprehensive overview of actions and decisions follows.

## **We clarify the mission and Mission and Strategy Committee work and roles**

### Agreement #4:

- ❖ We confirm the emerging importance of this Committee
- ❖ The main output is the strategic plan
- ❖ There is real sense of urgency about getting the strategic plan completed
- ❖ Get it done in 3 - 6 months

Roles of the Mission and Strategy Committee include:

- 1) Update the strategic plan
  - a) Update mission statement
  - b) Vision, goals, objectives, etc.
  - c) Provided to everyone, including MPTF
  - d) Create a sequence to involve the congregation
- 2) Coordinate with Diocesan and national church regional centers
- 3) Engage the congregation around the Plan
  - a) Crucial vehicle for getting support from the Parish for our long term interests
- 4) Financial implications that stretch out as far as possible (10 years)
- 5) Think through
  - a) Integration with the work of Master Planning
  - b) Various timing issues
- 6) Add new members...up to 12
  - a) Offer the Congregation the opportunity to join

## **We create direction with respect to the hiring of the Development Director**

Discussion centered around several points:

- ❖ Understanding the costs of the position: \$115 – 150k and how this fits with Ryan's late spring departure
- ❖ Clarifying the existing fiscal situation
- ❖ Understanding the conditions by which the master Planning Task Force would support the position
- ❖ Assessing whether we need to wait for certain information to know whether we can fund the position. (Do we first need to understand some of the emergent issues with performance on 08 and the annual campaign?)

### MOTION #1:

- 1) *We act today with good faith that the finances will work out towards the hiring of the position*
  - a) *Re-activate the search process*
  - b) *However, we can/will reassess - as needed - based on future performance information*
  - c) *No matter what, we present all data about this decision and situation right away to the congregation*
  - d) *Deeper on-going thinking: We create the needed communication issues with respect to the congregation, and think through the various congregational reactions*

2) *Senior Warden and Dean are tasked with moving these activities forward*

**We agree on the conditions for the hiring of Kate Roosevelt from the Collins Group to assist in aspects of Strategic Planning**

We discussed options for raising the resources to pay for Kate Roosevelt. Her costs will range from 20 – 50k. Options will include: a) MPTF might contribute half, b) we may well find someone fund it, c) we might support a portion from internal funds, etc..

MOTION #2:

- 1) *Move forward in exploring a contractual relationship with Kate Roosevelt*
  - a) *We secure the funding before contracting*
  - b) *We continue clarifying the scope*

**Two motions are created in response to the Master Planning Task Force presentation**

John H. and Judy W. presented the current status and proposed time line within the Master Planning Task Force activities. Time is of the essence, and the Committee very much wants to get back to work.

*A hard copy of the timeline- with revisions- is attached.*

Some of the coming activities include:

- 1) Hire the Architect
- 2) Create the fund development and campaign path
- 3) Coordinate with Bishop on interests of Diocese possibly joining this Campus
- 4) Take the primary role in creating case statement based on revised strategic plan
- 5) Integrate Kate Roosevelt's Mission and Strategy Committee work with MPTF

MOTION #3 and #4:

- 1) *We accept the job description as an accurate representation of the work of the Master Planning Task Force*
- 2) *We accept the timeline as reasonable*
  - a) *We understand that it may need to shift based on emerging information (e.g., congregational readiness)*

**Some loose end discussions that cut across our various discussions remain**

- 1) Continued discussion around the relationship between the Vestry and the Master Planning Task Force
  - a) Future needs that the Vestry has for information and interaction with the MPTF
- 2) The technical issue of putting master planning budget under the total Vestry budget
- 3) The timing and calendar of Vestry review of preliminary draft case statement
- 4) Timing on a new feasibility study and whether it is needed

- 5) At times during the day, people made a distinction between different camps: "Cathedral vs. Parish". What policy and governance issues sit underneath this distinction?
- 6) Confirmation of a joint meetings and more of a partnership between the Mission and Strategy Committee and the MPTF.

(*n.b.*- End of Steve Forman's notes.)

### **Conclusion**

Shortly after 3pm, the conversation was brought to a close—though some areas of discussion had not come to concrete decisions—to complete the business of the meeting and end in a timely fashion.

### **Resolutions**

The Vestry approved the consent agenda consisting of the following:

- Receipt of Reports/Notes/Minutes of Meetings of Vestry Committees:
  - Facilities Committee minutes –10/16
  - Finance Committee meeting notes – 9/25
  - Mission & Strategy Committee minutes – 10/10
  - Stewardship & Development Committee minutes – 9/19

**The following resolutions were moved, seconded and passed unanimously.**

- **Proposed Resolution #P-07-FI-02** (Changes in Signature Authority)
- **Proposed Resolution #P-07-FI-06** (Signers on Discretionary Accounts)
- **Proposed Resolution #P-07-FI-05** (Clergy Housing Allowance: Marilyn Cornwell)
- **Proposed Resolution #P-07-HO-06** (Maggie Yowell, PDT)
- **Proposed Resolution #P-07-HO-07** (Tim Mathis, PDT)

**Proposed Resolution #P-07-GO-06** (Recharge the MPTF) was listed in error and removed from the vote.

### **Treasurer's Report**

Ben Porter gave the report noting that YTD earnings as of September 30 show a deficit of \$81,000— almost wholly because we are behind in the Major Gifts and Grants column. The Annual Campaign is also running behind the budget. The 2007 forecast projects ending the year with a \$21,000 deficit; this includes meeting the annual campaign budget and a shortfall in Major Gifts and Grants. The numbers will be revisited at the next Finance Committee meeting to determine the level of risk. It was noted that they are looking at expenses that could be deferred to 2008. Ben reiterated that this information is being reported in due diligence fashion.

### **Closing Prayer**

The meeting adjourned with a prayer from Prayer Book of New Zealand read by Bob Muglia.

Respectfully submitted,

Elisabeth Sloat  
Executive Assistant to the Dean

Barbara Erickson  
Clerk of the Vestry

St. Mark's Cathedral Vestry Minutes, October 26, 2007

**ADDENDUM: The (slightly) edited Master Planning Task Force Job Description**

**SAINT MARK'S CATHEDRAL  
MASTER PLANNING TASK FORCE  
Mission and Job Description**

Saint Mark's Cathedral is developing a comprehensive master plan to complete the Cathedral campus. The plan will express a compelling vision for the Cathedral's future and will direct capital projects for the next two decades or more.

The Master Planning Task Force is an ad hoc committee charged by the Vestry to manage campus planning and pre-design work, select an architect to translate the plan's concepts into design, and deliver an architectural design to the Dean and Vestry.

The Task Force and consultants will work within core principles and objectives developed by the Dean and approved by the Vestry.

The Task Force reports to the Dean; the Dean reports to the Vestry.

A hallmark of the Task Force's work will be the high standard of excellence maintained throughout the process—in the plans developed, the professionals selected to carry out the work, and regular and informative communication to the community.

The Task Force began its work during the Fall 2005 and will deliver the architectural design during 2008.

The three Co-Chairs will meet regularly with the Dean and Cathedral senior staff as an Executive Committee and will provide regular progress reports to the Vestry.