

St. Mark's Council Meeting Minutes

November 19, 2015

Attending Council Members: Warren Maas (Senior Warden), Jim Huber (Junior Warden), Brian Myers (Treasurer), Iris Key (Clerk), Prentice Beadell, Linda Brandt, Matthew Brown, Richard Helling, Melody Herbst, Betsy Hsiao, Sten Johnson, Fred Morrison, Sarah Nowlin, Dwayne Purrington, Louise Simons, Emmanuel Wilson

Attending clergy member: Dean Paul Lebens-Englund

Chaplain: Mary Farrell

Attending staff member: Pat Betsinger

Guests: Fred Moore, Co-Chair of the Episcopal Commons Project Capital Campaign Committee, James Davies, President of Board of Directors of Wells Foundation

Senior Warden Warren Maas called the meeting to order at 4:31pm.

Chaplain Mary Farrell led opening prayer.

Approval of minutes

Iris Key presented minutes from Council meeting, October 15, 2015. M/S Linda Brandt, Louise Simons. Approved by unanimous voice vote.

Presentation

Fred Moore presented information about the Episcopal Commons Project and asked for Council members' support, via individual pledges as well as dissemination of information about the project to St. Markans and the community. Screening of video promoting the project as a partnership between St. Mark's, ECMN, and Episcopal Homes. Anticipated construction start date: June 1, 2016. \$4 million in contributions needed to secure one donor's \$3 million pledge.

Senior Warden's Report

Warren Maas updated Council on his preparation of upcoming elections, and his work on an ECMN vestry development retreat tentatively scheduled for March 2016.

Dean's Report

Dean Paul Lebens-Englund noted the ongoing process of seeking a tenant for over 10,000 square feet of rental space in the Cathedral. Contract was under negotiation for 864 square feet to be rented by the Cycling Museum of Minnesota as museum space.

Junior Warden's Report

Jim Huber presented MOTION to affirm the selection of Inez Bergquist, Lee Brant, and Katherine Goodale as members of the Wells Board. M/S Warren Maas, Linda Brandt. Approved by unanimous voice vote. Discussion of possible parking lot shifts during Holidazzle event in Loring Park.

Treasurer's Report

Brian Myers presented Treasurer's Report; October was a deficit month. Throughout 2015, pledges and gifts. MOTION to accept Treasurer's Report. M/S Jim Huber, Fred Morrison. Approved by unanimous voice vote.

Committee/Commission/Charge Action Items

Stewardship Committee: Richard Helling announced that Council members will contact parishioners who have not submitted their pledge cards, or who have not opted to increase the amount of their auto-withdrawal pledges. After the holiday season, a second round of calls will be made, to parishioners who have never pledged.

Governance Committee: Fred Morrison presented amendment proposals to the Constitution and the Statutes of the Cathedral.

Proposal 1: Changes to the size and composition of committees and commissions (refer to Proposal 1 in memorandum below). Effective January 31, 2016. MOTION to approve. M/S Fred Morrison, Richard Helling. Approved by unanimous show of hands by 14 voting members of Council.

Proposal 2: Council terms; filling vacancies (refer to Proposal 2 in memorandum below). MOTION to approve. M/S Fred Morrison, Jim Huber. Approved by unanimous show of hands by 14 voting members of Council.

Proposal 3: Term of office for the Clerk (refer to Proposal 3 in memorandum below). MOTION to approve. M/S Fred Morrison, Emmanuel Wilson. Approved by unanimous show of hands by 14 voting members of Council.

Proposal 4: Permitting the election of Co-Treasurers (refer to Proposal 4 in memorandum below). MOTION to approve. M/S Fred Morrison, Louise Simons. Approved by unanimous show of hands by 14 voting members of Council.

Finance Committee: Brian Myers led discussion of programs' requests for funds in 2016 budget beyond original suggested allocation: specific programs, committees, commissions and charges made extra requests at Finance Committee meeting. Based on council feedback during meeting, Bryan Myers will revise budget and present at December meeting.

Property Committee: Prentice Beadell informed the Council of access to through streets during Hennepin-Lyndale Project: Groveland Avenue closed through Thanksgiving, and Oak Grove Street open during Holidazzle.

Welcome Committee: Linda Brandt discussed written report.

Chaplain Mary Farrell led closing prayer.

Meeting was adjourned at 6:45 pm.

MEMORANDUM

November 9, 2015

TO: St. Mark's Council
FROM: Governance Committee
SUBJECT: Amended Proposals

The Governance Committee recommends several changes to the Constitution and Statutes of the Cathedral.

Changes to the Constitution require two “readings” at least three months apart. The proposal must be passed by a majority at the first reading and by an absolute 2/3 majority (i.e., 13 votes in favor) at the second meeting. If the Constitution amendments are approved in November, we could not be able to take final action until February or March. Amendments to the Constitution must also be approved by the Bishop.

Changes to the Statutes require an absolute majority (10 votes). Notice must be given in advance. This memorandum gives that advance notice.

In this memorandum, we give a brief rationale for each proposed change, followed by the text of the proposed change. In that text, material to be deleted is crossed out, and material to be added is in italics. If the proposals are adopted, the text will be restated to print only the newly adopted text.

1. Changes to the size and composition of committees and commissions.

Rationale. We recommend that there be two members of Council on each of the Committees and Commissions of the Cathedral. Our primary reason for doing so is to allow “succession planning” so that a more senior Council member could mentor a more junior one in preparation for the next period of service. (At present we have only one Council member on each of these bodies, so information may be “lost” during transitions.) To accomplish this goal, we will need 16 committee members to serve on the 5 committees and 3 commissions. Conveniently, there are 15 elected Council members, plus the Treasurer, who serves both on Council and on the Finance Committee.)

While we continue to believe that the committees and commissions should remain small, we think that the limitation of membership to 5 members is too strict. Some committees and commissions have particularly heavy workloads. We recommend removal of the limitation, so that the size can be adjusted as needed..

Proposal 1. We propose to amend Sections 5 and 7 of the Statutes as follows:

Statutes Section 5.
Committees.

There shall be five (5) Committees of the Council:

A. The Finance Committee, which shall consist of no fewer than three (3) ~~and no more than five (5)~~, members, including the Treasurer and one other member of the Council. It shall have the duty of preparing the annual budget for submission to the Council. It shall also have power to make such arrangements as it may deem desirable, through the Treasurer or otherwise, for the care of and accounting for the Cathedral's funds and other personal property; and to make appointments of any assistants to the Treasurer.

B. The Property Committee, which shall consist of no fewer than three (3) ~~and no more than five (5)~~ members, including two members of the Council. It shall have general charge and supervision of the physical property of the Cathedral.

C. The Governance Committee, which shall consist of no fewer than three (3) ~~and no more than five (5)~~ members, including two members of the Council. It shall have general charge of all governance documents. It shall also review the Council's conduct and evaluate candidates for membership therein. The Committee responsibilities also include seeking nominations for election and the conduct of elections..

D. The Stewardship Committee, which shall consist of no fewer than three (3) ~~and no more than five (5)~~ members, including two members of the Council. It shall have general charge of fundraising for the Cathedral, and of the development of the Cathedral Congregation.

E. The Personnel and Human Resources Committee, which shall consist of no fewer than three (3) ~~and no more five (5)~~ members, including two members of the Council. It shall have general charge of employee relations, which shall include creation and maintenance of an employment handbook, review of staff grievances, and assessment of staff morale.

The chairs of Committees shall be one of the Council members serving on the Committee. The chairs and the other Council members serving on the committees will be designated by the Council for a term of one (1) year, and they shall serve at the pleasure of the Council. No person may serve as a chair of a Committee for more than three (3) successive years.

~~All Other committee members who are not chairs members of the Council~~ shall be appointed to a Committee by its respective chair for a term of one (1) year, and may be reappointed for no more than five (5) consecutive years. Committee members must be members in good standing of the Cathedral. The Council must vote to approve or reject members appointed by the Committee chairs.

~~The chairs of Committees shall be members of the Council. All Committee members who are not chairs, shall be Members In Good Standing of the Cathedral.~~

We also propose to amend Section 7 of the Statutes to read as follows:

Statutes. Section 7

Commissions

There shall be three (3) Commissions of the Council. Each commission shall consist of at least three (3) persons, including two (2) members of the Council. The chair of each Commission shall be one of the Council members serving on the Commission. The chairs and the other Council members serving on the Commissions will be designated by the Council for a term of one (1) year, and they shall serve at the pleasure of the Council. No person may serve as a chair of a Committee for more than three (3) successive years.

Other commission members shall be appointed to a Commission by its respective chair for a term of one (1) year, and may be reappointed for no more than five (5) consecutive chairs. Commission members must be members in good standing of the Cathedral. The Council must vote to approve or reject members appointed by Commission chairs.

These amendments would take effect with the beginning of the next operating year, January 31, 2016.

2. Council Terms; Filling Vacancies.

Background. Earlier this year, we discovered that our Constitution and statutes do not provide any procedure filling mid-year vacancies in the Council. We believe that it should do so to avoid any controversy about membership. We suggest that the Council appoint someone to serve on an interim basis for the remainder of the year. If part of a term still remains, the seat would be filled by election at the annual meeting.

Amend Article XI of the Constitution to read:

ARTICLE XI COUNCIL TERMS ~~OF OFFICE~~

The terms of office of the members of the Council, other than those of the Wardens and the Treasurer shall be three (3) years, and one-third of the Council (not including the Wardens, Treasurer, and Clerk) shall be elected annually. No members of the Council, other than those of the Wardens, the Treasurer, and the Clerk shall be elected to succeed themselves at the expiration of their terms of office but such members may be re-elected to the Council after the expiration of one (1) year or may be elected Wardens or Treasurer *or Clerk* at the expiration of their terms; provided, however, that persons elected to the Council to fill vacancies may be re-elected to succeed themselves if the unexpired terms of office which they were elected to fill were less than two (2) years at the time of their election.

Vacancies on the Council may be filled by appointment by the Council of a person to serve until the next annual meeting. The remainder of the term, if any, shall then be filled in conjunction with the regular election of Council members. At that election, the persons receiving the greatest number of votes shall be elected to full three-year terms, and the persons with the next greatest number of votes shall be elected to shorter terms.

The Wardens, Treasurer, and Clerk are voting members of the Council. Any other ex officio members of the Council serve without vote. ~~Ex Officio members of the Council serve without vote.~~

Note. This is a proposed amendment to the Constitution. Constitutional amendments require passage by an absolute majority (10 votes) at one meeting of the Council, followed by repassage (in the same form) by a 2/3 majority (13 votes) at another meeting at least 3 months later, as well as approval by the Bishop. This change would take effect only when all of those requirements have been met.

3. Term of office for the Clerk

Background. Upon review of the Constitution, we found that we could not agree on the Clerk's term of office. Is it 1 year (like the Treasurer) or 3 years (like other members of the Council)? We therefore recommend placing a specific provision in Article IX of the Constitution.

Amend Article IX of the Constitution, as follows:

Article IX
The Clerk

The Clerk of the Council shall be a member of the Laity of the Cathedral Congregation and shall be elected for *a three year term* by the Congregation at the annual meeting thereof.

Note: See note to proposal 2.

4. Permitting the election of Co-Treasurers

Background. In the recent past, St. Mark's had co-treasurers. Given the magnitude of the job, this may again become desirable. We believe that it should be permitted. We recommend the following amendment:

Add the following new paragraph at the end of Article VIII of the Counstitution:

Two persons may jointly serve as Co-Treasurers. They shall allocate the responsibilities of the office between themselves, but only one of them may vote on any issue before the Council or Committees. Both of their names shall be presented to the Congregation as a single ticket in the election for the office of Treasurer.

Note: See note to Proposal 2.