



St. David's Episcopal Church & School
October 21, 2020
Vestry Meeting Minutes (via Zoom)

Due to restrictions placed on in-person group meetings due to the COVID-19 pandemic, this Vestry meeting was held via Zoom.

Attending: Vestry members Rev. Mary Kay Brown (Rector), David Sheatsley (Sr. Warden), Rohit Dean (Jr. Warden), Tabatha Bragg, Jenkins Cooper, Kondeh Greaves, Keith Korin, Mike Martino, Jen Peiler and Anne Shively; Register Katherine Beckett-Goodwin, Treasurer John Mellish, Chaplain to the Vestry Carol Bonifant. Also attending: Maureen Carey, Ann-Marie Lanius, Liz Whitlock, Allan Steed, Marilyn Tracy, Lawrence Panetta and Chris Smith.

Opening Prayer: The prayer was read by Carol Bonifant, Chaplain to the Vestry. Holy and Life-giving Spirit, bring life, excitement and joy into our meeting tonight. We are grateful You have joined us, and we stand ready for Your bidding. Help us Holy Spirit to live our lives and leadership focused on Your Presence here and now! Help us not get sidetracked. When we stay focused on You Jesus Your Presence becomes infused into our work changing labor into play! Whatever we do we want to do it for You, with You and in You! We tremble to grasp that Almighty God, the creator of the entire universe, desires to spend time with us. Isaiah 65:1-2 In the Name of Jesus the Christ we pray, Amen.

Call to Order – Rev. Mary Kay Brown called the Vestry Meeting to order at 7:05 pm.

Parishioner Comment Period – Parishioners

- None.

Administrative Items

Decision: Approve October 21, 2020 Agenda – Rector

Motion: Move to approve the October 21, 2020 Agenda.
Motion seconded and approved.

Decision: Approve September 16, 2020 Vestry Minutes - Vestry

Motion: Move to approve September 16, 2020 Vestry Meeting Minutes.
Motion seconded and approved.

Discussion: September 2020 GM and Trustee Reports – Allan Steed, Sr. Trustee & Liz Whitlock, GM

- Report was referenced to review. Highlights:
 - Outdoor services were held on 9/19 & 9/26 at 6pm.
 - Mold Patrol INLOGIX produced a 46 page report on recommendations for cleaning and controlling the mold. No mold mitigation services needed by specialist, can be taken care of by regular cleaning service.
 - New Verizon box was installed replacing the old one. Should eliminate the power issues affecting the buildings.
 - HVAC Modernization project team met on 9/28.
 - List of open items listed in report.
- Questions?

- Thank you to the Trustees for the amazing amount of work that's been done.
- What certifications does the cleaning service have? Do they use Lysol products? They have a coronavirus cleaning checklist they use. They use industrial cleaning products.
- Can we see the mold report? It was sent to the Wardens for dissemination. Allan will send it after the meeting.
- Where do we stand with the blinds for the sanctuary? Need to do a sound study and get a formal quote with the measurements. Jeff will follow up. Will try to get a sample of the product to test out.
- Is there an update on if the organ or other instruments were damaged? Mainly found mold on the hymnals and the backs of chairs. The instruments were not damaged.
- Rev. Mary Kay – the Sacristy needs to be rechecked for mold and cleaned.
- The mold issue can be cleaned by regular cleaning service and doesn't need mold mitigation specialist services.
- Has the humidity issue been addressed/is it under control? Yes, the weather has been better. Will help to change out the HVAC controls to address the issue further prior to spring/summer.
- All Hymnals & Prayer Books except five with inscriptions had to be thrown out.

Discussion: September 2020 Treasurer's Report – John Mellish, Treasurer

- John Mellish reviewed the numbers contained in the Treasurer's report.
- Pledge offerings for September 2020 were \$55,141, 92% of budget.
- Year to date pledge offerings are \$575,407, 103% of budget.
- Total Revenue in September was \$57,046, 79% of budget.
- YTD Income is \$653,392, 98% of budget.
- Non-pledged offerings for September was \$1,287, 17% of budget.
- YTD non-pledged offerings is 89% of budget.
- Loose cash for September was \$13.
- This is the first time income has been negative YTD.
- Expenses for September were \$97,705, 119% of budget.
- YTD Expenses are \$668,855, 92% of budget.
- We are still ahead of plan with the budget.
- The Leadership Loan repayments for March through September 2020 have been caught up and will continue to be paid monthly.
- Net Income in September was -\$40,659, 393% of budget.
- YTD Net Income is -\$15,463, 25% of budget.
- The Vestry should be aware of the lower than projected revenue line items in the budget including Facility Rental, Loose Cash and Fundraising.
- Cash is \$240,015. The operating account in last month's report showed over \$300K, but that included ministry money funds that are not accessible for operating. PPP funds were not included in last month's cash.

Decision: Approve September 2020 Treasurer's Report - Vestry

Motion: Move to approve September 2020 Treasurer's Report.
Motion seconded and approved.

Discussion: Finance Committee Report – Mike Martino, Finance Committee

- On October 16, 2020, Loudoun County awarded St. David's \$19,828 of CARES Act money for COVID supplies, which can only be used on PPE expenditures and not religious service related items. Needs to be spent by December 30, 2020, 11 weeks to spend the money.

- The Finance Committee met on Monday, October 12, 2020 and discussed:
 - Current finances – St. David’s finances are in fair shape. For the year, St. David’s is at 98% of income and 92% of projected budget for expenses. Pledged and unpledged revenue showed a noticeable drop. The primary reason for an increase in expenses was the \$18K payment to catch up the leadership loan. Bingo Night yielded \$517.
 - Payroll Protection Plan (PPP) – the CARES Act PPP is still considered to be a loan from the federal government at this time. The Small Business Administration (SBA) is in the process of figuring out a plan to efficiently change the status of these loans to grants. St. David’s banker is working with the Church Accountant in preparing the necessary documentation to submit to the SBA. As of October 12, 2020, the SBA had not forgiven any loans. There is speculation that Congress may pass legislation that will lessen the burden of filing for a change in loan status. TBD.
 - Status of the most recent audit – The Accounting Administrator is working with the volunteer audit team to finalize the 2017 and 2018 audits. The Finance Committee recommended future audits be done two years at a time, but withdrew that recommendation after a discussion about Canon requirements for annual audits.
 - Sound Loan – The Finance Committee agreed to table any action pertaining to the handling of the Sound System Loan at this time.
 - Preparation of 2021 Draft Budget – The Finance Committee is in the process of developing the 2021 Draft Budget.
- Question: Can the cleaning services be paid from the county grant? Yes, it is on the list of items where public has access to space.
- Question: Can the Alleluia Ministry (feeding people that need food during pandemic) be funded from the county grant? No, only for PPE (COVID prevention) materials.

Discussion: Revised Clergy Housing Resolution – Sr. Warden

- With the staff and clergy raises approved at the August 19, 2020 Vestry Meeting, returning them to 2019 compensation levels, the Clergy Housing Resolution for 2020 needed to be updated.
- The Register will generate a letter for Rev. Mary Kay’s tax records.

Decision: Approve Revised 2020 Clergy Housing Resolution - Vestry

Motion: Approve Revised 2020 Clergy Housing Resolution: Whereas the Reverend Mary Kay Brown is employed as the Rector of St. David’s Episcopal Church and School, Ashburn, Virginia, which does not provide a residence for her, the Vestry resolves that of the total compensation of \$100,824 to be paid to the Reverend Mary Kay Brown during 2020, that \$56,920 be designated as parsonage allowance within the meaning of that term as used in Section 107 of the IRS Code of 1986.

Motion seconded and approved.

Discussion: – 2019 & 2020 Financial Audits - Sr. Warden

- Considerations:
 - The volunteer audit team is currently finishing up the 2017 and 2018 financial audits.
 - Annual Financial audits are due to the Diocese 30 days after the report is completed but no later than September 1. Currently St. David’s is out of compliance for 2017, 2018 and 2019. (re: Canons)
 - Annual audits are due to a parish’s Vestry by August 2 each year. (re: Canons)
 - For efficiency sake, the Finance Committee is recommending the 2019 and 2020 audits be conducted at the same time. This recommendation was withdrawn after discussion.
 - For larger loans that need Diocese sign off, a parish’s annual audit needs to be up to date. (re: Diocese Treasurer’s letter)

- Each annual audit may identify adjustments to procedures going forward to be in compliance with the *Manual of Business Methods in Church Affairs*. These adjustments can't be implemented until each year's audit is complete.
- With each delayed year, the time gap increases between the audited financials and the Vestry leadership which oversaw them that year.
- Also consider volunteer Audit Team availability to conduct the audits.
- Links to the Canons, Letter from the Treasurer and Manual of Business Methods of the Episcopal Diocese of Virginia, and the Constitution and Canons of the Episcopal Church of the USA are found in the document included in the Vestry package "Overview of 2019 Audit Timing Choices".
- In order to bring St. David's into compliance with the Diocese and ECUSA requirements, the 2019 audit will be started first to be finished as soon as possible so as not to risk not being ready in case St. David's needs to initiate a loan for a large ticket item such as replacement HVAC, in whatever system form that may take.
- The Register will draft the Audit Committee engagement letter, have the wardens sign and send to the Audit Committee to get started following the completion of the 2017 and 2018 audits.

Decision: Approve commencement of 2019 Financial Audit

Motion: It is moved that St. David's Episcopal Church and School's Audit Committee conduct the 2019 audit as soon as is possible, after the completion of the 2017 and 2018 audits, for submission to the Diocese of Virginia to bring the church into compliance with Diocesan and ECUSA requirements.
Motion seconded and approved.

September 2020 Rector's Report – Rev. Mary Kay Brown, Rector

- Preschool update – Ann-Marie Lanus, Preschool Director.
 - Lots of cleaning and planning being done.
 - Working on a pilot program for virtual preschool class; 8 children and their families are participating; all are enjoying it – "Thank you for doing computer school!"; collecting feedback to determine how to potentially implement in the winter or spring.
 - Holding outdoor story time Tuesday and Thursday mornings. Up to a family of four can fit on a square beach towel, spaced at least 6 feet apart. Each time it's been conducted, have had 35 out of 40 spaces/family spots filled. Read a book, games, masks are required age 2+. Rev. Mary Kay has stopped by to say hello. Doing a Halloween story time theme next week Tuesday and Thursday. Two more are planned for November.
 - Current families were invited to the story time events.
 - Working on a reopening plan for February 2021 to bring students back safely.
 - LCPS is bringing back K-2 next week.
 - Question: How many teachers were lost since the shut down? Teaching staff was paid with the PPP money through May 2020. The directors and administrative assistant were paid through June 2020 with PPP money. Off for summer. Over the summer lost 3 teachers to LCPS. Between Aug and now have lost additional 2 teachers to LCPS.
 - Director did a virtual tour of the preschool with the licensing inspector who is new. Requirements for childcare space has been reduced and have some wiggle room in the guidelines but not much. Could set up classes for 12 students each with 6 students on one side of the classroom with a teacher and 6 students on the other side of the classroom with another teacher. The classrooms are naturally divided in half between carpet and wood flooring, minimal use of the middle area of the building, parents drop off at outside doors of each classroom. All toys and materials would be moved out between classes and cleaned, no shared items and each child must have their own.

- In 2021, the preschool's licensing division will move under the Virginia Department of Education, so the guidelines may change again.
 - Question: What would be the capacity? 12 students/classroom: 3's – 2 days/week; 4s – 3 days/week; Pre-K – AM only 5 days/week; all separate teachers.
 - Will need a new sprayer to clean the playground.
 - Question: What about ventilation? Will talk with Liz, but need HVAC checked and signed off on as well as water checked and signed off on.
 - Rev. Mary Kay noted that the Vestry should understand that with the reduction in capacity and revenue, the preschool will not be able to pay the monthly facility fee next year and needs the Vestry's support. This is in the draft 2021 budget.
- Bingo Night was a success. Bravo to Anne & Kondeh!
 - Held Blessing of the Animals, not well attended.
 - Began Saturday services on 9/19, there have been 5 services. One more in October. Then starting November 1, the outdoor, in-person services will move to Sunday mornings at 11:30am.
 - Will start streaming services from the Sanctuary on November 1. Under 10 people in the Sanctuary is the limit.
 - Conducted a Family Service. Thank you to Maureen!
 - Becoming Beloved Community class is in progress.
 - Started a Facebook page for Distance Learning support to parents.
 - Hosting a chat with Fr. Daniel/St. Gabrielle's with a Latino woman advocate for social justice about Latino ministry and racism on October 28, 2020.
 - Having a Wiggle Worship on Halloween in the parking lot. Need people to sign up.
 - Music transition: Jerien's last day was October 16, 2020.
 - Erik Ventura has been hired to compose worship music videos.
 - Getting a group together to discuss music ministry going forward.

New Business

Discussion: Geothermal HVAC Analysis – Rohit Dean, Jr. Warden/ Liz Whitlock, GM

- We budgeted about \$6K for maintenance in 2020.
- The last four years of HVAC maintenance has cost about \$97K.
- Imminent items: current refrigerant is no longer being manufactured; the HVAC controls are outdated and dampers are not working which lead to more energy costs.
- Looked at three area churches that have implemented a Geothermal system and the size and cost vary widely. A Lutheran church did a loan for about \$900K, a Baptist church did a loan for about \$1.2M and a second Baptist church did a loan for about \$500K.
- The leadership needs to determine what we want to do with HVAC system and energy expenses. We need some help to make this determination. This is why recommending Gerry with Energy/Target Zero to do the assessment.
- The current system is old and limping along. It may be able to limp along except for the fact that the refrigerant is no longer manufactured. It would be prudent to do these analysis now before the system breaks permanently and we are pressured to get whatever the replacement is instead of having the time to shop, save, possibly finance a solution that fits our needs. A reminder, the current HVAC contractor that knows our system estimated \$1M-\$1.5M to replace the current system with something similar to what we have with a regular, non-energy efficient system. We will need to buy something to replace the HVAC system in the near future, just a matter of what, when and how much.
- Question: What would be delivered for the \$2500? Will be a high level report on energy usage over the last 5 years, recommendations on energy related items such as HVAC, doors, weather stripping, etc. for energy and cost efficiency. Also familiar with how the CPACE loans work.

- What is the typical energy cost for gas and electric? Gas is approximately \$11K/year; electric is approximately \$23K/year.
- Analysis will have input on what to do – do we spend more money on geothermal or go with a cheaper system? In any case we will have to replace the system.

Decision: Approve HVAC System Analysis for \$2500

Motion: Approve the expenditure of \$2,500 for Girard Gurgick of Energy/Target Zero to perform a feasibility assessment and preliminary cost analysis of work to be performed to evaluate energy and equipment needs for a heating and cooling system for St. David’s Episcopal Church & School.

Motion seconded.

In Favor: (6) Rev. Mary Kay Brown, David Sheatsley, Rohit Dean, Tabatha Bragg, Jen Peiler, Anne Shively.

Opposed: (2) Mike Martino, Jenkins Cooper.

Motion approved. 6-2

Discussion: 2021 Budget Process – Sr. Warden/Finance Committee

- The Finance Committee is discussing on November 9, 2020.

Discussion: Diocesan Pledge for 2021

- The Diocesan Pledge from St. David’s to the Diocese was due October 14, 2020.
- It’s important to make a commitment to the Diocese, suggestion is to commit to at least equal to the 2020 amount, which was \$10,000.
- The Diocese has been an extremely valuable resource throughout the pandemic with guidance and advice on finances, closings, procedures, online services, reopening, etc.
- St. David’s doesn’t know what the amount of its pledged income is yet.
- Discussion to increase the amount to \$1000/month to equal a \$12,000 commitment for 2021.

Decision: Approve Diocesan Pledge for 2021

Motion: St. David’s Episcopal Church & School pledges to support the Diocese of Virginia in the amount of \$12,000 for calendar year 2021. This amount will be reflected in the 2021 budget.

Motion seconded and approved.

Discussion: Vestry Nomination and Election Process for 2021 – Katherine Beckett-Goodwin, Register

- The Vestry Nomination and Election Process document has been updated and was reviewed. The document includes a schedule of events and deadlines for the nomination process, Rules & Regulations, Vestry Vacancies & Nominating Committee, Candidate Biographies/Pictures and Process for Voting including partial terms.
- The calendar of events and deadlines for 2020-2021 process was updated.
- **Candidate Nominations Deadline and Candidate 2021 Pledge Commitments** are due Tuesday, December 8, 2020.
- The **Annual Meeting** on Sunday, January 24, 2021, is TBD virtual or in person. Updates to the voting process will be made as the determination is made.
- The **Vestry Retreat** is Friday to Saturday, February 5 & 6, 2021. This may be virtual.
- The **Special Meeting of the Vestry** is on Sunday, February 7, 2021 to elect the Wardens and appoint the Treasurer, Register and Chaplain to the Vestry. This may be a virtual meeting.

- Three Vestry members' terms are ending in January 2021: Jenkins Cooper, Mike Martino and Anne Shively.
- The Nominating Committee Chair for 2020-2021 is Katherine Beckett-Goodwin, Register. Typically, in the past, this position is usually held by an outgoing Vestry member, along with a committee of the other two outgoing members. Mike Martino declined, and Jenkins Cooper declined to avoid any potential conflict of interest, since he is considering run for a 3-year term. Katherine offered to chair the process with the Vestry's help for finding candidates unless anyone else on the Vestry wanted to run the process. Members agreed they would like Katherine to chair the committee this year. There are no other committee members at this time.
- The Process for Voting was updated to reflect the Annual Meeting may be virtual, in which case the procedures will need to be update. Also added was the information regarding how to determine partial terms when they apply. This information was formerly included in the Annual Meeting slides during voting but was left out in the 2020 Annual Meeting presentation, causing some confusion.

Decision: Approve Vestry Nomination & Election Process for 2021

Motion: Approve Vestry Nomination & Election Process for 2021 as presented with Katherine Beckett-Goodwin, Register, appointed as the Chair of the Nominating Committee.
Motion seconded and approved.

Discussion: Reopening Plan and Survey – David Sheatsley, Sr. Warden

- First a huge thank you to Mike Martino for his extensive work on the plan. Thank you to all who contributed to the plan including David Sheatsley, the Trustees, Rev. Mary Kay and the staff. Great job!
- The plan has been submitted to the Diocese and is based on the published requirements and guidelines put out by the Diocese of Virginia. Once the Diocese approves the plan and the local case rate meets the requirements, St. David's may hold in person services in the Sanctuary. The case requirements as outlined by the Diocese is 5 cases per 100,000 people of population or less. When the plan was submitted, the case rate was 5.4. Today, the case rate is 11. So, it we currently do not meet the case rate requirement.
- We should hear back from the Diocese soon on if the plan is approved.
- Comment: The Trustees would have liked to be included in the process much sooner, and throughout the process, to work collaboratively on the plan. The Trustees look forward to working together on future items of this nature that include property.

Spiritual Discussion – Rev. Mary Kay Brown, Rector

- Tabled for time.

Old Business

Discussion: 2021 Stewardship Campaign – Rev. Mary Kay Brown, Rector

- This Sunday, October 26, 2020, will the last active day of the 2021 Stewardship Campaign.
- St. David's has 73 pledges committed for an amount of \$296,000. About a third of the 2021 budget need. This is in line with about where the parish was at the same point in the campaign last year.
- Discussed the plan to have all Vestry members call parishioners that have not pledged yet, with a script. Several members expressed concern with being uncomfortable making those calls to parishioners. The suggestion was made to send out an email reminder first to those that had not pledged yet after a week

past the campaign date. Then calls can be made. TBD on who will make the pledge follow up calls to support Rev. Mary Kay as Stewardship Chair this year.

Discussion: Committee Updates

- Fundraising – Anne Shively/Keith Korin
 - Anne Shively submitted a report. The Sr. Warden sent out Anne’s report the following day.
 - A fun evening of Virtual Bingo was held on September 18, 2020.
 - A variety of bingo games were played along with a Wheel of Fortune style spinning wheel for the grand prize at the end of the evening. John Knox called the games, with special guest Rev. Mary Kay game calling game six, with the bingo card in the shape of the cross.
 - \$150.00 worth of donated gift cards were given out as prizes.
 - 50 bingo cards were sold. Gross Eventbrite income was \$1,140.00, net Eventbrite income was \$995.28, bingo donations through church \$160.00.
 - Net proceeds of the event were \$1,155.28. Of this amount, \$288.82 was distributed to Mobile Hope of Loudoun and \$288.82 was distributed to Backpack Buddies of Loudoun and the remaining \$577.64 was distributed to St. David’s.
 - The committee is considering having a Christmas themed virtual Bingo Night with proceeds going to local food pantry/food ministry.
 - A huge thank you to the committee for a successful event: Nancy Quinn, Anne and Steve Shively, John Knox, Keith Korin, Kondeh Greaves and Mary Kay Brown.
- Marketing/Communications – Rohit Dean/Jen Peiler
 - No update.
- Welcome/Connect – Tabatha Bragg/Kondeh Greaves
 - No update.

Next Vestry meeting is Wednesday, November 18, 2020 at 7pm via Zoom.

Closing Prayer: The closing prayer was read by Carol Bonifant, Chaplain to the Vestry.

Jesus “our life adventures with You are never about predictable easy situations. They invariably contain conflicts, adversity, defeats and triumphs.” However, O Lover of Souls, our adventures together are also a love story. You travel with each of us supporting, working, teaching, and Loving us constantly. You help us to fall deeper in love with You, always having our best interest as we take each step. You turn our adversity into blessing. We sing with joy over all You give us. We choose to no longer be anxious or fearful because You promised to supply all our needs. As we relax knowing You are taking care of us our doubts no longer grieve You and You are pleased as we walk trustingly along Your path of Peace.

O Ancient of Days, we sing for Joy in response to all that You give us. We choose to no longer be anxious or fearful because You have promised to supply all our needs. When we finally understand that Your Promise can not be broken, we will relax and walk trustingly with You into the adventure You have for us. Holy Spirit quicken our understanding! In Jesus Name we pray, Amen.

Adjournment – Rev. Mary Kay Brown adjourned the Vestry Meeting at 9:25 pm.

Respectfully Submitted:



Katherine Beckett-Goodwin, Register

October 22, 2020

Approved Motions:

- Approved the October 21, 2020 Agenda.

- Approved the September 16, 2020 Vestry Minutes.
- Approved the September 2020 Treasurer's Report.
- Approved the Revised 2020 Clergy Housing Resolution: Whereas the Reverend Mary Kay Brown is employed as the Rector of St. David's Episcopal Church and School, Ashburn, Virginia, which does not provide a residence for her, the Vestry resolves that of the total compensation of \$100,824 to be paid to the Reverend Mary Kay Brown during 2020, that \$56,920 be designated as parsonage allowance within the meaning of that term as used in Section 107 of the IRS Code of 1986.
- Approved St. David's Episcopal Church and School's Audit Committee conduct the 2019 audit as soon as is possible, after the completion of the 2017 and 2018 audits, for submission to the Diocese of Virginia to bring the church into compliance with Diocesan and ECUSA requirements.
- Approved the expenditure of \$2,500 for Girard Gurgick of Energy/Target Zero to perform a feasibility assessment and preliminary cost analysis of work to be performed to evaluate energy and equipment needs for a heating and cooling system for St. David's Episcopal Church & School.
- Approved the Vestry Nomination & Election Process for 2021 as presented with Katherine Beckett-Goodwin, Register, appointed as the Chair of the Nominating Committee.