



Meeting of the Vestry with Corporation Meeting Embedded
May 16, 2023, 5:00 - 7:00 pm

Vestry members present: Caroline Rose, Leslie Uddin, Nancy Easterlin-Smith, Chris Elwell, Scott Madden, Jed Dennard, Jim Reese, Gay Jolley, Martha Evans, Grant Ford, Diana Parise

Clergy present: The Rev. Monica Mainwaring (after the meeting of the Corporation)

Guests present: Brad Ferrer (after the meeting of the Corporation)

Call to order: The Vestry met in person in the library of the Church. Grant called the meeting to order. Clerk certified a quorum and Gay Jolley led us in the opening prayer.

Dwelling in the Word: Caroline Rose read a passage from Matthew (13:31-33). What does growth in the future of our church look like – interconnectedness, crowded events, full pews, voices of youth, joy of children, ability to communicate directly with each other, younger parishioners, a Narthex (for greeting one another before going into the Sanctuary), bread baking in the kitchen in Gable Hall, Kanuga with new families and multi-generations, cooking with J2A, argument about the tree canopy in the parking lot creating too much shade, positive relationship building with SMES, inter-generational experiences, and more 1st Sunday Feasts.

Clerk's Report (Scott Madden):

- Vestry approved the April minutes.
- The next Vestry meeting will be Tuesday, June 6th (5:00 pm - 7:00 pm) followed by dinner.
- Reviewed incoming and outgoing School Board members.

Junior Warden's Report (Martha Evans):

- Roof work is going well – recently added conductor boxes to catch water at the top of downspouts.
- The carpet for the classroom should be installed by June 6th.
- The fire suppression system has been installed; needs to be hooked up with electrical and plumbing.
- The dumpster will be replaced with a recycling dumpster system (same cost).
- Water can now be turned on in the Prayer Garden (however, water pipe needs repair).
- Kathy Evenson is moving and donating rugs to go in front of Alter, in the Columbarium, in Monica and Colin's offices, and in the Office entry area.

- Considering an interim project for the kitchen just to get it functional (\$20k or less), clear out excess stuff, and electric stove. New fridge, new floor, and paint. We will discuss this further before deciding.

Meeting of the Corporation (in Gable Hall):

- Monica opened the meeting of the corporation by calling the meeting to order with prayer at 5:40 pm.
 - The corporation of St. Martin's School is the vestry. The SMES BOT is to report to the corporation May of each year per the bylaws. This is the first meeting of this group in recent memory.
- Rachel Derr Dickert (Trustee Committee):
 - This Committee is charged with onboarding new trustees each year. Four new members will start their 3-year terms in August of 2023:
 - Kate Bobb
 - Autumn Sellars Francis
 - Jon Parise (SMEC member)
 - Mike Stewart
 - All four are parents of younger children and maintain the diversity of the board.
 - The trustees rolling off the board this year are Rachel Derr, Chris Hubbard, and Celena Matlock.
- Monica introduced Shara Sanders and Grant Ford (leaders of the School Board and Church Vestry respectively)
- Jennifer O'Leary - Noted highlights of financial reports:
 - Outstanding debt – construction loan \$8.6m outstanding; school residence \$790k; Highpoint property \$2.09m.
 - Double-negative pledge tied to construction loan – potential for that to be eliminated within the next year (though potentially on the books until 2028)
 - SMES has an endowment valued at \$5.2m and is in a good financial state.
- Brad Ferrer & Shara Sanders –
 - Shara will be staying on Board for a 7th year.
 - Brad is working with both groups to develop a shared land use agreement.
 - The goal is a written real estate agreement between the church and the school.
- Michael Robinson – Interim Head of School
 - Church and school have been having good face-to-face communication and this is the best way to move forward together. It is easier to get over the conflict of the School and Church missions if we work together.
 - School is healthy – not wealthy – solid numbers for admissions – enlarged early childhood program – strong Kindergarten numbers – solid enrollment (with a couple of grades being below full in middle school).
 - Q&A – use of the properties? Highpoint is for administration and an infant program. Buford Hwy land was purchased for athletic fields (nothing developed yet); acreage on Buford Hwy, and pursuing swapping for acreage on Osborne.

- Application process – school visit/time in classroom/conversation with parents / open to a diverse population of children.
- How will the Board and Vestry work together? – there had been no face-to-face interaction for many years – SMEC/SMES developed a quarterly meeting (at the executive level) to keep in touch; share common projects; help the vestry better understand the primary mission of the church (the school).
- The meeting of the corporation closed at 6:08 pm by Monica.

Rector's report (Monica Mainwaring):

- Kanuga was fantastic!
 - We were worried if we would have enough signed up to make it successful.
 - Result - All who went plan to return next year!
- Communications plan:
 - Effective yesterday, Molly is Children & Youth Minister (no longer Communications Director)
 - Interviewed someone yesterday for the position – hoping to transition sometime this summer (August). Consuela is helping with communications in the interim.

Treasurer's Report (Jed Dennard):

- The deficit started the year at \$250k; YTD we are at \$149k.
- Expenses were fine but revenues were lower this past month.
- Easter and non-pledged offerings were good.
- We have spent \$21k of \$94k of the endowment funds received.
- We have not yet touched our investment account this year.

Senior Warden's Report (Grant Ford):

- Land use agreement – we need to have a better understanding of our #1 asset.
- We should treat it like our endowment and get a return on it.
- Brad Ferrer – the fact we do not have a written agreement regarding a piece of property worth millions of dollars is strange.
 - Brad working on behalf of the Church and School to get appraisals and draft an agreement (akin to Holy Innocents' Shared Stewardship Agreement) to make it clear about how the land is used by both groups.
 - It could also provide for the value of land and a shared service fee to be paid by the school to the church – like the way we run the endowment (expect a return on the value of the land).
 - Vestry would decide what to ask the school to pay the church.
 - Church, School, and Diocese would be involved in completing this agreement – working on a draft agreement that would be brought to the Vestry. There is a cost to get the agreement in place – expected \$20-25k. The only risk of this going higher is the potential for Diocese as 3rd party to require more time for their part in negotiation.

- Discussed the current real estate of the school. The church could consider a small percentage return on our own land proportioned for school use (2/3 of the property, estimated). The school cannot afford a payment at value, but they understand the deal they are currently getting. Vestry should decide what to ask the school for the use of the land – taking into consideration this is the largest mission of the church.
- Motion from Grant to approve up to \$30k for engaging professionals to prepare an agreement for land use. (Martha seconded) – it was passed unanimously.
- Motion to engage Sam Chambliss as an attorney for the above project (Jed seconded) – it was passed unanimously.
- Brad offered to visit the Vestry more frequently to share progress on this and to share about school (along with other SMES BOT members who are also church members).
- Brad and Grant will keep track of money spent relative to project completion.

2023 Priorities & Strategic Planning (Grant Ford, Diana Parise):

- 5 buckets coming out of the workshop:
 - Connect the “Cradle to grave” journey (#1)
 - Improving communication and conflict management (#2)
 - Change the title of this one for a larger audience (should not be backward-looking; avoid the word ‘conflict’ if possible) – increasing our capacity for civil discourse.
 - Creating campus strategic plan (#3) – Brad Ferrer to spearhead
 - Bringing people to campus throughout the week
 - Outreach opportunities
 - A stronger pipeline of parishioners from the school
- The committee has split into two groups to flesh out #1 and #2 above
 - They are looking for more members for the action teams.
 - Steering committees are prioritizing work in each area.
- Vestry asked if any feedback before moving forward on #1 and #2. Vestry agreed to move forward with #'s 1, 2, and 3 above.

Closing prayer (Monica Mainwaring)