

Christ Church Cathedral Vestry Minutes
Monday, April 27, 2020
Provisional meeting via Zoom

In light of the current restrictions on in-person gatherings due to the spreading coronavirus, this meeting was conducted via video conferencing. Any decisions made in this meeting will be considered provisional and must be ratified at a future meeting.

Vestry Members Present

Ken King (Senior Warden), Pete Stringer (Junior Warden), Win Bassett, John Bridges, Wyeth Burgess, Christina Callaway, Ben Fuqua, Becca Ingle, Jill Meese, Karmine Quiggle, Trone Sawyer, Brooks Smith, Varina Willse, and Ellen Wright

Vestry Members Absent

Denise Bentley

Clergy Members Present

The Very Rev. Timothy Kimbrough, the Rev. Matthew Lewis, the Venerable Roger Saterstrom

Others Present

Mark McQueen, Dale Maxfield (Treasurer), Caroline Rossini (Clerk)

Opening Prayer

Dean Kimbrough opened the meeting with prayer.

Approval of minutes of March Vestry Meeting

March's minutes were unanimously approved as amended (Stringer, Bridges).

Finance Committee Report

The income and expense statement for March was reviewed and unanimously approved (Stringer, Meese). March's balance sheet was also unanimously approved (Ingle, Sawyer).

Consideration of Finance Committee Recommendation for the Use of Paycheck Protection Program (PPP) Loan Funds

At the encouragement of the Bishop, the Vestry Officers and Mark McQueen worked to secure a \$251,579 PPP loan for the church. Given the urgent timeline of the loan application, it was impossible to consult the full vestry on the front end, but now the vestry has the opportunity to accept the funds or to return them unused.

The purpose of the program is to keep employees employed. At least 75% must be used for payroll cost in the eight weeks following origination; 25% can be for rent or utilities if needed. The interest rate is one percent, but at the end of the loan term, it would convert to a grant if all conditions are met. The

church would set up a separate bank account to report on these funds, and this information would be reported on the monthly income statement and balance sheet. In the interest of full disclosure, the loan was secured through the First Horizon, where Christ Church does its normal banking, and where both Pete Stringer and Dale Maxfield work. The church incurred no fees.

A motion was made and duly seconded (Bridges, Smith) to accept the funds as granted to Christ Church on the terms of the CARES Act. The discussion which followed was favorable, with a few clarifying questions. Ultimately the resolution was approved with one abstention (Stringer).

RESOLVED, that the Christ Church Cathedral Vestry meeting by tele-conference on April 27, 2020, upon unanimous recommendation of the Finance Committee, agrees to accept the \$251,000 loan garnered by the Vestry officers through First Horizon Bank. Per the terms of the CARES Act, these monies will be used exclusively to fund staff salaries/benefits for 8 weeks and eligible CCC General Fund expenses as designated by the law—utilities, rent, etc.

On the matter of managing these funds, the following three-part resolution was proposed and unanimously approved (Sawyer, Meese), with one abstention (Stringer).

RESOLVED, that the Christ Church Cathedral Vestry meeting by tele-conference on April 27, 2020, directs the Treasurer to open a new First Horizon checking account dedicated for the sole purpose of dispensing PPP monies borrowed by Christ Church according to the requirements of the CARES Act; and be it further

RESOLVED, that all financial activity associated with this new checking account be shown in Fund 007 of the monthly balance of the Finance Committee; and be it further

RESOLVED, that April Holley with Thurman Campbell, the accounting firm under contract with the Vestry, be authorized to move funds in and out of the checking account under the supervision of Mark McQueen, business manager, and Dale Maxfield, treasurer.

Third Party Partnership Working Group Update

Ellen Wright and Brooks Smith provided an update on the status of the ground lease on Lot C. Resolving the issue of the alleyway on the property is the final hurdle to clear. The church has delivered on its part and a quit-claim deed will soon be recorded. It is possible the closing date could be sooner than previously anticipated.

Consideration of Donation of Cathedral Historical Items to Tennessee State Museum

These items have been in storage since the renovation of the sanctuary in the 1990s. The State museum will be able to take better care of these items of historical interest to the State. This is the second presentation of the resolution. A motion was made and duly seconded (Meese, Fuqua) to adopt the following resolution; it was unanimously approved.

RESOLVED, that the Christ Church Cathedral Vestry, meeting by tele-conference on April 27, 2020, support the recommendation of the Dean, acting with the advice of the Properties Committee, to donate the following items permanently to the Tennessee State Museum of History: the Bishop's Chair (the one currently in storage), the credence table canopy, and Melchior Thoni's wood carving tools.

Pentecost Offering Designation (John/Pete)

A motion was made and duly seconded (Bridges, Stringer) to act on the Grants Committee's suggestion of using this seasonal offering to create a fund for local tornado/COVID relief. These monies will be used at the discretion of the Cathedral clergy under the guidance of the Dean to provide emergency financial assistance to anyone who has experienced loss or other crisis based on the recent tornado and nationwide pandemic. First consideration for assistance will go to local requests (including those from within the Cathedral parish) from those in need of food, shelter, utilities, rent, roof repair and other financial assistance due to job loss. This was unanimously approved.

RESOLVED, that the Christ Church Cathedral Vestry meeting by tele-conference on April 27, 2020, upon recommendation of the Dean and Grants Committee, designates the Pentecost offering for the Christ Church Cathedral COVID-19/Tornado Response Fund.

Consideration of Amendment to By-Laws to permit Vestry Officers to Act on Behalf of Vestry in Emergency Situations

In light of the necessity of Vestry Officers taking swift action to secure a PPP loan, the following resolution was presented to the vestry for consideration, discussion, and future action. No action was taken at this meeting.

DRAFT OF RESOLUTION

Christ Church Cathedral Bylaw Amendment: "Section 4.10. Counsel of Advice and Executive Committee of the Vestry"

RESOLVED, that the Christ Church Cathedral Vestry, meeting by tele-conference on April 27, 2020, amend the Bylaws of the Cathedral Vestry to include the following new section:

"Section 4.10. Counsel of Advice and Executive Committee of the Vestry

The Vestry officers—Senior Warden, Junior Warden, Clerk, and Treasurer, and other officers elected by the Vestry pursuant to Canon 15.11 of the Canons of the Diocese of Tennessee—shall serve as a Counsel of Advice to the Dean & Rector. Additionally, the Vestry officers may be called upon, by emergency or by circumstance, to act on behalf of the Vestry. Any such action would require review by the Vestry at its next regularly meeting. At that time the Vestry may ratify, modify, or reject the action taken by the Vestry officers."

This proposed new section of the Bylaws for the Cathedral Vestry would codify the existing practice of asking Vestry officers to serve as a Counsel of Advice for the Dean & Rector. Additionally, it would provide for the Vestry officers to act on behalf of the Vestry in extreme circumstances when the full consultation of the Vestry was not easily secured or available.

Amendments to the Bylaws of the Cathedral Vestry require a 2/3s vote of the Vestry at two successive meetings.

Thoughtful discussion followed, including questions about how to define an "emergency" situation, and how to word something like this in a way that would not allow future abuse.

Dean's Report

Dean Kimbrough provided some additional insights about ways the staff is adapting worship and other programming to virtual offerings. He also shared a few initial thoughts about the timeframe for gathering in-person once again. Several members of the vestry commended the clergy and staff for their tireless work to continue to carry the congregation forward through this time.

Closing Prayer and Adjournment

Dean Kimbrough offered a closing prayer. There being no further business to consider, the meeting was adjourned.

Respectfully submitted,
Caroline Rossini, Clerk

1. The Cares Act is to be reviewed with updates on changes, opportunities, and a decision on how to use the funds.
2. The "Coffee Minute" comments from parishioners are to be shared (level of engagement) and next steps to solidify the ministry liaison communications/support should be designated.
3. Digital Media Services: Should we herald the discussion to continue media services after reopening?

These have been discussed with Father Timothy in brief, but more information and practical application is now available to consider future action.

Christina Callaway