

The Foundation for the Episcopal Diocese of Wyoming
Board of Directors meeting
St. Peter's Episcopal Church, Sheridan, WY, August 14, 2009
St. Luke's Episcopal Church, Buffalo, WY August 15, 2009

The Business meeting of the Foundation was convened by the Chair, Mary Caucutt at St. Peter's Episcopal Church in Sheridan, Wyoming at 3:30 p.m.

The board members present were: Tracy Swanson, Dan Land, Nina Walker, Mary Caucutt, John Smylie, Ken Asel, Phil Washburn, Lucille McAdams, Bruce Caldwell, and Bruce Palmer. Barb Egan participated by teleconference. Also present: Wally Johnson and John Masters.

The Chair called the meeting to order and the following action was taken:

1. Minutes approved as amended, Dan Land moved, Ken Asel seconded
2. Discussion about San Joaquin situation: Tracy Swanson suggests we get Council involved so that the relationship is established between dioceses as this seems more appropriately Council work about which they can direct us. Bishop Caldwell notes that bishops sign companion relationship agreements. It is very open ended at this point in terms of duration and extension. It was noted that court case is still uncertain at this point but it affects whether they are in a position to repay loans. Perhaps they should submit a grant application, e.g. for a ministry development position or development work.
 - a. Ken Asel moved that we instruct John Masters to call Bp. Lamb and suggest San Joaquin submit a grant request for a block grant and to let them know we support them and suggest that they engage in discussions with Council to see if there are other ways to assist them and to let them know that at this time we cannot see our way forward for lines of credit or other lending arrangements. Dan seconded. Approved, with Phil Washburn dissenting.
3. Compass Rose Society. Discussion of existing relationship between Rev. Grimes and this society. She is encouraging us or the diocese or both to join. The Bishop sees greater outreach needs elsewhere and has not pursued membership because of this. Mary Caucutt says it connects us into the Anglican Communion in a missionary way and gives us a seat at the table with the Archbishop of Canterbury. After lengthy discussion Dan Land moved to table consideration, Mary Caucutt seconded. Approved with Ken Asel dissenting.
4. Grants Management Committee report by Dan Land
 - a. Reviewed the summary of where grants have gone, that John Masters will use to produce a "we are reaching many" presentation for Convention.
 - b. Reviewed the summary of who has kept faith with us in responding to grants.
 - c. Review of the Grant Management Committee report and a discussion of Sargent Foundation for Episcopal Ministry (Sargent Grants) recommendations of grants in current period:
 - i. St Christopher's, \$30,000 for asbestos abatement and roof repair
Dan Land moved, Mary Caucutt second to refer to SFEM, approved.

- ii. St. John's Jackson, for heating system efficiency upgrades, \$20,000
Mary Caucutt moved, Lillian McAdams seconded to refer to SFEM; Dan Land and Ken Asel abstained. Approved.
- iii. St. Mark's Cheyenne, Electrical and elevator upgrade, \$30,000
Phil Washburn moved, Dan Land seconded to refer to SFEM, approved.
- iv. Our Savior Hartville, kitchen modernization, \$20,000
Ken Asel moved, Phil Washburn seconded to refer to SFEM, Nina Walker abstained, approved.
- v. Grant request from Dubois for improvements to the Opportunity Shop was recommended for rejection as a Sargent Grant due to lack of information such as possible debt retirement through the income resulting from the expansion, and as otherwise inappropriate given absence of current funds. Ken Asel moved, Tracy Swanson seconded and recommendation was approved.
- d. HR Camp Foundation, water and sewer system upgrade, \$450,000.
Committee recommendation moved by Mary Caucutt, seconded by Phil Washburn with reserve created of \$50,000 from Foundation Grant funds for Grants Management Committee to control if needed for immediate safety issues. Mr. Swanson is worried about precedent of doing capital work, even if it is on Diocesan ministry property. Approved, with Tracy Swanson dissented.
- e. St. Matthew's Prayers and Squares, \$16,300
Dan Land moved and Ken Asel seconded. Approved, Tracy Swanson dissenting because of capital nature of some expenditures.
- f. Diocese: to publish 2 editions of Spirit of Wyoming, \$19,356 prior to end of year
Dan Land moved and Lillian McAdams seconded. Approved.
- g. Christ Church Cody, recycling baler, for \$45,685.
Mary abstained from this consideration. Dan Land moved, John Smylie seconded. Approved.
- h. St. Andrew in the Pines, Tanzania Karibu grant of \$50,000
With Phil Washburn abstaining, Dan Land moved, Ken Asel seconded. Approved.

Bruce Caldwell reminds us that we need to watch out for advocacy becoming a part of the process when members of the committee or officers have information about grants. It was suggested that in the future each grant have assigned to it a neutral member of the committee to act as its advocate.

Meeting adjourned for the day at 4:45.

August 15, 2009

Mary Caucutt opened the meeting at 8:55 a.m. at St. Luke's Church in Buffalo, Wyoming. Our Chaplain, by Ken Asel, led us in Morning Prayer.

The board members present were: Tracy Swanson, Dan Land, Nina Walker, Mary Caucutt, Ken Asel, Phil Washburn, Lucille McAdams, Bruce Caldwell, Tim Boyd, and Bruce Palmer. Barb Egan participated by teleconference. John Smylie had been required to return to Casper to officiate at a burial. Also present: Wally Johnson, John Masters and Jessica Reynolds.

Mary opened by going over a few changes in the agenda. She suggested that in the first hour we should accomplish the following:

- Introductions and welcoming of Tim Boyd. The newest member of the Foundation Board. He will take Dick Hodges place.
- Bruce Caldwell to share his reflections on yesterday
- John Masters and Bruce Palmer to go over mission statement and name
- Make a decision on Liz Brimmer consulting representation

Mary made her opening remarks. She asked that the board understand that there will be and are differences of opinion, but in the interest of time, everyone refrain from lengthy remarks, short on time so use your words economically.

Bruce Caldwell shared his reflections on yesterday's retreat session. The Foundation Board is where it should be as a board. There was good work accomplished yesterday and it is a move in the right direction. There are a few things he wanted to talk to the board about.

Image: Do not get too caught up in this. Reflect and move forward

There are three things he sees needing to happen:

1. There needs to be a program piece with Council. There will be a program committee developed on the council to work with staff in establishing priorities to be shared with us.
2. Sargent Trust: What is to happen to it and should it be folded into the Foundation. He believes it should be folded into the Foundation at some point in the near future.
3. Wind and Wings: There needs to be definition and refinement of this program. He would recommend to Council that it be brought into the Foundation. Maybe it gets turned into an endowment and the grants only happen from the income. This is something to work on jointly with Council since it has ultimate authority over these funds.

Mary then called on Bruce Palmer and John Masters to report on their work around drafting our mission statement. Bruce explained how they had attempted to incorporate some of the key words and concepts from the discussions yesterday and arrived at the following:

The Mission Statement;

Our mission is to raise, manage and distribute financial resources to support and inspire our congregations, as we share in God's work, ministry and outreach.

Nina Moved to adopt the mission statement, Tracy seconded. Approved. Barb suggested we jointly recite the mission at each meeting.

Name:

John and Bruce Palmer continued with the discussion of developing an appropriate, shorter name. He explained that he and John discussed several ideas which were then researched by Google searches as to use by others. After discussion, it was decided that Bruce Palmer, John and Dan Land will continue to work on this.

Brimmer Communications:

Generally the group felt yesterday's retreat session with Liz Brimmer had been productive and that we have much yet to accomplish. There followed a discussion as to whether it was the time to hire a consultant or whether that might better occur in the future after we have finished more immediate tasks. With that came the amount of money to be spent on any consultant, including Ki Thought bridge or others we have considered. There was also a discussion on if Liz had the skills to act as a consultant leading us forward as a board and as a consultant on developing better communication. It was suggested that she might be more suited for the communication piece, but not the building of relationship between the two boards. It was decided that John will develop a plan of what the Foundation is looking for communication wise. He will then contact Liz and talk about the how her company might assist.

As far as the council relationship piece, it was decided that Mary will be in contact with Rick Veit and invite the Council to engage with the process. It is hoped that upon invitation Mary and Rick, will coordinate a joint meeting to take place in November or December.

The Chair then proceeded to ask for volunteers as to the tasks we have identified. After brief discussion it was suggested the following plan be implemented:

Small group break outs:

Grants and defining our grant standards: Phil, Dan, and Ken agreed to work on this.

Convention Planning: Tracy, Nina, and Tim agreed to work on this.

Deciding on a "trade" or short name: Lucille will work with John and Bruce Palmer on this.

Defining and Clarifying the relationship between Foundation and Council: Mary and Bruce Caldwell will work on this.

Treasurer's Report:

Phil Washburn presented the Treasurer's report. He focused on several key points:

Audit Report:

Phil went over the audit report with the board. There was some discussion about the auditors and report. There is some question about how to properly present grant awards which we intend to fund and deliver in a future year for use by that recipient in a future year. John believes that by accruing the expense (and expecting the recipient to acknowledge receipt) in the current year we are violating the accounting principle of matching expenses and revenue to the appropriate period. It is immaterial on our books but might cause distortion on the records of others. Phil also noted that we engaged Lovelett and Skoggin for the past 5 years and that it might be appropriate to now put the account out to bid. John suggested that he thought 3 or 4 firms might be interested in the audit. He suggested that it might be wise to continue to use the same auditors as the Diocese because of the potential for inconsistent reporting otherwise. It was agreed that the audit should be put to bid for the next year. Phil moved that John get bids for new auditors. Seconded by Dan. Approved.

Building change orders:

John brought up the change orders from the building remodel. Tracy moved that Barb and Bruce Palmer be granted authority to approve of change orders up to \$50,000. Change orders that are more than \$50,000 need board approval. Seconded by Lucille. Approved. John said he expected few additional changes and hoped that any changes would be minor.

2010 Budget process:

There was some discussion on the 2010 budget and the need to get started on it. Mary read a letter sent to her by Rick Veit requesting a grant of \$230,000 for the 2010 Diocesan Budget. Mary moved we approve support to the Diocese in that amount. Seconded by Phil. Approved

Credit Card limit

Dan brought up the fact that John's Credit Card limit need to be raised. Dan moved that the limit be raised to \$10,000. Seconded by Tracy. Approved.

Tracy moved to accept the Treasurer's report. Seconded by Dan. Approved.

Nominations Committee:

Mary reported that with Dick Hodge's resignation she had been acting as the committee. After discussing a replacement with Rick Veit, she had recommended that Tim Boyd replace Dick Hodge until the end of the year at which time Council will make its selection. The board members had been canvassed by e-mail and had overwhelmingly approved Tim to fill the vacancy created by Dick's resignation.

Mary then reported that both Phil and Mary would like to stay on but Nina has decided to focus on her work on the HR Camp board. Each year a board member is voted on at convention, one is appointed by the Bishop and one is appointed by the Board. There was some talk that the board needs representation from the SE corner of the state. Mary suggested she run for re-election at convention

and this course of action was encouraged by the board. That concluded the Nomination Committee report.

Preparing for Convention:

Mary reminded all that the Foundation always has a directors meeting followed by the annual meeting of members at convention. Tracy will be unavailable after lunch on Saturday, so having the meeting in the morning would be better. The foundation board will meet as a whole before the annual meeting. Bruce C brought up the fact that there are three times for the Foundation to establish its image at convention: the dinner, the Mustard Seed and other grant case break out sessions, and the Ignite presentations. After discussing the convention, it was decided to hold a board meeting on the Saturday morning at breakfast, with the regular meeting later in the morning so that Tracy will be able to participate.

Building Update:

John gave a report on the building. According to billing reports it is 40% complete at the end of July but it is progressing smartly at this stage. Liz Swanson has been hired as the interior designer. He discussed the plans for the communication room, conference table and office furniture. The bishop expressed his concern that the public conference table may not work well and that he'd like to delay that aspect of the furnishings. This met with general agreement of the board.

Planned Giving:

John is working with St. Marks, Cheyenne on presenting some planned giving information. To assist he has been developing a Life Planning Manual that is based on a model produced by the Diocese of Olympia. So far all is going well and he hopes this experience can be repeated in other parishes.

Next meeting:

The next meeting will be set once Mary has been in contact with Rick. She will be in contact with the board as to the time and place.

Closing Prayer:

The Chaplain, Ken Asel, offered a closing prayer.

Meeting adjourned at 11:30 a.m.

Respectfully submitted:

John Masters, acting secretary