

**Diocese of Milwaukee
Executive Council Minutes
March 1, 2022 6:30 p.m. via ZOOM**

Roll Call was taken.

Present: Bishop Jeffrey Lee; Mr. Mike Weber, Diocesan Treasurer; the Rev. Jana Troutman-Miller, President of the Standing Committee; Ms. D'Arcy Becker; the Rev. Steve Capitelli; the Rev. Don Fleischman; Dr. John Johnson; the Rev. Pippa Lindwright, President of Commission on Ministry; Ms. Judith Miller; Mr. Roger Mukasa; Ms. Janice Pauc; the Rev. Debra Trakel and Mr. John Vogel

Others present: The Rev. Scott Leannah, Canon for Ministries and Ms. Caroline Senn, Financial Controller

Absent: The Rev. Joel Prather, Vice-President of the Executive Council; the Rev. Pedro Lara; Ms. Jill Heller, Executive Director of Trustees of Funds & Endowments and Mr. Mark Ehrmann, Esq., Chancellor

At 6:33 p.m. Bishop Jeff Lee called the meeting to order and led the EC in prayer.

February 1, 2022 EC Minutes

Bishop Jeffrey Lee asked if there were any additions, deletions or changes to the Executive Council minutes of the February 1, 2022 EC meeting. Hearing nothing, Bishop Lee called for a vote to approve the minutes as presented. It passed.

Updates from Bishop Jeffrey Lee

Bishop Lee updated the EC on the ongoing changes in the Diocesan Office.

With the retirement of Ms. Patty Jaffke and Ms. Barbara Klauber, a new position description is in development combining the responsibilities into an administrative support person position. This description will be disseminated to a number of different publications.

Bishop Lee updated the EC on the Trialogue (potential reuniting of Eau Claire Diocese, Fond du Lac Diocese and Milwaukee Diocese into one diocese).

--There will be a meeting the week of March 6th.

--All three diocese have the 7 (seven) Task Forces peopled and ready to launch.

--Bishop Gunther and Bishop Lee are seeking a Project Manager to keep the process moving in the same direction.

--In October there will be a Tri-Diocesan Clergy Conference.

Bishop Lee also noted that:

--The report from Rev. Gay Clark Jennings' Annual Bishop's Review of January 18, 2022 will be discussed with him and with the Standing Committee the week of March, 6th; it will then be presented to the EC.

--Various resources for Lenten practices are on the website. He encouraged: *Go Deeper*.

Updates from Canon for Ministries

The Rev. Scott Leannah reported:

--He has met pastorally with a number of clergy.

--In transition ministry:

*Along with the Rev. Debra Trakel, he is working on a time-line activity with St. James', West Bend.

*Along with the Rev. Steve Capitelli, he is assisting St. Alban, Sussex and St. Francis, Menomonee Falls develop a shared ministry and grow together.

Mr. John Vogel offered an interesting detail: at one time, St. Francis was a mission of St. Alban's.

*St. Mark's, Beaver Dam has called the Rev. Michael Tess to $\frac{3}{4}$ time.

--He, along with Ms. Caroline Senn, Financial Controller, will codify (make more formal and structured) the relationship of the parishes in redevelopment (St. Luke's, Bayview; St. Thomas of Canterbury, Greendale and Zion, Oconomowoc) with the diocese.

--The summer canoe trip is on, even though Bishop Lee and the Rev. Debra Trakel have turned down co-leadership.

Bishop Lee expressed his appreciation of Father Scott Leannah's diligent commitment to this ministry.

Update on Haiti Project

The Rev. Jana Troutman-Miller, President of the Standing Committee, reported that:

--a difficult but productive meeting between diocesan members (members of the Standing Committee, an EC representative and interested stakeholders) and the Lombard Mennonite Peace Center took place the last week of February

--a report, along with recommendations, derived from this meeting, will be given to the Executive Council

--a frank and open discussion regarding reconstituting the Haiti Project will be needed, as well as someone who can field questions

--the Haiti Project is now "back in the hands of the Executive Council"

Discussion centered on:

--It is a complex situation within the diocese and within the political situation in Haiti.

--School is still operating and will for at least 10 months.

--The work with Lombard is completed.

Request for Assessment Reduction

Ms. Caroline Senn, Financial Controller, described the background and request from St. Peter's, Fort Atkinson for a reduction of their assessment; she recommended approving the request.

***Mr. John Vogel moved to grant St. Peter's, Fort Atkinson request to reduce their assessment from \$34,576 to \$26,976. Ms. D'Arcy Becker and the Rev. Pippa Lindwright seconded the motion.

Discussion followed regarding the previous process and intent of freezing the parish assessments.

***Ms. D'Arcy Becker moved to amend the motion to accept the request made by Fort Atkinson and, to further add all churches to which a reduction would apply. Mr. John Vogel seconded the motion.

Discussion regarding the Amendment focused on:

--making data driven decisions

****Bishop Lee called for a vote on the motion to amend granting the request made by Fort Atkinson by adding other churches. The motion failed.**

The EC asked that Deacon Marge Kiss research the minutes for previous motions to freeze parish assessments and that Ms. Caroline Senn “dive more deeply” into the assessment formula background.

Discussion continued on the initial motion to grant the request to reduce Fort Atkinson’s assessment, with considerations, to table it until the next meeting or to defer it for further study. The need to make data driven decisions was again emphasized.

****Bishop Lee called for a vote on the motion to grant St. Peter’s, Fort Atkinson request to reduce their assessment from \$34,576 to \$26,976. The motion passed.**

Funding Designations

Ms. Caroline Senn recommended to the Executive Council that the \$40k Grant from the National Church in 2021 and the received 2021 monies from the Hoffman Grant from the Greater Milwaukee Foundation as well as the monies from the 2022 Hoffman Grant be designated for Restarts and Redevelopment.

***** Mr. John Vogel moved that Ms. Caroline Senn’s recommendation for the delineation of the National Church Grant and the Hoffman Grant from the Greater Milwaukee Foundation be approved. The Rev. Pippa Lindwright seconded it.**

Discussion clarified the use of the funds and who directed its use.

****Bishop Lee called for a vote on the motion designating the placement of the monies from the grant from the National Church and from the Hoffman Grant. The motion passed**

Parish Review System

Ms. Caroline presented to the Executive Council a revised parish financial review (audit) model with a cost of \$14,400.00 to be covered by the diocese.

*****Ms. D’Arcy Becker moved that the recommended streamlined audit model be approved. The Rev. Pippa Lindwright (and many others) seconded the motion.**

The Rev. Debra Trakel said it was a brilliant idea.

****Bishop Lee called for a vote on the motion to approve the recommended audit model. motion passed.**

Hospitality Center MOU Agreement

Ms. Caroline Senn explained that “the Hospitality Center is currently in the process of becoming its own separately managed and operated organization and assuming the fiduciary responsibility for its operation.” To delineate this Administrative Independence the attached MOU agreement was created, needing EC approval.

Discussion centered on a detail in the Letters of Agreements delineating the time dedicated to each position – St. Luke’s, Racine and the Hospitality Center. It was clarified that this information, though of pastoral concern, was not part of the MOU, nor did it impact its function.

****Bishop Lee called for a vote to approve the proposed MOU. It passed.**

Financial Reports

Ms. Caroline Senn, the Financial Controller, noted that: “we are in good shape.” She also stated that the Budget vs. Actual; the Accrued Liabilities; the A/R Aging Summary and the Balance Sheet Comparison were in drop box.

There were no questions.

Bishop Lee called on Father Scott Leannah for the closing prayer.
Deacon Marge said the dismissal.

The meeting was adjourned at 8:18 p.m.

Respectfully submitted,

Rev. Margaret (Marge) M. Kiss
Executive Secretary & Recorder of the Minutes

Appendix I

2022 Executive Council Meeting Dates -- First Tuesday at 6:30p.m. via ZOOM

April 5th

May 3rd

June 7th

July 5th

August 2nd

September 6th

November 1st

Appendix II

2021 Norms for Executive Council Meetings

Begin with prayer

Start and end on time

Receive and Review material one week ahead of time of meeting

Respectful communication

- Assume good/best intentions

- Seek to model reconciliation

- Look for the best in others

- Give the best we have

- Gentleness first

Recuse oneself, leave the room and abstain from matters in which one has a conflict of interest

Respect the “confidential nature” of the discussion (Identify if confidential)

All responsible for the process at the table; Pay attention/Be actively engaged

All members of Executive Council are authorized to raise their hand, to call for a pause in the process, and to ask for a moment of prayer from the Bishop

We are always The Church.

Appendix III

This Memorandum of Understanding (this “MOU”) reflects the general agreement between Hospitality Center, Inc. doing business as the Hospitality Center (the “Hospitality Center”) and The Episcopal Diocese of Milwaukee, Inc. (the “Diocese”), relating to separating the operations at the Hospitality Center.

1. Organize as a Separate Legal Entity. The Hospitality Center will organize and become a separate legal entity organized under the laws of the State of Wisconsin and functioning as an entity separate and distinct from the Diocese, but under the general group tax exemption of The Protestant Episcopal Church in the United States of America.
2. Management of Hospitality Center. The Hospitality Center will be managed separately from the Diocese, with a separate board of directors, and will maintain its own tax identification number, bank accounts and other administrative accounts. Pursuant to this objective, the Hospitality Center will agree with the Diocese on a timetable for the actions necessary by both parties in order that the Hospitality Center will achieve independent operating and administrative status not later than March 31, 2022. Subject to the Section 4 below, to the extent that the Hospitality Center requires any services from the Diocese, it will pay for such services at current market rates.
3. Lease of Space. The Hospitality Center will lease the physical space and other amenities used by the Hospitality Center pursuant to a new lease agreement containing customary terms and conditions. Such lease will be a triple net lease pursuant to which the Hospitality Center will pay rent and reimburse St. Luke’s Episcopal Church, Racine, Wisconsin (“St. Luke’s”) for all fees, taxes and other costs associated with the Hospitality Center
4. Services Agreement and Director Salary. Father Seth Raymond will continue to serve as the director of the Hospitality Center (the “Director”). The Hospitality Center will be responsible for the total annual compensation package for Father Seth Raymond in his role as the Director.
5. Funding contributed by the Diocese. The Diocese will contribute financially to the Hospitality Center in an amount to be determined annually by the Executive Council of the Diocese and such contribution is to be used solely for the purpose of funding the compensation of the Director of the Hospitality Center unless otherwise agreed in writing between the parties to this MOU.
The Hospitality Center will assume the role of payroll manager for Father Seth Raymond, and all other employees of the Hospitality Center, not later than March 1, 2022. Until such time as the Hospitality Center assumes this role, the Diocese will continue to perform the function of payroll manager for the Hospitality Center.
6. Other Services. As set forth above, to the extent the Hospitality Center will require any other management or services from the Diocese, a financial arrangement or separate services agreement will be executed to reflect such services and the costs associated with each.

7. Insurance. The Hospitality Center will purchase its own casualty and liability insurance, consistent with coverage levels currently applicable to St. Luke's, and St. Luke's will be named as an additional insured with respect thereto. The Hospitality Center will provide copies of such insurance agreements to both the Diocese and St Luke's not later than February 28, 2022.

8. Return of Diocesan property: The Hospitality Center and its employees will return all property to the Diocese not later than March 15, 2022 including credit cards of the Diocese, computer and communications devices or other items used by the Hospitality Center employees which are the property of the Diocese.

9. Payment of all outstanding debts to the Diocese: The Hospitality Center will pay the Diocese for all outstanding debts accumulated as at February 28, 2022 not later than March 15, 2022. In addition, the Hospitality Center agrees to pay additional debts incurred after February 28, 2022 promptly upon receipt of invoices from the Diocese and not later than 15 days after receipt of invoices from the Diocese. The parties agree that this is a material provision of this Agreement and that this provision must be fully satisfied prior to this Agreement becoming operative.

10. Indemnification. The Hospitality Center will enter into an indemnification agreement pursuant to which the Hospitality Center will indemnify and hold harmless St. Luke's and the Diocese, and their respective officers and directors, for any and all losses arising out of the Hospitality Center's operation of its business.

11. Effect of this MOU. This MOU will be considered a non-binding letter of intent. Any binding agreements will be reflected in the definitive agreements referred to above.

The foregoing accurately reflects our intent and is signed as of March 3, 2022.

HOSPITALITY CENTER, INC.

By: _____

Name: _____

Title: _____

ST. LUKE'S EPISCOPAL CHURCH

By: _____

Name: _____

Title: _____

THE EPISCOPAL DIOCESE

OF MILWAUKEE, INC.

By: _____

Name: _____

Title: _____

This MOU is hereby accepted and approved by the Executive Council of the Diocese.

By: _____

Name: _____ Title: _____