

Executive Council Minutes
 Tuesday, November 21, 2023
 4:30 PM – 7:00 PM
 via ZOOM

Attendance: Present Absent Excused

Officers:

The Rt. Rev. Dr. Marc Handley Andrus, Bishop and President P
 Sherry Lund Chair, Class of 2023 (Convention) P
 The Rev. Kirsten Spalding, Vice Chair, Class of 2025 (Convention) P
 Peter Fairfield, Secretary, Class of 2024 (Convention) P

Class of 2023	Class of 2024
The Rev. Krista Fregoso (Contra Costa) P	Bruce Morrow (Alameda) P
Steven Depont-Kalani (San Francisco) P	The Rev. David Erickson (Convention) E
Aidan Jobe Sea (Peninsula) P	Bill Burrell (Marin) P
Elaine-Vallecillo Miller(Southern Alameda) P	Michael Diamond (Peninsula) P
Jeanette Dinwiddie-Moore (Convention) P	Mary Frances Leopold (Southern Alameda) P
Class of 2025	Bishop's Appointees
Vance Frost (Marin) P	Leigh Flesher (2025) P
Carolyn George (Convention) P	Bruno Peguese (2024) P
The Rev. John Kirkley (San Francisco) E	
The Rev. Will Scott (Alameda) E	
Jim Wiant (Contra Costa) P	

Ex-officio members:

The Rev. Brother Richard Edward Helmer, Secretary of the Convention P
 Lane Ringlee, Treasurer of the Diocese E

Diocesan Staff:

The Rev. Canon Debbie Low-Skinner, Canon to the Ordinary P
 The Rev. Michele Racusin, CFO P
 Canon Amy Cook, Canon for Faith Formation P

Other attendees:

Canon Christopher Hayes, Esq. Chancellor of the Diocese P
 The Ven. Carolyn Bolton, Standing Committee P
 Alan Johnson, Church Insurance
 George Strait, Class of 2026
 Jim Forsyth, representing St. Dorothy's Rest
 Richard Kemink, representing St. Dorothy's Rest
 Dewey Watson, representing St. Dorothy's Rest

4:33 PM The meeting was called to order by Chair Lund and was divided into groups of two for opening prayers.

4:40 PM Chair Lund called for a motion to approve the consent agenda which brought a motion by Bill Burell to do so. This motion was seconded and passed unanimously.

4:43 Chair Lund introduced this slate of candidates for Executive Council officers for 2024:

The Rev. Kirsten Snow Spalding, Chair
Leigh Flesher, Vice Chair
Peter Fairfield, Secretary

She then called for nominations from the floor. There being none, Vance Frost moved that these candidates be elected. This motion was seconded and passed unanimously. Chair Lund then requested that everyone indicate in the chat whether they would be able to attend the joint Standing Committee/Executive Council meeting at Grace Cathedral on December 18th.

4:46 The Rev. Canon Debbie Low-Skinner began a discussion of the Request for Proposals (RFP) for the Holy Innocents, Corte Madera property. She noted that there are ongoing maintenance costs covered by the diocese and much repair work is needed. There has been some interest, including among some Marin clergy in transitioning the property to a meditation center and Episcopal Community Services has expressed interest in the possibility of using the property as well. Several questions arose: Has there been any cost estimate on needed repairs? Has the building, first built in 1901, any historical value that would later interfere with renovation plans? Have there been any visits from official building inspectors? Canon Debbie answered all these questions in the negative and thanked the group for these helpful queries which will all be addressed in the new year.

Chair Lund asked how the RFP's would be distributed, as the Executive Council had wanted to be sure there was wide distribution within and outside the Diocese. She noted that we don't yet have a good communication channel even inside the Diocese. Some discussion ensued, and Canon Debbie concluded that this would happen through the Regional Deans, as they have lists of all of their parishes. It's not yet clear how broad community organizations would be contacted, but Canon Debbie will work on this. It's important that we not rely on standard announcements for this trial process. Chair Lund indicated that the contact information from Episcopal Community Services has been forwarded to Canon Debbie for inclusion.

5:02 The Rev. Brother Richard Helmer moved that the meeting go into executive session to discuss real estate matters. This motion was seconded and passed unanimously. Present were the council, diocesan staff and representatives of St. Dorothy's Rest, all other guests remaining in a waiting room for the duration of the session.

5:14 Vance Frost moved that the meeting leave executive session. This motion was seconded and passed unanimously. Steven Depont-Kalani moved that the following resolution be adopted:

RESOLUTION GRANTING AUTHORITY TO SELL REAL ESTATE

The undersigned, being the Secretary of The Episcopal Church in the Diocese of California, a nonprofit religious corporation (“Diocesan Corporation”), does hereby certify that at a meeting of the Executive Council (Board of Directors) of the Diocesan Corporation duly called and held on November 21, 2023, via Zoom video conference, at which a quorum was present, the Executive Council adopted the following resolution, which the Council has not modified or rescinded:

IT IS HEREBY RESOLVED that the Diocesan Corporation, The Episcopal Bishop of California, a Corporation Sole (“Corporation Sole”), and St. Dorothy’s Rest Association, a nonprofit religious corporation (“St. Dorothy’s Rest”), which is a Diocesan Institution of The Episcopal Church in the Diocese of California, sell that certain real property located in Camp Meeker, Sonoma County, California, 95419, with the assessor’s parcel numbers listed in Exhibit A to this Resolution, to the Camp Meeker Recreation and Park District (CMRPD), a public entity formed under the California Resources Code, for the purchase price of two million, two hundred twenty-five thousand dollars (\$2,225,000), with funding to be provided by the Sonoma County Agricultural Preservation and Open Space District (“Ag+Open Space”), with easements for pedestrian and vehicular access and for camping to be retained by the Corporation Sole and St. Dorothy’s Rest.

FURTHER RESOLVED, that the Diocesan Corporation, the Corporation Sole, and St. Dorothy’s Rest sell that certain real property located in Camp Meeker, Sonoma County, California, 95419, with the assessor’s parcel numbers listed in Exhibit B to this Resolution, to CMRPD, for the purchase price of one dollar (\$1.00).

FURTHER RESOLVED, that the Diocesan Corporation agrees for the escrow officer to deposit the proceeds of the sales into a bank account designated by St. Dorothy’s Rest, on whose behalf the Corporation Sole holds the real property described above.

FURTHER RESOLVED, under California Corporations Code section 9142, under Canon I.7.3 of the Canons of the Episcopal Church, under Canons 16.04(c) and 19.01 of The Episcopal Church in the Diocese of California, and under any other applicable civil or ecclesiastical law, that the Diocesan Corporation consents to all actions by the Corporation Sole and by St. Dorothy’s Rest that may be necessary to sell this real property.

FURTHER RESOLVED, that the closing documents in connection with the sale of the real property be in such form as the Corporation Sole may consider advisable.

FURTHER RESOLVED, that the President of the Diocesan Corporation (the Right Reverend Marc Handley Andrus), the Chief Financial Officer of the Diocesan Corporation (the Reverend Canon Michele Racusin), the Chair of the Diocesan Corporation (Sherry Lund), the Treasurer of the Diocesan Corporation (Lane Ringlee), and the Secretary of the Diocesan Corporation (Peter Fairfield), are each authorized to execute and deliver all closing documents on behalf of the Corporation.

Dated: November 21, 2023

Peter Fairfield, Secretary

EXHIBIT A

The sixty-six (66) APNs that Ag+Open Space will encumber with a conservation easement, and for which Ag+Open Space will contribute toward fee simple acquisition are:

074-110-003 074-110-004 074-120-001 075-040-005 075-040-007 075-040-011 075-040-012
075-040-015 075-040-017 075-070-005 075-141-005 075-141-006 075-151-002 075-151-003
075-151-004 075-151-005 075-152-001 075-153-001 075-154-001 075-154-002 075-154-003
075-155-006 075-161-002 075-161-003 075-161-004 075-161-005 075-161-006 075-162-001
075-162-002 075-162-004 075-163-002 075-164-001 075-165-001 075-166-002 075-166-003
075-166-004 075-166-005 075-166-006 075-167-001 075-168-002 075-168-003 075-169-002
075-169-003 075-169-004 075-171-001 075-172-001 075-173-001 075-173-003 075-173-004
075-174-001 075-175-002 075-175-003 075-176-002 075-176-003 075-176-004 075-177-005
075-177-006 075-179-001 075-179-002 075-192-019 075-192-020 075-300-002 075-300-003
075-300-005 075-300-007 075-300-012

EXHIBIT B

The fifty (50) APNs that will be included in the real estate transfer from the Corporation Sole and St. Dorothy's Rest to CMRPD, but were excluded from the Baumert Springs appraisal, and will not be encumbered with a conservation easement, and for which Ag+Open Space will not contribute toward purchasing are:

075-110-009 075-110-024 075-110-026 075-110-039 075-120-017 075-142-001 075-144-003
075-145-001 075-146-003 075-146-010 075-155-007 075-157-002 075-157-006 075-157-007
075-158-001 075-158-002 075-158-003 075-158-005 075-158-007 075-158-008 075-158-009
075-158-010 075-159-001 075-177-001 075-177-002 075-178-002 075-181-003 075-185-010
075-191-003 075-191-005 075-192-003 075-192-011 075-202-006 075-203-005 075-224-002
075-232-004 075-232-021 075-232-022 075-232-023 075-246-002 075-246-003 075-246-004
075-250-001 075-250-010 075-260-001 075-260-004 075-290-001 075-290-014 075-300-008
075-300-010

This motion was seconded and passed unanimously. Bishop Marc gave his consent to the sale.

5:18 The Rev. Brother Richard Helmer moved that the meeting go into executive session with the council and diocesan staff present. All others remained in a waiting room for the duration of the session. An additional discussion was held to discuss the status of other property issues.

5:32 By unanimous consent, the meeting left executive session.

5:33 Chair Lund called for a break.

5:40 The Rev. Michele Racusin introduced Alan Johnson, a representative of Church Insurance, who began a discussion of the changes seen recently in the business of insurance due to a changing climate. He noted that, here in California, losses due to wildfire and earthquake can be expected to increase. Rates for insurance can be expected to increase next year by an average of 13.2% for policies held with Church Insurance by members of the Diocese of California. In addition, as of 12/1/24, Church Insurance will no longer write full limit earthquake insurance for customers in our diocese. He did stress, however, that limited earthquake insurance will still be available. He noted that, with church populations declining, it might be reasonable for a parish to replace a \$12 million policy with a \$3 million dollar policy if \$3 million would rebuild a facility that would answer to the current needs of the parish. Mr. Johnson stated that Church Insurance is committed to the Episcopal Church, saying: "We're not going anywhere!"

Chair Lund asked when all of the 11 parishes most affected by the earthquake insurance would be notified. Mr. Johnson stated that he has already met with all of them. Chair Lund indicated that this topic is an information item for the Executive Council at this point.

The Rev. Michele Racusin announced that there would be a webinar on insurance matters for all congregations scheduled in December.

6:00 The meeting went into executive session by unanimous consent to discuss legal matters.

6:15 Again by unanimous consent, the meeting left executive session.

6:16 The Rev. Kirsten Spalding described the selection process for committee members for next year which has led to the current draft. It was noted that membership in committees is not yet final and that more volunteers would be welcome, if members feel moved to work in any particular committee. Those interested should contact either Rev. Kirsten or Chair Lund.

6:31 Bishop Marc thanked, in advance, the four Franciscans who will be leading worship at the electing convention on December 2nd. He reported, with some regret, that he expected the Canon for Social, Racial and Environmental Justice position to be in place before the end of the year. He now feels it is fitting, given this late date, that the new bishop should be engaged in that selection. The selection process thus will be suspended until the newly elected Bishop Coadjutor will be able to be involved in the new year.

6:50 The meeting was closed by Chair Lund.

Talking Points

EC officers for 2024 were elected.

RFP for Pilot on Alternative Property Use for Holy Innocents will be finalized and available from Canon Debbie. She will be pursuing how to get wide distribution.

Church Insurance will present changes to premiums and earthquake insurance to all congregations in the Diocese by a December webinar. The 11 parishes most affected by reductions in earthquake insurance have already had meetings with the agent.

Despite expecting to have hired the new Canon for Racial, Social and Environmental Justice before the end of the year, Bishop Marc has decided to postpone the search until the co-adjutor election. He will try to keep the current candidates in the search, and the co-adjutor will participate with Bishop Marc in the selection process.