

**St. Francis Episcopal Church
February 18, 2025 Vestry Meeting**

The Vestry convened on-line on Tuesday, February 18, 2025, at 7:30 p.m., Fr. Mark presiding. Members attending: Ms. Tendall, senior warden, Mr. Feagles, junior warden, Ms. Byam, Ms. Davis, Mr. Hunter, Ms. Hurdle, Ms. Oleson, Mr. Ruf, Mr. Tester, and Ms. Warren. Also attending: Mr. Smith.

Invocation

Fr. Mark led the invocation.

Bible Study

Ms. Tendall led the Bible Study on Mark 4:35-41, and spoke about the peace that Jesus brings us in the midst of the tumult around us. Vestry members talked about troubled times in which their faith gave them peace and how they found strength in their trust in Jesus.

Welcome New Vestry Member

Fr. Mark welcomed Ms. Caroline Davis as the new vestry member. Ms. Davis replaced Mr. Whitlock whose three year term ended in January.

Rector's Report

Consent Agenda

Approval of the January 21, 2025 Vestry Meeting Minutes.

Agreement with Zion International Church

On-going negotiations with Zion International Church have not been finalized. Father Mark reviewed the draft license agreement, noting a few changes from earlier discussions, including the use of "license agreement" language instead of "lease," and changes to the start date and the length of the trial period. He also noted the description of the leased premises and the rules governing space usage, which had been developed by Sue Tendall and Ann Warren. He told the Vestry that he expected to hear from Zion soon, and that a final version should be prepared in time for the Vestry Retreat on Sunday, February 23.

Parochial Report.

There are no changes to the report.

Vestry Portfolios

There are no changes to the Vestry Portfolios.

Water Heater

The water heater was repaired and back in service, with expenses covered by the warranty.

HVAC Project

HVAC Project Phase 2 is nearly finished. We are waiting on the installation of boiler pumps in the church (parts were delayed) and an agreement from Bradleigh to replace the cracked pump

housing on the chiller, which was damaged through their error. The church is withholding payment until the project's completion.

Motion to Approve the Consent Agenda

Ms. Tendall made a motion, seconded by Mr. Ruf, to approve the Consent Agenda items. The motion carried unanimously.

Changes to the Church's Legal Status

Mr. Feagles summarize some changes the State of Maryland has made to the laws governing Episcopal parishes, which will now be required to register like other nonprofit organizations. He is reviewing legal guidance prepared by the diocese and consulting with a former colleague who is overseeing the process for registration at St. John's, Norwood in Bethesda, a process that will involve bylaws revision. We plan to use the new bylaws for St. John's as a model for amendments to our own bylaws, which we should be able to delay until the Annual Meeting in January 2026.

One matter we will need to resolve is that the terms under which we will be incorporated will likely require direct approval of all expenditure by the Vestry, which may mean that the Lenten Appeal funds will need to be submitted for approval before checks can be issued.

Zion International Church Agreement

St. Francis's lease agreement with Zion International Church will allow Zion to use St. Francis's premises for a four-month trial period. St. Francis can then decide whether or not to go forward with a one-year lease. Zion Church's rent will be due on the first week of each month, rather than the first day of the month. Zion Church asked for a few clarifications of language, which have been honored.

The vestry discussed the uses of St. Francis's facilities and the rules for space use, which are based on rules developed and approved by the vestry in 2020 for the use of St. Francis Hall. Zion Church will start its Sunday activities at 11:45 am including use of the St. Francis Hall kitchen. Zion Church is expected to leave the facilities clean and tidy when they leave them at the end of their Sunday activities so they are ready for Georgetown Hill Early Childhood's use on Mondays. Zion will not use the sacristy, and there will be no smoking on church premises. It is also important for St. Francis's members and other who use the church's facilities to keep them clean and tidy, too.

There was also discussion about whether additional janitorial services would be needed, or if we can rely on volunteer support to have the kitchen ready for Zion's use each Sunday. Ms. Hurdle has the portfolio for the Zion Church lease. Father Mark promised to consult with the staff about the best way to make sure the kitchen space will be reliably clean after Coffee Hour.

Motion to Approve the Parochial Report

Ms. Tendall made a motion, seconded by Mr. Hunter, to approve the Parochial Report. The motion carried unanimously.

Gifts and Bequests

Mr. Feagles provided an update on a thoroughly revised Gifts and Bequests Policy, which incorporates clearer rules for the Legacy Fund. These were created following guidance from the auditors of our 2023 books. The changes intend to ensure that the fund would be treated as promised originally, as a fund for long-term investment, with a fixed percentage of the value used for operations each year. The new language, however, would give the Vestry a degree of flexibility in the use of the fund that would avoid the onerous legal requirements associated with creating an endowment. The Finance Committee will review the new rules, and we expect them to be presented to the vestry for approval next month.

Financial Report

Mr. Tester presented Mr. Maroulis's report and analysis. The church continues to have a good financial situation. Property-related expenditures have been high this month. These include a full payment of the 2024 HVAC service contract (submitted late by the provider), a large water bill payment, and expenses for the hot water heater replacement. This has left only a slight surplus for January. Mr. Maroulis moved funds from the Schwab Account to the PNC Account to pay the Bradleigh Company for the HVAC project work, and final payment will be delayed until the work is complete.

Motion to Approve the Finance Report

Mr. Feagles made a motion, seconded by Ms. Davis, to approved the Finance Report. The motion carried unanimously.

There was no further business.

Vestry Retreat

The Vestry Retreat is on Sunday, February 23rd after the 9:45 service. The Rev. Canon Victoria Heard will make presentations about spiritual leadership and effective communication with the congregation.

Motion to Adjourn

Ms. Warren made a motion, seconded by Ms. Byam to adjourn. The motion carried unanimously.

Fr. Mark led the Vestry in the closing prayer:

Keep watch, dear Lord, with those who work, or watch, or weep this night, and give thine angels charge over those who sleep. Tend the sick, Lord Christ; give rest to the weary, bless the dying, soothe the suffering, pity the afflicted, shield the joyous; and all for thy love's sake. Amen.

Respectfully submitted,

Les Smith
Clerk