**Attendance**

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| --- | --- | --- | --- |
| **Name - Council Directors (Dir.)** | **Position** | **Present** | **Absent** |
| James Berry | Property & Facilities Chair |  | x |
| Sidney Evans, Jr | Director At Large |   | x |
| Charles Hawkins | Finance & Budget Chair | x |   |
| Ronald Johnson | Governance & Legal Chair | x |   |
| Sherri Jordan | Director At Large | x |   |
| April McWilliams | Human Resources Chair | x  |   |
| Charles Monterio, Jr | Director At Large | x |   |
| Shelvee Osborne | Council Secretary (Sec) | x |  |
| R. Sylvester Owens | Stewardship Chair | x |   |
| Lani Shaw | Governance & Legal Vice Chair | x |   |
| Pat Wallace | Vice Chair | x |   |
| Dr. Howard-John Wesley | Chair  | x |   |
| Lisa Wilson | Director At Large | x |  |
| **Committee Members** |  |  |  |
| Melanie Avery | Historian | x |  |
| Sally Birmingham  | Fin & Budget Comm | cc |  |
| Karen Croom | Property & Facilities | x |  |
| Charisse Hines | Governance & Legal | x |  |
| Carol Holland | Property & Facilities | x |  |
| LaTasha Kelly | Assistant Financial Secretary | x |  |
| Gale Ogden | Assistant Historian  | x |  |
| Jeff Owens | Treasurer | x |  |
| laRufus Mitchel | Financial Secretary | x |  |
| Albert Ross | Assistant Historian | x |  |
| Geri Tucker | Assistant Historian | x |  |
| **Church Staff** |  |  |  |
| Rosette Graham | Executive Assistant to Chair Wesley | x |  |
| April Hicks | Ministry Program Director | x  |  |
| Jeffrey Jackson | IT | x |  |
| Rev Dr. Sedric Roberts | Finance Director | x |  |
| **Guest**  |  |  |  |
| Neal Gross | Council Recorder | x |  |
|  |  |  |  |

Legend - x = Participated in person, cc = Participated via Conf Call

Dir.= Director, CC=Committee Chair

I. Call to Order 7:00pm Chair Wesley

Chair Wesley called the Council meeting to order, welcomed Council Directors, Committee Members and all in attendance.

II. Devotions/Prayer/Agenda Chair Wesley/Rev Sedric Roberts

1. Prayer Requests - Dr. Crider, Dr. Fentress-Williams, sister Harriett Smith, Dr. Robert’s family, Director Wilson’s co-worker’s, Deacon Byron Crenshaw, Deacon Ricardo Byrdsong.

Chair Wesley read Jesus’ Lord’s Prayer as he prayed for his followers.

1. Chair Wesley requested adoption of the agenda/updates
2. Vice Chair Wallace stated Dir. Monterio Jr. will present for the Nominating Committee.
3. Karen Croom stated she would present for the Property & Facilities Committee

**Action:** Motion offered by Vice Chair Wallace and seconded by Dir. Wilson to accept the agenda with changes, unanimous consent.

III. Reading of Minutes Secretary Shelvee Osborne

 Secretary Osborne reviewed corrections to the March 26, 2018 Minutes

**Action:** Chair Wesley asked for a motion to approve March minutes with corrections, CC Owens so moved, Dir. Shaw seconded, unanimous consent.

Secretary Osborne asked, in the interest of time, that the May minutes be reviewed independently and comments would be forwarded via email, agreed. Chair Wesley asked for comments on June minutes, minor comments provided by Dir. Shaw and Vice Chair Wallace.

**Action:** Chair Wesley asked for a motion to approve June minutes with corrections, CC Johnson so moved, Dir. Monterio, Jr. seconded, unanimous consent.

IV. Committee Reports

1. Property and Facilities Comm (P & F) Karen Croom
2. Parking Policy – Reviewing with church staff, expected completion date Aug
3. Tour of all ASBC Properties on July 25th, 6:30
4. Old Towne West – Management Co requested increase in annual rate, Chair Wesley asked the

committee to work the issue when the proposed increase amount is available. The committee contacted the Governance & Legal committee and CC Johnson recommended obtaining the owner’s signed certificate.

1. Chair Wesley stated Yates family contacted the church via phone regarding property for sale.
2. Iglesia Christiana Church – CC Hawkins noted safety hazard for children from the Hispanic

church was running up and down parking lot retaining wall. Dir. Wilson asked what the insurance liability is regarding the church when the Iglesia Christiana Church is in session.

**Action:** Need to ensure the Iglesia Christiana Church has their own insurance policy. Chair Wesley will contact Dr. Crider to research.

**Action:** Chair Wesley asked for a motion to accept the Property and Facilities Committee report, Vice Chair Wallace so moved, and Dir. Wilson seconded, unanimous consent.

1. Stewardship Committee Chair R. Sylvester Owens
2. Tasks in Progress – Donor Acknowledgement letter for Chair Wesley, completing the

 whitepaper for August meeting, and discussing creating a culture of Philanthropy.

1. Next Meeting Aug 1, 7:00pm

**Questions**: Chair Wesley asked when will we know we are ready to begin the Capital Campaign? CC Owens stated the Stewardship Committee is working on a Strategic Outline and he asked was there a silent phase prior to this re-set? Chair Wesley replied no. Chair Wesley stated Paul Gage (previous consultant) noted a campaign lasts about three years.

**Action:** Chair Wesley asked for a motion to accept the Stewardship Committee report, CC Johnson so moved and Vice Chair Wallace seconded, unanimous consent.

1. Human Resources Committee Chair April McWilliams

General Update- CC McWilliams stated the next meeting is July 18, 2018, hired HR person, Melanie Thompson.

1. Barbara Florvil (start date July 16) will replace Dustin Sullivan. Marc Lavarin will be

responsible for engaging the virtual community creating fellowship with on-line community.

1. Considering Moving Expenses for out of state hires, Chair Wesley asked to consider a policy to

 cover this area.

1. Counseling Ministry – (Assistant to Pastor Wesley for Counseling with a background in mental

health) Fulltime position, needed to address Diaconate overload and the AGAPE ministries overload. CC Hawkins asked for a list of vacant positions.

**Action:** CC McWilliams to provide list of vacancies monthly.

**Action:** Chair Wesley asked for a motion to accept the HR Committee report, Dir. Monterio Jr. so moved and Dir. Jordan seconded, unanimous consent.

1. Governance & Legal Committee (Gov & Legal) Chair Ronald Johnson
2. General Update – Restyle Church Policy, process for public Council Presentations, met with Building Committee Chair on Structure, and met with Finance & Budget to review the Budget Process.

ii. Task in Progress – Dir. Shaw (Vice Chair Gov & Legal) is reviewing current LLCs and Church Policies to ensure they comport to current governance structure. Need to establish a secure document process for document review by council similar to what was provided for CBC.

iii. Challenges – Waiting for Parking Policy (Property & Facilities and Governance & Legal)

iv. Administrative Updates – Establish a mechanism for the Church Administrator to engage the Governance & Legal committee on issues as they arise.

**Action:** Chair Wesley asked Rosette Graham to coordinate with all committees for bi-weekly calls.

**Action:** CC Governance & Legal requested actual Policies in addition to the List of Policies.

**Action:** Chair Wesley asked Jeff Jackson (staff) to coordinate with Milton Miller (staff) to create Data Site for Committees to share data with the Council.

v. Olde Towne West Owner’s Certificate – CC Johnson stated Dir. Shaw, is working on the Olde Towne West Owner’s certificate and it is recommended that Chair Wesley sign the document as CEO, upon completion.

1. Church Council Board of Director vs Member – CC Johnson referenced Section 3 of

Constitution & By-Laws which refers to Church Council as Board of Directors and asked Chair Wesley to consider using the title of Director and not members. Chair Wesley was fine with adopting as common language.

vii. Next meeting is Aug 6, 2018.

viii. Annual Registration Renewal Fee – Dir. Shaw stated the Annual Registration Renewal Fee for several properties is delinquent and she will coordinate with Dr. Crider to complete.

**Action:** Chair Wesley stated he desires to keep Council updated when contacting outside Counsel therefore the Governance & Legal Committee was asked to include an update in their report when and what issues require outside counsel.

ix. Outside Counsel Matters - Chair Wesley shared a minor issue that came up during Vacation Bible School, a child had lice and a letter was drafted to send to parents and church liability was reviewed. HR CC McWilliams stated another incident that required outside counsel was when an employee filed for workman’s compensation and the case was denied. It’s not the church requesting outside counsel but our worker’s comp organization attorney reaching out on behalf to resolve the matter.

**Questions**: Dir. Wilson asked about the bi-weekly conferences. Will that include the Secretary or not, is it just Committee Chairs, will there be a need for minutes?

**Action:** Chair Wesley asked Rosette Graham to set up biweekly phone calls with Chairs and a monthly call with the Secretary in preparation for meetings. Vice Chair Wallace is invited to join the calls. The call will consist of an update on where the committees are, needed assistance, etc. Rosette Graham asked to forward call dates to Vice Chair Wallace.

**Question:** CC Hawkins asked for additional information about the meeting between Gov & Legal and the Building Committee. CC Johnson and committee member Charisse Hines had an information meeting with Building Committee Chair Deacon Garrett to listen to ideas about how the Council should consider a relationship with the Building Committee. CC Johnson stated next steps are for Deacon Garrett to circle back with the Chair Wesley. CC Hawkins requested attendance at future meetings from an oversight role. Chair Wesley sated when the meeting is scheduled he will make sure CC Hawkins and CC Berry attends.

**Action:** Chair Wesley asked Rosette Graham to contact Deacon Garrett, CC Berry, CC Hawkins and CC Johnson to schedule a meeting.

**Questions:** Dir. Wilson asked about the RFI legal component with the Building Committee and wanted to ensure Governance and Legal is involved and CC Hawkins agreed. Dir Shaw stated they have the RFI and she will reach out with an update to determine status.

**Action:** Chair Wesley asked for a motion to accept the Governance & Legal Committee report, Dir. Osborne offered motion to accept, and CC Hawkins seconded, unanimous consent.

1. Nominating Committee Director Charles Monterio Jr.
2. Next meeting - July 18, 2018

ii. Tasks in Progress - Nominating Committee Sub-committee is writing policies and procedures and a schedule for the nominating process going forward this year and beyond. The Committee would like to publish its procedures and schedule prior to the nominating process opens this fall. Dir. Monterio Jr. stated the committee might ask to report in August to go live early September.

iii. Questions – A member of the Nominating Committee asked Chair Wesley whether Council appointees to that committee have voting privileges. CC Johnson stated yes. Several Directors stated they were also approached with questions around recommendations from the Council. Chair Wesley stated Council can make recommendations and Council Directors on the Nominating Committee are voting members. Directors Monterio Jr. and Wilson agreed.

**Action:** Chair Wesley asked for a motion to accept the Nominating Committee report, Dir. Johnson so moved, Dir. McWilliams seconded, unanimous consent.

1. Pastor Wesley Evaluation and Compensation Subcommittee Committee Chair April McWilliams

i. Next Meeting - CC McWilliams stated the subcommittee met twice since it was formed and the next meeting is August 2nd.

1. Pastor Wesley Employment Contract - Provided information on Employment Contract and some

 information on Performance Evaluations. Committee owes follow-up to Pastor Wesley.

1. Questions – Chair Wesley requested an audience with the committee when appropriate. CC

Johnson asked when do you think we’ll consummate this agreement so we don’t lose him? CC McWilliams stated hopefully we will not lose him and stated Pastor Wesley was provided a letter with a feedback date of July 31st and conversations will begin after that.

iv. Pastor Wesley has concerns the document was created by Attorneys and now he needs to engage legal to review. Dir. Johnson suggested further discussion in executive session.

**Action:** Chair Wesley asked for a motion to accept the Pastor Wesley Evaluation and Compensation subcommittee report, CC Hawkins so moved, Dir. Monterio Jr. seconded, unanimous consent.

g. Historical Society Committee Chair Melanie Avery

i. General Update – CC Avery started a series of kickoff meeting and met with staff to

 understand information held offsite that may be needed by ministries to impart knowledge.

ii. Tasks in Progress – Planning to review contents of boxes in August, work with Milton Miller (staff) to get access to technology tools to allow scanning new artifacts when available, reach out to ministries to support them, schedule tours. Anniversaries are coming up and the committee wants to assist wherever possible. Looking at period 20 – 25 years after the initial book, to put out a new book.

iii. Questions - Chair Wesley asked when is it appropriate to add the next chapter in print? CC

Avery is looking at 2021 or 2013. Chair Wesley asked did the next chapter have to coincide with a major church milestone (i.e. 200 or 225)? CC Avery stated it doesn’t but it could be tied to a capital campaign activity. Chair Wesley is asking Marc Lavarin to video our orientation process so that new members can take it online and part of that will be asking you all to work with Carla Welborn to create a 30-minute documentary on the history of the church.

**Action:** Chair Wesley asked for a motion to accept the Historical Society Committee report, Vice Chair Wallace so moved, Dir. Osborne seconded, unanimous consent.

Chair Wesley offered a blessing over the food.

V. Finance & Budget (F & B) Chair Charles Hawkins

a. Completed Tasks - Investment Strategy Policy completed and next steps include forwarding to Governance & Legal. Going forward the Treasurer will report.

b. Tasks in Progress – Chair Wesley asked the Treasurer to be present at all Council meetings. Treasurer Jeff Owens reported the books for June have not been closed therefore no changes to report but the Chair Wesley’s snapshot has been distributed. Questions – Chair Wesley asked is there anything that needs to be brought to the council’s attention. Treasurer stated no, everything is pretty much normal.

c. Refinancing 325 – CC Hawkins stated the closing should occur first of August, however the team spoke to a couple other banks to see what the rate would be. PNC rate is higher and waiting for a response from United. Dir. Osborne asked was this a refi or renewal? CC Hawkins stated renewal.

d. Audit Report – CC Hawkins stated we are a little behind on the Auditor’s Report. The Auditor needs clarification on how we track functional expenses for ministry programs or culinary before they can finalize the report. Final Report will probably not be ready by August 8th. From our conversations with the Auditors, there appears to be no real material weaknesses.

e. 2018 Budget Process – Budget call has gone out and draft budgets are due end of August. We are on schedule to brief the Council in October with a detailed budget.

f. Procurement Sub-Committee – Established a committee headed by Kimberly Driggins to make the process efficient and effective. The committee will not write the technical portion but insert the standard contracting language on deliverables, time tables, and things of that nature.

g. Building Committee (BC) – CC Hawkins stated the F & B committee has been working with

the Building Committee on Affordable Housing, many questions, at this point do not concur with the separate LLC, the remaining funds are under $100,000, invoices continue to come in, funding is required to get the BAR (Board of Architectural Review) approval and we’ll come back to the Council with their recommendation.

 h. Training – Training is going well, almost completed, worked with everyone on the Auxiliary

 Team, and working to standardize the training process.

i. RFP – Continue to meet with vendors on the Request for Information (RFI) to determine what

should be included in the RFP and the final will go to the entire Council. Dir Evans provided 5 or 6 additional companies, so the RFP will probably be distributed to 10 – 12 companies to bid. Concerns exist about source of anticipated funding of $150,000 - $200,000.

j. Affordable Housing (AH)– At one point it appeared AH was a separate project now it appears lumped into one entity, we need a deeper dive, and waiting on a report from the consultant to see if the church has the capacity to put up two high-rise units. Last meeting with the BC indicated AH would be priority over Campus Expansion and the F & B Committee disagrees.

k. Recommendation – The F & B Committee recommends an increase in the Church

Administrator’s authority to sign checks from $5,000 to $25,000 and the Fin. Dir. Roberts is the backup in the absence of the Church Administrator. Discussion - There are many checks between $10,000 - $15,000 and church staff can do wire transfers greater than $5,000 currently. The auditor looks to ensure the person requesting the funds is not also the person signing the check.

**Action:** Chair Wesley asked for a motion to increase the Church Administrator’s check-signing limit to include wire transfers from $5,000 – $25,000. Dir. Wilson offered a motion and Dir. Osborne seconded to adopt the recommendation from F & B Committee that we increase the church Administrators’ check-signing limit from $5,000 to $25,000 and the church Fin. Dir. Roberts as backup signatory in the absence of the Church Administrator. Chair Wesley asked for a formal vote, approved.

l. Chair Wesley asked for Questions **–** Vice Chair Wallace stated the Diaconate had not received a

FY 2019 Budget Request. CC Hawkins stated he was told they all went out to the budget owners and he will take care of this. Also, Vice Chair Wallace asked if a ministry is cut, will the Budget Owner have a conversation with the Program Manager? Chair Wesley stated part of the process, prior to submission to the ministry program department, is to have a conversation with the leaders that they know our recommendations to the budget. Vice Chair Wallace stated yes, that was her question.

m. CC Hawkins stated we must figure out how to tie Stewardship into the budget process.

Stewardship CC Owens asked if the voucher signature process was automated? CC Hawkins stated no. Dir. Osborne asked what is keeping the process from being automated? Fin. Dir. Roberts stated the church has been doing some testing and the first rollout is going to be with the Deacons and Poor Saints.

n. Debt Reduction Sub Committee – Sally Birmingham is heading this committee and looking at

coming up with a strategy paying off the mortgages with the smallest balances first. The sale of the Henry St property was going to be used but the sale is on hold because the City of Alexandria denied the request from the potential buyer to build a parking lot. We must check with Property and Facilities CC Berry when he returns to obtain full information. Sally Birmingham stated the path to success includes pray first, aim high, and stay focused. Chair Wesley stated the Ministry cost are 12-13% of the budget and Administrative Cost is the largest area and we need to talk about how we maintain a flat budget without destroying ministry or the brand of the church for major events. Chair Wesley recommended, for Council consideration, to fund the Building Committee to get to the BAR and the RFP will determine whether the church can finance the expansion. Dir. Jordan asked when is the next BAR? Chair Wesley stated Oct. and Chair Wesley meets with Mary Catherine Gibbs (Land Use Attorney) and city manager on 7/24/18.

**Action:** Chair Wesley asked for a motion to accept the Finance & Budget Report, CC Johnson so moved, Dir. Jordan seconded, unanimous consent.

 VI. Other Council Matters - none

 VII. Congregational Questions –

a. Is there something that states the meeting starts at 6:30. Chair Wesley stated we have not

 formally moved to 6:30 but it is under consideration.

b. Is it possible to get copies of the agenda packet? Chair Wesley replied he thought that would

violate what we do as Council, it’s a courtesy for members to be present but not necessarily to be given the material until it’s published online.

 VIII. Executive Session

**Action:** Chair Wesley asked for a motion to go into Executive Session to speak about Strategic Council matters. CC Johnson so moved, and Dir. Wilson seconded, unanimous consent.

CC Johnson so moved, and Dir. Osborne seconded to exit Executive Session, unanimous consent.

Dir. Shaw wanted the record to reflect that CEO Wesley recused himself from the discussion, left the meeting and was not present for the discussion.

Dir Wilson affirmed that the matters that were discussed in closed session were Strategic Council matters only.

IX. **Action as a result of the Executive Session:** CC Johnson moved and Dir. Monterio Jr. seconded that the Council is requesting the HR Committee, and by extension of the subcommittee, would review the efficacy of providing legal counsel to Chair Wesley on matters of his employment contract and that whatever amount the committee agree is fair and reasonable, that Council accept whatever that recommendation is. approved

 X. Dismissal 9:47pm Vice Chair Wallace

**Action:** Vice Chair Wallace asked for a motion to close out the meeting, Dir. Wilson so moved, and Dir. Shaw seconded, unanimous consent.

Attachments:

Church Council Meeting Minutes – March 26, May 16, June 20, 2018

Confidentiality Agreement

Ethical Conduct Agreement

Core Principles and Resources

Committee Reporting Guidelines (5 items)

Committee Charters

 Reports – Property & Facilities, Governance & Legal, Finance & Budget

Respectfully Submitted,

Shelvee H. Osborne

Shelvee H. Osborne, Secretary