

## **College for Bishops Board of Directors Meeting October 6-7, 2010**

The semi-annual meeting of the Board of Directors of the College for Bishops (CfB) was held at the Desmond Tutu Center in New York City beginning at 2:00 pm on October 6, 2010.

Directors in attendance: The Rt Rev'd J. Neil Alexander; The Rt Rev'd David Alvarez; Mr. William S. Craddock, Jr.; The Most Rev'd Katharine Jefferts Schori (Oct. 7 only); The Most Rev'd Colin R. Johnson; The Rt Rev'd Don E. Johnson; The Rt Rev'd F. Clayton Matthews; The Rt Rev'd Henry N. Parsley; Mr. Donald V. Romanik; Dr. Timothy F. Sedgwick; The Rt Rev'd Dean E. Wolfe.

Directors not present: The Rt Rev'd J. Jon Bruno; The Rev'd Canon Patricia M. Coller; The Rt Rev'd Duncan M. Gray III; The Rt Rev'd Mary Gray-Reeves; The Rt Rev'd Jeffrey D. Lee.

Staff and guests: Mr. David Booth Beers (Oct. 6 only); The Rev'd J. Michael Ehmer; Ms. Ellen Y. Rolfes; Ms. Amy L. Smith.

Bishop Alexander called the meeting to order and The Rt Rev'd Peter Lee, Interim Dean of General Theological Seminary, welcomed the group to campus. Bishop Matthews led a brief worship.

Mr. David Beers, Chancellor to the Presiding Bishop (PB), reported that on September 29, 2010 CfB became a separate incorporation. The incorporation documents were filed in D.C. because it was convenient for Mr. Beers and because D.C. is friendly to nonprofit corporations. CfB is tax exempt under the umbrella of the Episcopal Church. The next phase of the incorporation process is to create and adopt bylaws for the organization.

Mr. Beers proposed using bylaws of other nonprofits as a guide and requested a copy of CREDO's bylaws from Mr. Craddock. A suggestion was made to create a committee to draft and review the bylaws and have a conference call for the board of directors to review and adopt them. Mr. Beers will create a skeletal draft of the bylaws.

The management agreement between CfB (through CREDO Institute, Inc.) and DFMS is renewed on a calendar-year basis. The board agreed to maintain the current relationship until the end of 2010. The next step is to create a management contract with CREDO to begin Jan. 1, 2011.

CfB is a subsidiary of the House of Bishops (HOB). CfB's independence is important as it moves forward with the sustainability campaign. The HOB strongly supported CfB's move to incorporate, passing a resolution at the September 2010 meeting outlining the new status and reasoning behind the transition.

### **CfB Bylaws**

Elements to be considered as part of CfB bylaws have already been drafted (see recommendations outlined in Section 1 of the meeting notebook). The following revisions to this document will need to be made and added to the final bylaws document:

- Recognizing the Canadian position as a class member, not as an ex officio member
- Keeping the PB's position as an ex officio member
- Clarifying the election process of board members (all directors elected by the HOB)

Additional items to be addressed in the bylaws:

- Officers (with individuals holding the positions currently or approved at the meeting)
  - Honorary Chair (the Presiding Bishop, the Most Rev'd Katharine Jefferts Schori), Chair/President (the Rt Rev'd Neil Alexander), Vice Chair/President (TBD), Secretary/Treasurer (the Rt Rev'd Don Johnson, approved). Officers other than the Honorary Chair are elected annually by the Directors.
  - Executive Committee should consist of the above officers plus the senior bishop in tenure (years ordained) on the board other than the officers.
- Assistant Secretary and Treasurer
  - Positions of Assistant Secretary (Ms. Ellie Rolfes nominated) and Assistant Treasurer (Mr. Mike Ehmer nominated) do not have to be held by directors.
- Ex Officio Directors
  - Presiding Bishop – Honorary Chair, with seat, voice, and vote when present and is not to be counted in quorum computations when not present.
  - CfB Managing Director, who will be nominated by the board and appointed by the PB to ensure the lines of communication between CfB and the PB's office remain open.
  - The board agreed not to name CfB's current partners or collaborators in the bylaws because they could change over time. Instead, a set number of slots on the board should be reserved for partners and collaborators, which will be approved by the board annually.
- Home Office
  - Memphis is the current location, but that could change if necessary. The bylaws should state that the home office will be designated by the board.
- Meetings
  - The board shall meet in person at least once annually and can meet telephonically or electronically from time to time as needed.
- Committees and Task Forces
  - The board may designate any committees (i.e. standing, finance, etc.) as needed.
  - The board has the authority to appoint committees, but, in between meetings, the officers have the authority to appoint task forces to make recommendations at future meetings.
- Voting and Quorum
  - A simple majority of all voting members will constitute a quorum.
  - When the board meets in a formally called meeting, it can transact business with or without a quorum. When they meet without a quorum, decisions of the board will not be final until ratified by a majority of board members. Such ratification must take place within 30 days of the meeting and may be made electronically,

via phone or in writing. The ratification method will not be specified in the bylaws.

- Removal of a Director
  - The board has the authority to remove a director based on lack of participation - i.e., absence from two consecutive meetings can be grounds for dismissal.
  - A director can be removed with a two-thirds (2/3) vote of all directors.
- Incapacitation of an Officer or Director
  - The board will recommend one or more individuals to the PB to appoint. It will not be necessary to present names to the HOB because the board would represent the House.
- Insurance
  - The CfB will provide D&O insurance, as well as conference liability insurance, bonding and any other insurance policies as needed.
- Audits
  - A financial audit will be conducted annually as determined by the board.
- Ratification of the Bylaws
  - According to the 4<sup>th</sup> resolve in the resolution on incorporation of the HOB, the bylaws and any amendments must be approved by the House.

## **Sustainability Campaign**

Bishop Matthews reminded the directors of the projected CfB budget that shows a substantial deficit beginning in 2013 and the fact that sustainable funding is necessary. A luncheon for a number of directors and other key bishops was held in September in Phoenix to introduce the concept of a sustainability campaign and to receive buy-in for the endeavor. The concept was well received and the attendees discussed possibilities of talking to individual consultants or organizations about fundraising strategies.

The general idea of the campaign is to have regional training sessions led by a professional to prepare bishops to make funding-request calls. Once bishops are trained, they would make the calls within several months of the training. The PB is willing to go on calls (within reasonable expectations) with other bishops. The goal amount for the campaign would be \$15M.

CfB has a sellable commodity in that it's not asking to support bricks and mortar, rather people and programs. Individuals are the primary targets of the campaign, but foundations or organizations interested in leadership training may also be considered. Dioceses who may want to honor a former bishop or a retiring bishop could be asked to contribute as well.

There is energy around moving forward with the campaign and naming opportunities will be introduced to potential donors.

The CfB campaign should remain separate from the Mission Funding Initiative (MFI). Mr. Craddock highlighted the fact that through its sustainability funding the College is actually participating in the MFI campaign by making a meaningful contribution to the key leadership of the Church. Bishop Wolfe mentioned that the CfB campaign could be a proto-campaign and may even encourage donors to also support the MFI. An idea to raise funds for CfB and offer to give

a percentage to the MFI was presented, but the directors agreed that it would be better to keep the two campaigns separate.

A motion was made to endorse the sustainability plan in principle and commit to move it forward with the understanding that there are details to clarify. The motion was duly seconded and approved by the Board of Directors.

### **Campaign Consultant/Coordinator**

Bishop Parsley stated that CfB must have a campaign plan and a coach who will help shape and execute the plan. The board agreed that CfB doesn't need a big firm, but someone with experience and knowledge of the Church. Bishop Wolfe noted that it would be worth the investment to hire a professional. He also noted that having another bishop working closely with the consultant (perhaps as a campaign chair) may be beneficial. Henry Parsley, Peter Lee, Bill Swing were suggested.

A draft request for proposal for a campaign consultant was developed by Bishops C. Johnson and Wolfe. See Appendix A.

### **Other Campaign Details**

No decision was made about having regional campaign coordinators. Active (rather than resigned bishops) are preferred if regional coordinators are used. Bishop Parsley noted that it would be good to have names attached to the campaign, but the consultant should advise on this.

The proposed timeline is to begin making calls within the first quarter of 2011, being sensitive to the Haiti campaign activities. The active campaign should continue for no more than 90 days.

The lowest asking amount should \$100,000, ideally \$250,000-\$500,000.

Bishop C. Johnson noted that there may be ways that Canada could assist with this campaign by raising \$250,000-\$500,000 to endow scholarship funding for Canadian bishops.

Mr. Ehmer noted that it will be important to note that funds received will not be restricted for programming but would also be able for support and administration.

### **Sustainability Campaign Committee**

Bishops Alexander, Matthews, Parsley and Wolfe will serve on a Sustainability Campaign Committee to solicit and interview potential candidates (individuals or firms) for the consultant position. The committee will meet via conference call and will make a recommendation to the board of directors for their approval of a candidate.

Terri Mathes was suggested as a possible consultant. The board was asked to send the names and contact information of other possibilities to Bishops Alexander and Matthews.

## **Managing Director's Report**

The minutes of the directors' meeting held April 7-8, 2010 were reviewed and approved as written.

Bishop Matthews reported that CfB is at a "tipping point," similar to a congregation moving from pastoral-size to program-size. He asked the board members to recall threshold moments similar to this that helped get CfB where it is today.

## **2010 Goals and Actions**

Bishop Matthews reviewed the 2010 Goals and Actions and reported that programs continue to run smoothly.

Educational curriculum based on the *Around One Table* material is being written for use throughout the Church, beginning in Strength for the Journey dioceses. Mr. Ehmer reported that CREDO will approach Church Publishing, Inc. to publish the materials. Bishop D. Johnson would like to find ways to continue to spread *Around One Table* to the wider church, but noted that the subject could cause tension between CfB/CREDO and the Episcopal Church Center (ECC). Mr. Craddock noted that *Around One Table* is not copyrighted by TEC.

Mr. Ehmer stated that a recent draft paper on workplace characteristics and well-being by Dr. Joe Stewart-Sicking is well done and important for the directors to read. Mr. Craddock added that CREDO has been focusing on intrapersonal wellness issues. Research is also beginning to focus on the work environment and the idea that wellness is systemic and not just about the individual. Mr. Craddock will send the report to the CfB directors.

Bishop C. Johnson asked for additional information about the programs and research being conducted by CfB/CREDO. He mentioned work being conducted in Toronto and in theological colleges about clergy wellness that could compliment the work underway in the U.S.

Mr. Sedgwick pointed out that this is a moment for the board to consider its role and how it can be effective in the ongoing development of CfB programs. He strongly encouraged CfB to consider how best to achieve its goals in 2011. He also asked the board to consider: How do we assess programs? How do we identify strategic roles? How do we develop an ongoing board in order to allow for new input from bishops? The board should be responsible for ongoing assessment, strategic goals, feeding information to the program curriculum committee and board development.

The majority of CfB programs need development and should have external reviewers (board, participants) to analyze, ask questions, etc. A committee should be formed to coordinate program assessment and feedback and to report to the board at the next meeting.

The HOB Planning Committee (PC) approved that CfB would coordinate 16 hours of continuing education at each meeting on identity, mission and evangelism with continuity throughout meetings. Bishop Parsley noted that clarity around the planning these sessions is necessary. CfB

and the PC must be connected and CfB's role in shaping educational opportunities needs to be articulated more clearly. CfB's intention in coordinating education sessions was to create overall meeting themes, provide continuity between meetings, offer practical things to the HOB and help prevent the HOB from being bombarded by outside speakers.

Bishop Matthews will present continuing education ideas to the Pastoral Development Committee and the members of the Committee on "The Bishop as a Separate and Distinct Order" at their respective meetings in mid-October. The results of these meetings will then be presented to the CfB Curriculum Committee before finally being presented to the PC in early November.

Mr. Romanik suggested that CfB write to the PC to remind them of the services available and that CfB is ready to offer programming resources to the HOB. The directors also considered the idea of writing a resolution stating CfB's intention. The board agreed that a letter and resolution are not necessary at this point and that a discussion with the PB when she arrives at the board meeting is best.

## **Communications**

CfB continues to be increasingly visible not only to the HOB, but to the wider church as well. A Living Our Vows press release was sent to multiple dioceses with comments from their bishop who attended the conference. A more general release was sent to Episcopal communicators. A fall report on 2010 CfB activities was produced and distributed at the September HOB meeting and is also available on the CfB website. Numerous resources related to the September HOB meeting have been posted within the Bishops' area of the Web site as well.

## **2010 Year to Date Financials**

Mr. Ehmer reported on the financials as of September. CfB still has a reserve fund of approximately \$42,000, which was established by the directors. However, those funds will likely be needed for the sustainability campaign. He reported that other than the HOB pledges, income figures are on track. The CfB office will send pledge reminder and solicitation letters in mid-October. It's unlikely the goal of \$65,000 will be met.

The Conference on Orderly Transitions was intended to be a "wash," with income equaling expenses. The income, however, was significantly less than anticipated, primarily due to attrition. In order to prevent additional losses, CfB will institute a cancellation policy for future events. All other budget items are on track.

The board adjourned for the evening and resumed conversations and reporting at 8:30 am on Thursday, October 7, 2010 following a brief worship led by Mr. Romanik.

## **Programs**

Bishop Matthews reported that the 2010 Living Our Vows Residency was quite successful. Bishops from Scotland and Ireland are still involved in the LOV program. The Rt Rev'd Griselda

Delgado from Cuba and possibly two additional bishops from Ireland will begin the three-year program next year.

Planning is underway for a large March 2011 Short Course titled “The Office of the Bishop and Title IV: A Comprehensive Procedural and Pastoral Workshop.” The course is aimed at bishops, intake officers and canons to the ordinary. Registration materials will be sent in the upcoming weeks.

Frank Wade will be the new chaplain of the New Bishops and Spouses’ Conference. Dean and Ellen Wolfe, Dabney and Mary Ellen Smith and Clay and Martha Matthews will continue as faculty.

The Conference on Orderly Transitions (COT) also received positive reviews. The Church Pension Fund’s retirement planning session and the sessions led by Rick Miners and Jeri Sedlar, co-authors of *Don’t Retire, Rewire*, were the strongest elements. Bishop Matthews reported that there are some faculty staffing issues to address. Planning for future conferences will revolve around the availability of potential participants. Bishop Parsley noted there is a perception by some bishops that the conference might not be confidential.

Mr. Craddock mentioned that CREDO has completed a large amount of work on retirees and offered CREDO’s research for the COT curriculum since it may be complimentary to bishop transition issues. He expressed concern about having retired faculty couples telling their story as a major part of the conference and suggested that their stories be used as case studies.

The future of CfB programs will rest heavily on the Curriculum Review Committee. Programs need to be informed by end-of-conference evaluations and input from participants. The Curriculum Committee should meet for 2-3 days on an annual basis and address all programs.

Mr. Romanik commented on the importance of having programs that can be evaluated in order to show their impact. Mr. Sedgwick stressed the need to create an external group (directors, participants, curriculum committee) before the next board meeting to create a proposal for the ongoing assessment of programs. What are CfB’s challenges? What possibilities can be passed along to the Curriculum Committee to review and consider as programs are designed? The board agreed that the direction that Mr. Sedgwick outlined is important.

Bishops Alexander and Matthews will discuss the ideas and appoint a committee to bring a proposal to the Spring 2011 board meeting regarding programs, along with a timeline. Likely committee members include Mr. Sedgwick, Bishop Wolfe and Bishop D. Johnson.

Bishop C. Johnson noted that Canadians have participated in the Living Our Vows Program and asked if they could attend the New Bishops and Spouses’ Conference (NBSC). Bishop Matthews stated that there is no problem in expanding programs to Canadians at some point. There are several variables about the NBSC that would need buy-in by Canadians.

## **Research**

The bishop spouse/partner research presentation made by Therese Sprinkle and Woodi Sprinkel to the bishop spouse/partner group in September was timely and well-received. The data will be presented at the 2011 NBSC and the September 2010 presentation will be posted within the Bishops' area of the Web site.

A meeting of researchers involved in CREDO and CfB projects, along with other Episcopal, Methodist, Lutheran and Presbyterian researchers, will be held in Memphis in December. Mr. Ehmer suggested that a CfB board member attend the meeting since it will be a good opportunity to see what research is being accomplished.

Mr. Sedgwick noted that a through description of the different roles bishops fulfill – what they do, etc. – does not exist currently. Such a resource is needed to determine what will be most helpful to support bishops.

Mr. Craddock reported that Joe Stewart-Sicking, Matthew Price and Elaine Hollensbe are studying the clergy workplace. Personal wellness is dependent on interpersonal coping skills but also dependent on workplace environment. He suggested that the same be measured for bishops, so that there's a baseline that can inform future curriculum. If the bishop workplace is healthy, then ultimately that of their clergy could be also.

Mr. Ehmer reported that CREDO is working on a Vocational Profile Project to look at the culture and climate of dioceses and would like to work with CfB on the project.

Mr. Romanik noted that CfB could play an important role in creating a database of information about what it means to be a bishop in a particular place. There will be incredible turnover in the next few years and information isn't systemic. It would be beneficial to have more detailed information to prevent bishop/diocese mismatches.

## **Evaluation**

The formal evaluation project continues, but reports and significant data are not available at this point due to small sample sizes.

## **Sustainability Campaign Recap**

Bishop Alexander updated the PB on the sustainability conversations held the day before and noted that the board concluded that CfB needs to move forward with a campaign. Names of potential consultants will be gathered and recommended to the board for approval.

## **CfB Incorporation Recap**

Bishop Wolfe updated the PB on the board's conversation about how to appropriately incorporate the office of the PB. He emphasized the importance of a smooth working relationship between the PB's office and the CfB. The PB noted that the position title (Chair/Honorary Chair) doesn't matter to her and that the board is in service to the HOB.

Mr. Sedgwick asked if the board should consider four-year terms for directors rather than three-year terms. The board agreed that keeping assignments on a three-year basis is best because most other church committee terms are three years, generally for a triennium.

Bishop C. Johnson asked if the offices of Secretary and Treasurer would be combined. The positions will be combined and the Assistant Secretary and Treasurer positions will be separate.

A motion was made to use the draft CfB bylaws as operating procedures until they can be formally adopted by the HOB in March 2011. It was duly seconded and approved by the Board of Directors.

### **HOB Continuing Education**

Bishop Wolfe noted that CfB is increasingly developing a capacity to provide content and curriculum at HOB meetings. Currently, there is lack of clarity between the responsibility of CfB and the Planning Committee for designing the meetings. Bishop Matthews added a concern that the HOB members would be unclear as to what CfB offered as continuing education and what was "other business." CfB would like to create topics for the triennium and establish continuity throughout the meetings.

The PB noted that the other end is struggling as well, especially deciding who pays for what. Ideally, the PC will be restructured in the next triennium with the buy-in of the HOB around continuing education and other business. She noted that the PC is in a developmental phase and recommended that CfB try again for clarity and have a stronger presence when the PC meets for the remainder of triennium. Bishop Matthews noted that currently, he and Bishop Wolfe are the only CfB representatives at the PC meetings.

Bishop Parsley asked if CfB should offer separate units to the meeting or if they need to be woven into the agenda of the PC. How do you develop a curriculum over a period of time that addresses a series of issues that may or may not be related to a specific theme? Bishop Matthews wondered if CfB should ask for specific blocks and then let the PC do the remainder of the meeting. Does CfB work with the theme selected by PC or provide something completely different?

Bishop Wolfe noted that in order to obtain the quality programs that CfB desires, planning should begin 1-2 years out.

Bishop D. Johnson asked who is responsible for generating the issues to be addressed. He believed that it was the responsibility of the PC to identify the theme or issue and that it was CfB's job to respond.

Bishop Alexander thought the HOB meeting in AZ created a good spirit among the HOB, but it felt disconnected at times. Bishop Matthews noted that it was a challenge to determine the role of CfB in planning for the meeting. The Curriculum Committee made a proposal this summer for the theological reflections and pastoral letter/drafting committee elements, but they were not in

the original plan of the HOB meeting. If CfB had not stepped in, there would have been no CfB pieces in the meeting at all.

The PB noted that a number of HOB topics have been generated by feedback from the House and that developmental issues are important to discuss within the HOB. What are the topics that CfB should address? What kind of skill development should be offered to HOB over a 5-year period? What's affecting most parts of the Church that all of the bishops need resources to handle? What are the "big picture" thematic issues? What areas of ministry/vocational skills need to be developed over a 10 year episcopate?

The following are topics for consideration:

- Economics (global, national)
- Ecumenical
  - Moravians will likely be at March 2011 meeting. Could there be a day on ecumenical, full-communion agreements?
- Interfaith
- Environment
  - Ellen Davis (Duke), Wendell Berry, Willis Jenkins (Yale Divinity School), Fletcher Harper
- Stewardship, capital funds, etc.
- Congregational development
- New fields/vineyards/populations
- Theological growing edges
- Transitions
- Advocacy/Politics
- Communications

Bishop Matthews will initiate a conference call to discuss possible meeting topics before the November PC meeting.

### **Future Board Meetings and Board Members**

The 2011 board meetings will be held April 13-14 (likely in Chicago, IL) and October 4-5 (likely at VTS).

The board agreed to discuss board composition at the next meeting. Mr. Sedgwick recommended that the board consist of two thirds bishops, 1-2 educators and representatives from foundations or other interests.

The directors met in Executive Session. There being no further business, upon motion duly made and seconded, the meeting was adjourned at 11:00 am.

## **Appendix A – Draft Request for Proposal (RFP)**

### **Invitation for Proposals**

The College for Bishops of the Episcopal Church is undertaking a major gifts initiative to create an endowment for the education and training of bishops for service to the Church.

We seek to engage a collaborator/coach/resource person to help us achieve our fundraising goals. This person will be knowledgeable regarding the Episcopal Church and experienced with regards to organizing and implementing a thoughtful, significant and successful major gifts effort. The person should be highly organized and experienced in identifying potential donors and training people to solicit major gifts.

### **Outline of the Project**

This initiative is conceived as a limited major gifts campaign to be conducted over a brief period of time. This anticipated compressed schedule will require a highly disciplined approach to this project.

The initial goal of this project is to raise a minimum of fifteen million dollars from approximately fifty potential donors.

### **Timing**

The intent of this project is to plan and implement this effort beginning in the first quarter of 2011.

### **Please submit proposals by November 1, 2010 to:**

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