



The Cathedral of Saint Andrew

Queen Emma Square, Honolulu, Hawaii 96813-2304
Telephone: (808) 524-2822 • Facsimile: (808) 537-4177
email: standrewc001@hawaii.rr.com
web site: www.saintandrewscathedral.net

CHAPTER MEETING January 26, 2010

CALL TO ORDER- 5:00 PM

CHAPTER MEMBERS IN ATTENDANCE: The Right Reverend Robert L. Fitzpatrick (Bishop and Dean), Susan Hays (Senior Warden), John Condrey (Junior Warden), Linda Beauregard-Axelson (Clerk), Devin Alford, Paulette Puaa Moore, Brother Jack Isbell, OFC, The Reverend Tony Litwinski, Leimalama Lee Loy, The Reverend Richard Shields, Ruth Merz, Ed Casebier, Max Sender, Melvia Kawashima

APOLOGIES: Paul Reeser and Eddie Aguillana

STAFF: The Very Reverend Tim Sexton (Provost), The Reverend Moki Hino (Canon Pastor), and John Renke (Canon Precentor)

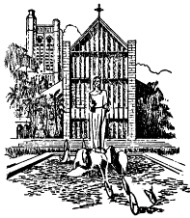
GUESTS: Bob Moore, Frank O'Brien

OPENING PRAYER & REFLECTION: The Right Reverend Robert L. Fitzpatrick

STANDING UP THE NEW CHAPTER FOR 2010: Binders were provided for each Chapter member containing:

- Chapter Members Roster
- Cathedral of St. Andrew By-Laws
- Chapter Meeting Minutes for 11/24/09, 12/08/09, 12/15/09, 1/5/10, and 1/15/10
- St. Andrew's Cathedral Employee Handbook
- Letters of Agreements for Provost and Cannon Administrator, Associate to the Provost, and the Director of Music
- Conditions Analysis Draft Report (Mason Architects, Inc., dated July 2005)
- Fundraising Marketing & Assessment Plan (Myerberg Shain & Associates, dated February 26, 2008)
- Maintenance Plan (prepared by Mason Architects, dated 2006)
- Letter of Agreement with Honolulu Theatre for Youth
- Workers of St. Andrew's (WOSA) By-Laws
- St. Andrew's Cathedral Foundation By-Laws

ELECTION OF CLERK: Referencing the Cathedral of St. Andrew By-Laws, a review of the position and duties of the Chapter Clerk was made. A nomination of Linda Beauregard-Axelson to serve as Clerk of the Chapter was made, and seconded; nominations were closed and Chapter voted all in favor. Election of the Clerk was then closed.



The Cathedral of Saint Andrew

Queen Emma Square, Honolulu, Hawaii 96813-2304
Telephone: (808) 524-2822 • Facsimile: (808) 537-4177
email: standrewc001@hawaii.rr.com
web site: www.saintandrewscathedral.net

ELECTION OF TREASURER: Referencing the Cathedral of St. Andrew By-Laws, a nomination of Arnold Carson to serve as Chapter Treasurer was made and seconded; nominations were closed and Chapter voted all in favor. Election of the Treasurer was then closed.

INTRODUCTIONS OF CHAPTER MEMBERS: All members stated their full name, Chapter title, and current status of their membership.

ANNOUNCEMENT: Joseph Woodard will assume the position of Chair, Buildings & Grounds effective immediately.

RESOLUTIONS ON SIGNATURES:

- 1) It is hereby moved that the following persons: M'Liss Moore [Assistant Treasurer], Karen Ogata [Assistant Treasurer], Theone Vredenburg [Assistant Treasurer], Tiny Chang [Assistant Treasurer], and Timothy W. Sexton [Provost/Canon Administrator], be authorized to sign checks and withdrawal slips for the Cathedral of St. Andrew, when such has been countersigned by another of the afore named persons. This authority supersedes all previous instructions.
- 2) It is hereby moved that all corporate documents and instruments pertaining to the business of the Cathedral of St. Andrew be signed by the Vice President/Dean or the Provost/Canon Administrator and one of the following: the Senior Warden, Junior Warden, Treasurer, and Clerk. In the absence of the Vice President/Dean and the Provost/Canon Administrator, the two Wardens must sign concurrently in addition to either the Treasurer or the Clerk. This authority supersedes all previous instructions.
- 3) It is hereby moved that all leases and contracts be signed by the Vice President/Dean or the Provost/Canon Administrator and one of the following: the Senior Warden, Junior Warden, Treasurer, and Clerk. In the absence of the Vice President and the Provost/Canon Administrator, the two Wardens must sign concurrently in addition to either the Treasurer or the Clerk. This authority supersedes all previous instructions.

All three motions were seconded and Chapter voted all in favor.

DISCUSSION: Chapter notifies the bank of required changes, and the bank provides the appropriate documentation such as signature cards, to effect the changes.

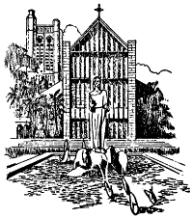
CATHEDRAL OF ST. ANDREWS BY-LAWS REVIEW: The By-laws had a cover which reflected erroneous title(s) for the Cathedral; the cover has been eliminated.

BISHOP'S NOTES:

Once determination has been made and approved for a location to have a church, the church is built. When other churches are built in that location, the first building becomes a Cathedral. The Rector and Vestry then become Rector, Vestry and Chapter. The Bishop is usually outside of that unit.

The Cathedral of St. Andrew is more of a Celtic church model; the royal family invites a Bishop, who then wears a legally approved Miter and establishes himself with a church, which then becomes a Cathedral.

For many years there was no Dean. There were two congregations: a Hawaiian congregation and an English congregations. Americans formed St. Clemens – they were founded by a charter from King Kalakaua.



The Cathedral of Saint Andrew

Queen Emma Square, Honolulu, Hawaii 96813-2304
Telephone: (808) 524-2822 • Facsimile: (808) 537-4177
email: standrewc001@hawaii.rr.com
web site: www.saintandrewscathedral.net

In 1959, at the time of Statehood, we merged congregations and we completed the building; the Bishop also became the Dean. We became a domestic diocese in 1969, and the congregation had to then find new income streams. Bishop Connolly became Dean and was a part-salaried, bi-locational priest. The Bishop did not have an office in the Cathedral at that time. Then when the Bishop's on-site office was established, the Bishop was the first clergy person one met because there was no other clergy on site. Browning was more dynamic, and we transitioned to Knight because he wanted to work for Browning, then Browning moved on. An interesting dynamic ensued between the then-Bishop and Dean. The Foundation was formed, and Canons came and went. Knight retired, and EHH happened. Bishop Hart was known as a good pastor but not a strong administrator. Fontaine became the interim Bishop, and was ultimately dismissed. Without a Bishop in place, the standing committee (an ecclesiastical authority) determined that the appropriate action was to call a Dean and continue as desired. Bishop Chang was not communicative with Dean Courtney and there was not much connection with the Cathedral office, due to conflict at that time; Bishop Fitzpatrick was the Deployment Officer and was not fully advised of that. Another interim Bishop was named and then Ann, who was disabled.

The Cathedral is established in the Canons; we have an interesting relationship between Bishop and the Cathedral; the Bishop, as Chair of the Cathedral, reflects our history. Not all Cathedrals are structured this way; some chapters are vestry, some are structured with a board of directors for operations, and vestry for congregational life. A Rector has complete control of the liturgy as long as the Book of Common Prayer is followed. The Dean is not the Rector anywhere in our by-laws. Chapter is responsible, in the way we are structured now, for matters concerning finances and the maintenance of the property, with Buildings & Grounds Committee and the Finance Committee having the delegated responsibility as aids to the Chapter. The Dean and Bishop are Chapter members as well.

The buck stops at Chapter; if we really want to change things we will have to go to the General Convention to address such changes through the Diocesan Canons. Technically, the Wardens have no role if there is a priest in place. They are advisors/symbols. We have one appointed Warden (Senior) and one elected Warden (Junior), which is not the case in all dioceses. In our situation, the Senior Warden functions as the Dean's Warden. We do not have provision for a people's Warden. Originally Wardens' duties included keeping animals out of the church, ensuring that clean, white linens were available at all services, ensured that the bread and wine were of good quality, and carried the keys, etc.

ACTION: Bishop charged Chapter members to read and digest the Cathedral By-Laws.

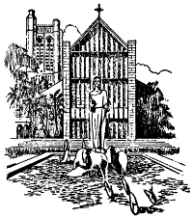
DISCUSSION – It was noted that a record of the By-Law changes is missing. Nothing has been changed or amended since 1997.

APPROVAL OF MINUTES – Minutes for 1/12/2010 were moved, seconded and approved as written.

DISCUSSION: Minutes and handouts will be sent out electronically for members to print out themselves. Once adopted, minutes and handouts can be posted on the Cathedral webpage under the Chapter section.

EMPLOYEE HANDBOOK – employees sign that they have read and understood the handbook. The Diocesan handbook is more in keeping with Hawaii employee laws, which have become more complex.

LETTERS OF AGREEMENT: The Letters of Agreements included in each Chapter member's binder are the last recorded agreements on file (compensations and duties may have changed). Letter of agreement with Assisting Clergy is with the First Clergy, rather than with the Cathedral. As a lay person, the Music Director's Letter of Agreement is with the Cathedral. Clergy is generally exempt from Hawaii employment law. Clergy is in charge of congregations, which is in keeping with the Canons in the Diocese of Hawaii, as having a minimum pay. Compensation for Assistant Clergy is by negotiation. Performance reviews have not been adopted by Chapter; that has been the practice, but not adopted.



The Cathedral of Saint Andrew

Queen Emma Square, Honolulu, Hawaii 96813-2304
Telephone: (808) 524-2822 • Facsimile: (808) 537-4177
email: standrewc001@hawaii.rr.com
web site: www.saintandrewscathedral.net

Senior staff is encouraged to complete reviews annually. Mutual Ministry Reviews for every clergy senior staff is worked down through the hierarchy of the Diocese. Canon was amended in 2008, that any parish that does not complete Ministry Reviews in a timely manner would be announced at General Convention. The Diocesan Council has the authority to oversee the Bishop's Mutual Ministry Reviews. Standard letters of agreements include provision for Ministry Reviews, but are not bound to do so. The Bishop can require Ministry Reviews. The majority of our 36 congregations do not have formal processes in place for reviews of lay employees or clergy.

CONDITIONS ANALYSIS REPORT (Mason Architects): This report is the origination of our concerns about the buildings' needs. It details every building and every segment of the buildings, under the Cathedral's umbrella of oversight. The cost estimate is what we reference for our Windows to the Future Capital Campaign. The Figures on page 47 have not been adjusted since the 2005 report. Diagrams/drawings mentioned in the report were sketches for identification purposes. They are available to Chapter members to review. The figures will have to be adjusted at this point in time. Newly discovered difficulties with Davies Hall, the walkway and the roof will also have to be now included. Davies Hall will be the first priority.

DISCUSSION: were there other items not discovered? As with other such activities involving concrete, items of concern are not easily discovered. This is the basis out of which we have been building the capital campaign.

STRATEGY DISCUSSION: What is the diocese – the congregations comprise the diocese. The convention is the diocese and the diocese is the convention. The general convention is the deciding body. The body that has been entrusted with the care of the facilities is the Chapter; the fiduciary responsibility (canon law). The canons establish the entities. If the entities give that up, they become a mission.

ASSESSMENTS: Delegates to Convention set the assessment; same case, for the minimum for clergy.

FUNDRAISING AND MARKETING PLAN (Myerberg Shain & Associates): includes the interview results during a feasibility study for whether or not we could take on a capital campaign. The report is marked as confidential on the cover; keep this with Chapter as information and the base for our agreement. Timelines have been skewed due to overcoming circumstances. The expectation is that the Steering Committee will manage the information and Steering Committee liaison will apprise the Chapter. Recommendation is to provide and question to Frank O'Brien, the Steering Committee Liaison.

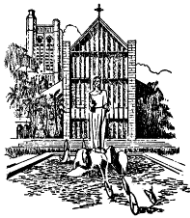
MAINTENANCE PLAN (prepared by Mason Architects) The plan was recommended to us as a guide for the Buildings & Grounds Committee. All of the suggestions for how to handle maintenance are included.

LETTER OF AGREEMENT WITH HTY: Included in the binder for Chapter review.

LETTER OF AGREEMENT FOR WEDDING REENACTMENT – The Letter of Agreement is effective through December 1, 2012. We will need to address resolution #2 to bring this item into compliance. The year-end reconciliation report from Hale Niu was received together with a check in the amount of \$145,250.

DISCUSSION: The in-kind value of improvements made to date was between \$50,000 and \$55,000, which reflects out of pocket costs to make repairs/upgrades (not including labor). There is a group gathering to review and present to Chapter.

WOSA – WOSA uses the tax exempt number of the Cathedral. By-laws of WOSA read that it is open to all members but the Cathedral's By-Laws reflect that the age limit to be a voting member at the annual meeting is 16 years of age or older. Who wasn't at the annual meeting who needed to be at the annual



The Cathedral of Saint Andrew

Queen Emma Square, Honolulu, Hawaii 96813-2304
Telephone: (808) 524-2822 • Facsimile: (808) 537-4177
email: standrewc001@hawaii.rr.com
web site: www.saintandrewscathedral.net

meeting who could have done something during the annual meeting? Other than by Chapter approval there is no mechanism for existence. Are the funds in WOSA subject to the Diocesan Assessment? Only operating income is subject to assessment, so if there is a fund and money is donated for operating purposes, it is then assessable. If it is restricted, it is not assessable. Capital improvements are not assessable. WOSA does serve a good purpose.

FOUNDATION BY-LAWS: The Foundation was formed in 1988 under Dean Knight. It is not large – about \$2,000,000, much of which is restricted. It is another entity, which was founded under the Bishop and Dean, but once resigned, the Bishop and Dean were no longer a part of it. The Foundation is not required to report to the Chapter more than once/year. Chapter appoints the members of the Board of Directors. The Foundation creates the illusion that there is a big entity somewhere, but this entity is not a foundation which is governed by very special laws – this is a non-profit entity. Their last annual report was received in 2008.

ACTION: Bishop charged the Chapter members to consider the foundation's purpose and when we would like to meet with the Foundation.

NEXT MEETING: Chapter Retreat scheduled for Feb 12 and 13, 2010.

ADJOURNED: 6:45 P.M.

Respectfully submitted,

/s/

Linda Beauregard-Axelson, Clerk
(Signed Master Copy of the minutes is on file in the Cathedral office.)