

RESOLUTION 11-02

Title: Conform to General Convention Revisions regarding Discipline

Proposed By: The Rev. Canon Allisyn Thomas, Chair, Commission on Ordained Ministry

Name, Address, Phone Number of Delegate: 2728 Sixth Ave., San Diego, CA 92103, 619-298-7261

Date: November 1, 2010

RESOLVED, that Title III, Canon 6, of the Canons of the Episcopal Diocese of San Diego be and it is hereby revised to read in full as follows to be effective July 1, 2011:

6.00 Incorporation of Title IV of Canons of The Episcopal Church. Title IV of the Canons of the General Convention of the Episcopal Church, which become effective July 1, 2011, as the same may be amended from time to time, is incorporated herein by this reference and is recognized to provide a comprehensive procedure for ecclesiastical discipline. This Canon 6 is intended to supplement, and its language and terminology must be read and interpreted in the light of, Title IV of the Canons of The Episcopal Church.

6.01 Church Attorney. The Standing Committee shall appoint one or more Church Attorneys to represent the church in proceedings as provided in Title IV of the Canons of The Episcopal Church. The appointing order shall set forth the details of the investigation or other work required of the Church Attorney in the matter at hand, and shall specify the extent, if any, to which Diocesan funds have been committed to the support of the Church Attorney's investigation. The Standing Committee shall have the authority to remove a Church Attorney for cause, which shall include conflict of interest or failure to perform the assigned duties in a timely manner.

6.02 Disciplinary Board. The Disciplinary Board shall consist of seven members, four clerical and three lay. The Disciplinary Board shall take the place of the Ecclesiastical Trial Court. The members of the Ecclesiastical Trial Court whose terms continue beyond the February 2011 Convention shall be members of the Disciplinary Board. At that Convention, one clergy person and one lay person shall each be elected to serve a three year term, one clergy person shall be elected to serve a two year term and one lay person shall be elected to serve a one year term. Thereafter, all members shall be elected to serve three year terms, and any member may be re-elected for multiple terms.

6.03 Officers. Within sixty days following each Diocesan Convention, the members of the Disciplinary Board shall meet and shall elect from their membership a president and a clerk, who may be lay or clerical.

6.04 Vacancies on Board. If a member resigns or is otherwise unable to serve for the complete term, the unexpired term shall be filled by appointment of the Bishop. Vacancies created by challenges for cause shall be handled in accordance with Title IV of the Canons of The Episcopal Church.

6.05 Regarding Who May Serve. No person serving as Chancellor, Vice Chancellor, Church Attorney, Intake Officer, Investigator, or other role identified in Title IV, Canon 5, 3(c) of the Canons of The Episcopal Church, may serve on the Disciplinary Board, and no member of the Disciplinary Board may be selected to serve in one of those positions in the Diocese. A member of the Standing Committee of the Diocese may serve on the Disciplinary Board. If any Priest elected to the Board is elected a Bishop, or any lay member is ordained prior to the commencement of a

proceeding under this Title, that person shall immediately cease to be a member of the Board. If a proceeding has been commenced, that person may continue to serve on the Board for all proceedings in that matter through final disposition. A lay person ceasing to be a member under this subsection by reason of ordination may be appointed to fill a vacancy in the clergy members of the Board.

6.06 Intake Officer. The Intake Officer shall be appointed from time to time by the Bishop after consultation with the Board. The Bishop may appoint one or more Intake Officers according to the needs of the Diocese. The Bishop shall publish the name(s) and contact information of the Intake Officer(s) throughout the Diocese.

EXPLANATION OF RESOLUTION: At General Convention 2009, a whole new model of discipline was adopted, based on a professional discipline model, rather than the current model which is based on the code of military justice. The new model is intended to promote repentance, forgiveness, restitution, reconciliation, truth telling, healing justice and amendment of life. These proposed revisions are in response to the new Canons of the Episcopal Church.

RESOLUTION 11-03

Title: Change Name of Diocesan Council - Constitution

Proposed By: Governance Task Force

Name, Address, Phone Number of Delegate: The Rev. D. Rebecca Dinovo, 490 Farragut Circle, El Cajon, CA 92020, 619-444-8212

Date: November 1, 2010

RESOLVED, that Article X, Section 1, of the Constitution of the Episcopal Diocese of San Diego be amended as follows:

“**Section 1. Members.** The Diocesan Executive Council, of which the Bishop shall be President, shall be formed and constituted and shall act as prescribed by the Canons of the Diocese.”

EXPLANATION OF RESOLUTION: The Governance Task Force is proposing to merge the Diocesan Corporation Board of Directors and the Diocesan Council, effective at the 38th Diocesan Convention, and to rename the resulting body the Diocesan Executive Council. Since constitutional changes require reading at two consecutive Conventions, approval at this Convention would enable the new name to be effective with the balance of the Canonical modifications next year.

RESOLUTION 11-04

Title: Clarify “Encumbrance” – Amend Title II, Canon 3.09

Proposed By: The Rev. Wesley B. Hills, President, Standing Committee

Name, Address, Phone Number of Delegate: 890 Balour Dr., Encinitas, CA 92024, 760-753-3017

Date: November 1, 2010

RESOLVED, that Title II, Canon 3.09 be amended as follows:

“3.09 Consent Required before encumbering, Acquiring or Disposing of Real Property.
Should any Parish desire to mortgage, lease, or otherwise encumber, to sell, exchange or otherwise dispose of all or any of its real property, or to acquire, except by gift, devise or bequest, any real property subject to an existing encumbrance, or to assume an existing encumbrance, the written consents of the Bishop and the Standing Committee must be obtained prior to any such sale, exchange, mortgage, or other encumbrance, disposition or acquisition.”

EXPLANATION OF RESOLUTION: There has been some confusion as to whether a lease constitutes an “encumbrance” for purposes of this Canon. This amendment clarifies that a lease is an encumbrance. The legal definition of an encumbrance is “any right to, or interest in, land which may subsist in another to diminution of its value, but consistent with the passing of the fee.”

RESOLUTION 11-05

Title: Foundation of the Episcopal Diocese of San Diego

Proposed By: The Rev. Frederick W. Thayer

Name, Address, Phone Number of Delegate: 16275 Pomerado Rd., Poway, CA 92064, 858-487-2159

Date: November 1, 2010

RESOLVED, that there be created the Foundation of the Episcopal Diocese of San Diego, by the filing of Articles of Incorporation with the California Secretary of State, in substantially the form presented to this Convention; and

RESOLVED FURTHER, that a Committee, consisting of the Bishop, two Chancellors, one representative of the Standing Committee, and one representative of the Diocesan Corporation Board of Directors, appoint an initial three individuals to serve on the Board of Trustees of said Foundation until the 38th Annual Diocesan Convention, for the purposes of completing the incorporation process, adopting a form of Bylaws, and nominating candidates to serve on the initial Board of Trustees; and

RESOLVED FURTHER, that the structure of the Foundation shall call for the following:

- a. there shall be Members consisting of (1) all congregations and institutions of this Diocese which have deposited \$50,000 or more to the Foundation for management, and (2) all intended Diocesan beneficiaries of a gift of \$50,000 or more made to the Foundation;
- b. matters to be voted on by Members shall be the election of one-third of the Board of Trustees and those other matters as may be required by law;
- c. there shall be nine Trustees, each serving a three year term, and no more than two consecutive terms, with one-third of the Trustees selected each year;

- d. each year, one Trustee shall be elected by Diocesan Convention, one Trustee shall be appointed by the Bishop, and one Trustee shall be elected by the Members.

EXPLANATION OF RESOLUTION: At the 36th Diocesan Convention, the Bishop's office was directed to explore the creation and use of a Diocesan foundation. A task group was formed, researched the issue, and has determined this to be a useful and prudent method to improve stewardship and sound financial management, as well as enhance fundraising for the mission of the church.

Attachment to Resolution 11-05

ARTICLES OF INCORPORATION OF THE FOUNDATION OF THE EPISCOPAL DIOCESE OF SAN DIEGO

I

The name of this corporation is THE FOUNDATION OF THE EPISCOPAL DIOCESE OF SAN DIEGO.

II

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

III

This corporation is organized exclusively for charitable purposes within the meaning of Internal Revenue Code Section 501(c)(3) or the corresponding provision of any future United States Internal Revenue Law. despite any other provision in these articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Internal Revenue Code section 501(c)(3) or the corresponding provision of any future United States Internal Revenue Law, or (b) a corporation, contribution to which are deductible under Internal Revenue Code Section 170(c)(2) or the corresponding provision of any future United States internal revenue law.

In furtherance thereof, the Corporation may receive property by gift, devise or bequest, invest or reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through contributions to any charitable organization or organizations, exclusively for charitable purposes.

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

IV

The name and address in the State of California of this corporation's initial agent for service of process is:

Howard Smith
Episcopal Diocese of San Diego
2728 Sixth Avenue
San Diego, CA 92103

V

No substantial part of the activities of this corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation; this corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

VI

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net earnings of this corporation shall inure to the benefit of any of its directors, trustees, officers, private shareholders or members thereof or to individuals.

Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code.

DATED: November 10, 2010

PAULINE H. G. GETZ,
Incorporator

RESOLUTION 11-06

Title: New Governance Structure of the Episcopal Diocese of San Diego

Proposed By: Governance Task Force

Name, Address, Phone Number of Delegate: The Rev. D. Rebecca Dinovo, 490 Farragut Circle, El Cajon, CA 92020, 619-444-8212

Date: November 1, 2010

RESOLVED, that the Diocesan Council be merged with the Board of Directors of the Diocesan Corporation and that the resulting body be called the Diocesan Executive Council; and

RESOLVED FURTHER, that the Diocesan Executive Council shall consist of the Bishop plus not fewer than 12 nor more than 15 individuals, 12 of whom shall serve three-year staggered terms, shall be elected by Diocesan Convention, and shall consist of 9 laypersons and 3 Members of the

Clergy, and up to 3 of whom shall be appointed by the Bishop with the approval of the Standing Committee to serve up to three years at the pleasure of the Bishop; and

RESOLVED FURTHER, that the report and recommendations of the Governance Task Force presented to this 37th Annual Diocesan Convention be and they are hereby adopted; and

RESOLVED FURTHER, that the Bishop appoint a Transition Task Force, to be named and convened by March 31, 2011, consisting of representatives of Standing Committee, Corporation Board of Directors, Diocesan Council, the Governance Task Force and two members at large, whose charge is to implement the recommendations of the Governance Task Force and to bring the enabling resolutions to the 38th Annual Diocesan Convention for adoption; and

RESOLVED FURTHER, that the merger of the Diocesan Council with the Board of Directors shall be effective at the closing of the 38th Annual Diocesan Convention at which the enabling resolutions are adopted.

RESOLVED FURTHER that the function of the review committee be removed from standing committee and that the Standing Committee Appoint a Review Committee to serve until July 1, 2011.

EXPLANATION OF RESOLUTION: Please refer to the Report of the Governance Task Force.

Attachment to Resolution 11-06

EPISCOPAL DIOCESE OF SAN DIEGO SUMMARY OF THE REPORT OF THE GOVERNANCE TASK FORCE TO STUDY REVISIONS IN DIOCESAN GOVERNANCE

Pursuant to a resolution adopted at the 2010 Convention the Bishop appointed a five person Governance Task Force, two clergy and three lay, to study the Diocesan governance procedures and structure. The Task Force objectives were to provide for a more effective and efficient governance process, fiscal checks and balances, availability of necessary people skills, and that its recommendations reflect a democratic process.

The Diocese is a California non-profit corporation. It has five governing units – the Bishop, Convention, Corporation, Diocesan Council and Standing Committee. The Bishop, Convention and Standing Committee are required by the constitution and canons of The Episcopal Church. The Diocesan Council is required by our Diocesan constitution and canons. California law requires a board of directors (the Corporation) and requires it have certain final decision-making powers.

As part of its work, the Task Force reviewed the responsibilities, functioning and working relationships of the Diocesan governing organizations, the governance procedures and structure of other Dioceses and surveyed the members of the governing organizations and other leaders in the Diocese.

The Task Force found that there is redundancy in the work done by the governing units, that there is no formal process for communication or coordination between these units, and that the result is often poor linkage between fiscal and mission and ministry decision-making.

For clergy discipline matters, the Task Force found that with Standing Committee also acting as a Review Committee there is a significant compromise in Standing Committee performing its role of “council of advice” to the Bishop.

The Task Force found that to implement appropriate process and structure to assure better communication, coordination and decision-making linkage on a consistent basis would add to the complexity of the governance structure and would not reduce the work redundancy of the governance units.

To provide for more effective and efficient governance, and appropriate fiscal check and balance, the Task Force recommends two actions: (1) the Diocesan Council and Corporation be merged into one body, and (2) a separate Review Committee be established and this responsibility be removed from Standing Committee.

The Task Force believes that the detail involved in the transition to the new governance structure should be carefully implemented, and recommends the Bishop appoint a Transition Task Force to plan and guide the transition over the next year for full implementation by Convention 2012.

Following is an organization chart reflecting the recommended governance structure for the Diocese.

The Task Force’s full report and the detail of its recommendations are found in its report to Convention. You are urged to read the full report and the detail of its recommendations. Please refer to the Diocesan website at www.edsd.org and click on Diocesan Convention 2011. You will find the full report under Resolutions.

Governance / Diocesan Leadership Chart

