

**VESTRY MEETING – 8 MARCH 2021, 19.30, via ZOOM  
ALL SAINTS' CHURCH, WATERLOO**

---

Present: Mike Breton, Susan Downhill (Senior Warden), Nick Fern (Junior Warden), Rev. Sunny Hallanan (Rector), Paul Hirsch, Stefan Jochems, Jane McBride, Rev. Katie Osweiler (Curate), Derek Pullinger, Kathi-Sue Rupp  
ASBL: Roderick Abbott  
Staff: Fiona White.

1. Kathi-Sue Rupp opened the meeting with a **prayer** for International Women's Day.
2. **Absences:** Gabrielle Conforti-Quinet was absent.
3. **Approval of minutes** The minutes of the 1 February Vestry meeting were accepted.  
The Draft Agenda was changed to move the ASBL update to be item 4.
4. **ASBL update:** This portion of the meeting was recorded, with the permission of those present. Susan Downhill began the discussion. She assumed that all had read Stefan's notes and the ensuing exchange of emails. She was not disputing anything he'd written because she doesn't have the knowledge to dispute the actions he proposed. What she did dispute was the premise that they're based on and doesn't feel that at this particular time we have enough information to make the decision to close the ASBL. The Vestry also needs to know more about how our lender would be affected by closing it. Links between the Fabrique and the ASBL also need to be considered. We need to be better informed: the first port of call is the Boutique de Gestion, which exists largely for the purpose of answering ASBL questions. But before that there is a need to call the annual ASBL meeting with all possible speed and elect the officials required. We have two people who are willing to serve: Roderick Abbott and Bill Bythell. This doesn't rule out any of Stefan's proposals but puts us in a better position to move forward, whether to keep or close the ASBL. She suggested having a Vestry task force with the sole aim of sorting the ASBL out, setting deadlines, and reporting back to the Vestry on a regular basis, thus making the Vestry more engaged with this part of the running of the church. She strongly urged the Vestry to move forward as she's outlined. Stefan stated that he was asked to look at the ASBL back in December 2019. He disagreed with Susan's idea of a committee because that was decided back in January 2020 and nothing happened. His view is this is a big thing and professional legal help is needed to make the ASBL less scary and to make a decision on its future. Paul Hirsch asked: what's the difference between the ASBL, the Fabrique and Vestry? It was explained that the Fabrique is a legal structure for the organization of parishes and owns the building; the Vestry leads us as a faith community; the ASBL can own other assets. Mike Breton added that the ASBL was formed in 1991 in order to purchase the rectory. The ASBL currently owns the two cars and covers insurance. Also, all payments made to our lender had been made through the ASBL at the lender's request because he laid out a plan for the money paying off the loan agreement to go through that system. It didn't cause problems before, but under the new regulations All Saints' Church (ASC) may be taxed on loan repayments, thus adding a significant expense. The Fabrique came as ASC was obliged to set one up to be able to receive the clergy stipends and the rector's housing allowance.

**VESTRY MEETING – 8 MARCH 2021, 19.30, via ZOOM  
ALL SAINTS' CHURCH, WATERLOO**

---

Roderick, who unfortunately had lost Wi-Fi connection, rejoined the meeting and thanked Susan for sending him Stefan's document. He was not in agreement with it, particularly the conclusions, feeling it does not provide a full overview. A discussion followed, concluding with Roderick's comment that it appears there is a contradiction between ASC's obligations under Belgian Law and the church's obligations to the Convocation. Back in 2008 when the current building was purchased the lender said that the ASBL would offer protection to ASC with regard to the loan repayments to him. However, the law regarding ASBLs changed in 2019, so this may no longer be the case. Clarification of this is one of the most important requirements for a decision about keeping or closing the ASBL. Stefan concluded by saying that he is not pushing for the closure of the ASBL but to get legal advice; ASC cannot deal with the legal structure without specific, knowledgeable advice.

Sunny explained that our lender is not just an anonymous organization, it is a family who continues to have faithful ties to the congregation. Our initial agreement with them was to pay back to them personally an amount which remains €500,000, owed by 2012. We still have not done that, and they have every right to ask for it, but generously have not so far. The remainder is made up of loans the lender has taken out on our behalf. Sunny proposed that we have an AGM of the ASBL asap, the primary purpose of which would be to appoint the three officers, making them official, which then needs to be recorded with the *Moniteur Belge* immediately. Our last entry in that publication was from a meeting held in January 2014, registered in March 2014, (which requires an update every three years) so this must be updated asap. The meeting should be announced as called immediately, for 22 March, providing the necessary two-week notice. Fiona White said she would put the information on the website immediately following the meeting. As a result of this meeting, ASC's ASBL would be able to perform the legal function and so have access to the Boutique de Gestion. A parishioner, Sylvette Norré, is involved with other ASBLs and has offered to be involved in brainstorming so that the right questions are asked at the meeting with the Boutique. The results of said meeting would then be reported back to Vestry and the advice followed. The advice might be to hire a lawyer as Stefan has proposed, but the Boutique de Gestion may suggest another action.

Nick Fern was in agreement. Mike asked if there were other parishioners who would help. How do we find them? Roderick agreed with this course of action. Derek Pullinger asked if ASC had any obligations to a bank? Mike responded there were none directly. Sunny said that our lender took a bank loan on our behalf; it is our obligation to pay it back. Derek asked who was listed in the *Moniteur Belge*. Bill Bythell, Susan and Roderick are three of them, and two others who are no longer here were actually registered. Roderick said that in order to have a meeting you need four members to make a quorum, then you need three candidates. It was decided to hold the meeting on 22 March. Everyone agreed except for Stefan who doesn't want ASC to proceed without first getting advice from a lawyer. Sunny thanked Stefan for preparing the report, which makes the whole situation much clearer, and for persuading us of the urgency to take action. She also thanked Roderick for all the work he has done. The recording of the meeting was turned off.

5. **Vestry check-in:** Kathi-Sue asked those present to imagine they're a member of a future ASC Vestry, say in 2025. What would their comments be about the actions taken by those of us who were members in 2020/2021 during the pandemic? Would our actions be seen as groundbreaking? Kathi-Sue commented that there was someone who slipped through the cracks and we should have been able to spot that. Nick hopes that the response would be how remarkable it was that we survived the year, thanks to an extremely active rector and curate. Sunny said they would look back and say it was a great thing that Katie Osweiler got our sound system modernized in 2021. Nick mentioned the fact that the Convocation helped us to upgrade equipment in 2020, plus other financial support from the Convocation. Those future Vestry members should be full of admiration for Katie and Sunny getting the whole thing up and running. Jane looked at it from a pastoral care perspective, that people may want to hold us accountable for how we dealt with them during and after Covid. She is hoping that the current pastoral care team will pick up the pieces with those people. Derek felt that we must be ready for this to happen again. Susan found it a very interesting question. We [the 2021 Vestry] are probably thinking why did the Vestry of five years ago let the ASBL go off the rails. We should try to do these extra services and extra care all the time. Why did it take a pandemic to jolt us into doing these things? Sunny hoped that in five years time Stefan won't be with us because he'll be a rector in another church. Stephan asked: will Waterloo still be an Episcopal Church?

6. **Committee reports:**

**5.1. Community building** (formerly Fellowship and Pastoral Care)

a. Kathi-Sue Rupp reported this new committee had met during the week to start brainstorming ideas. They looked at reports from previous years and came up with the idea of an online scavenger hunt, immediately following the Easter service. Hopefully there will be egg painting too. They were encouraged to develop this plan.

**5.2. Finance**

a. Mike said he had been intellectually curious about pledges for this year so did a quick calculation. He came up with over 20 pledges for €48,000. Kathi-Sue said that not being physically in church meant that parishioners haven't been able to fill out the cards regarding talents and time. We also need the names of people who want to help the various committees. Sunny said that this Sunday's sermon will be about pledging; a Google pledge form and a postal version will be sent out. A tenant is needed for the White's apartment. Appeals are being made to see if anyone knows of someone who needs it, as well as starting the process of contacting the realtor. Florence (Le Colon du Colibri, formerly BioBabies) wants to organize parents' meetings in the creche, maybe during evenings, and sometimes on Saturdays. She was concerned that only Monday to Friday is in their lease. As it's their dedicated space, weekends are fine, but we should be aware so we aren't surprised they are in the building.

**5.3. Building & Property**

a. Paul reported that for the past few months he and Mike have been working each Wednesday in the building. Nick has now joined the group. They've agreed on some action for the coming year, which includes cutting down the ivy on the church walls, trimming the laurel hedge, but the big job is repainting

the window frames. There are 69 windows and doors but thankfully not all need to be repainted! The boiler needs to be replaced with a more environmentally friendly option. Derek asked what the budget was for a new boiler and the paint. Mike said there was no budget for paint but it would be found. As regards the boiler replacement, no quotes have been received yet but the church has a possible source of finance for it.

#### **5.4 Outreach & Service**

- a. Derek pointed out that in February it was agreed to give €250 each to Oasis and Domisum but the minutes state that the church would match what individuals give. He presumed that some outreach funding was kept for ERD. It would also be nice to give something to developing nations. The matching suggestion in the February minutes needs to be revisited by the new outreach committee. Sunny asked for the committee to call a meeting to decide on an outreach plan for the year.

#### **5.5 Faith building** (formerly Christian Education, before that Formation)

- a. Susan said the group hadn't met yet so there was nothing to report. The recent Wondrous Wednesdays have included a lot of teaching on psalms.

#### **5.6 Church growth** (formerly Visibility)

- a. Kathi-Sue reported that the committee had met. She wondered if, with renaming many of the committees, it is going to be straightforward to track them over the years. The new names are because the committees don't have the same purpose or expectations as the former ones. (Some years the Vestry decides if a subject needs an entire committee at all, in fact until last year there was no Visibility committee for years.) The committee had discussed ideas for the future: a concert series, things that will get people through the door. Stefan will be joining this committee which will provide continuity from last year's work. Jane told the meeting to watch out for All Saints' got Talent! Kathi-Sue noted that Charleroi has its centenary this year (2021) but unfortunately because of Covid19 that congregation has not been able to meet either on-line or in-person, so celebrations may need to be postponed.

#### **5.7 Environmental concerns**

- a. Sunny said that this is one of the four categories from the Convocation so they would like the name of someone who can report to them. This newly forming Task Force has not yet met.

### **6. Other business:**

**6.1 AGM evaluation and follow-up:** Are there things that came up that need to be talked about? Sunny said she did receive positive feedback on the breakout groups.

**6.2 Convocation Convention delegates:** All Saints' is entitled to 2 voting and 1 non-voting delegates for Convention, which this year will be held in Nice, 21-24 October, if it's in-person. Otherwise it'll be on Zoom. The representatives don't have to be members of the Vestry but the names need to be in by 1 April. Fiona White said she was happy to be one of the delegates. Nick said he would contact Gabrielle to see if she would like to be one too.

- 7. Curate's report:** Katie has not much new to report. The virtual choir is going well and she is grateful to Fiona for her playing and singing, and thanks to

Kathi-Sue and Jane, among others. Youth group is going well. There is the Convocation movie and discussion group where ASC kids make up the majority.

- 8. Rector's report:** Sunny said she and Mike completed the Episcopal Church Parochial Report. In addition to usual statistics about numbers of services, attendance and finance, this year several pages had been added for special things that have been done for the pandemic. Because only the numbers from a snowy January and February were counted, our attendance average went from 46 to 40!

She asked those present if, when Facebook has gone at the end of a Sunday service, people would like to go to a breakout room? Kathi-Sue said it could work if a starter question was provided. Sunny said that this week's subject will be stewardship.

The government has said that we can go up to 50 people for a live service outside after 1 April (to be confirmed 26 March); it remains only 15 people inside. We'll do Holy Week online, as we did last year, but we have more experience now! Sunny wanted to know if there were particular services people wanted. There have been three live services which allowed up to 15 people so far, but the maximum present has been 8.

- 9. Closing prayer:** Kathi-Sue offered a closing prayer.

The meeting adjourned at 21.20.