



Metropolitan Council Meeting
Spring 2011
Other Reports



**Meeting of the Metropolitan Council
May 4 to May 6, 2011
Other Reports
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Metropolitan Council
Spring 2011
May 4 - May 6
Proposed Agenda

Wednesday, May 4

Holy Synod/Metropolitan Council Joint Session

7:00 AM	Divine Liturgy	Diocesan Center	
8:30 AM	Breakfast	Diocesan Center	
9:30 AM	Metropolitan Council		
	A.	Agenda: Introduction	Fr. Eric G. Tosi
	B.	Approval of Previous MC Minutes	Fr. Eric G. Tosi
	C.	Opening Remarks	Metropolitan JONAH
	D.	Officers Reports	Officers
	E.	Committee Reports	
		1. Report of SMPAC	Bishop Melchisedek
		2. Report of Ethics Committee	Fr Ted Bobosh
Noon	Lunch		
1:00 PM	F.	Metropolitan Council Business	Metropolitan JONAH
		1. Report of Charity	Fr. John Reeves
		2. Report of Council Development Danilchick	Protodeacon Peter
		3. Report of Crisis Management	Dr. Dimitri Solodow
		5. Report of the Human Resources	Fr. David Garretson
		6. Report of Internal Governance	Mark Stokoe
	G.	Legal Issues	Legal Committee
		1. Ongoing investigations/issues	
5:00 PM	Dinner		

Thursday, May 5

Holy Synod/Metropolitan Council Joint Session

8:00 AM	Breakfast	Hotel	
9:00 AM	Metropolitan Council	Diocesan Center	
	H.	Treasurer’s Report	Melanie Ringa
	1.	Internal Audit	
	I.	Finance Report	Fr. Gleb McFatter
	J.	Report of Central Funding	Melanie Ringa
	K.	Finance Development	Protodeacon Peter
1:00 PM	Lunch		
2:00 PM	Metropolitan Council		
	L.	Pension Board Report	Bishop Nikon
	M.	Report of Strategic Plan	Fr. John Vitko
	N.	Web Redesign Update	Fr Eric G. Tosi
	O.	AAC Update	Fr Eric G. Tosi
5:00 PM	Dinner		

Friday, May 6

9:00 AM	Breakfast	
	P.	Other Business
Noon	Approximate End	

Afternoon can also be dedicated to Committee meetings. Strategic Plan asked for some time.

Metropolitan Council

As of May 15, 2011

The Most Blessed Jonah (Chairman)

Archbishop of Washington and Metropolitan of All America and Canada

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Email: metjonah@oca.org

Officers of the Orthodox Church in America

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CD, CM, HR, LE, SP

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29 Wellsville Avenue

New Milford, CT 06776-2720

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FD, FI, IG

Members elected by All-American Council

Elected at 14th AAC for Six-Year Term

V. Rev. Theodore Boback

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Eleana Silk

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Members elected at 15th AAC for Six-Year Term

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HR

CD

Members elected at 15th AAC for Three-Year Term	
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ET	CD, FD, SP
Alternates elected at 15th AAC for Three-Year Term	
Rev. Thomas Moore 634 Wren Road Lexington, SC 29073-9106 Home: 803-318-6093 Email: frthomasm@earthlink.net	Dr. Paul Meyendorff 575 Scarsdale Road Crestwood, NY 10707-1699 Home: 914-337-4010 Work: 914-961-8313ext 314 Email: pm@svots.edu
Members Elected by Diocese	
Diocese of Alaska	
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Open	Open
Diocese of South	
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CH	LE
Committee Codes:	
<p>CH = Charity CD = Council Development CM = Crisis Management ET = Ethics FD = Financial Development FI = Finance/Investment</p>	<p>HR = Human Resources IA = Internal Auditors IG = Internal Governance LE = Legal SP = Strategic Plan Bold/Italic = chairperson</p>

FROM: Archpriest Eric G. Tosi, Secretary
TO: Holy Synod and Metropolitan Council
DATE: May 15, 2011
REF: Metropolitan Council Committees

The following is the organization of the Metropolitan Council for the current term. Each member volunteered to serve on the different committees. Each committee has a member of the Lesser Synod and an officer of the Church.

1. Currently these are the established committees. Charity, Council Development, Crisis Management, Ethics, Financial Development, Finance/Investment, Human Resources, Internal Governance, Legal, Strategic Plan. These committees must have at least three members of the MC to be qualified under NY State non-profit law.
2. There are special committees that must have at least 1 member under NY State Non-profit law and have qualifications to serve. They are legal and charity.
3. There is an Internal Auditor Committee which is mandated by the AAC and is comprised of qualified external people who report to the MC.
4. There are 34 members (Metropolitan, 3 officers, 6 at large and 24 diocesan)
5. Each MC member should be a member of one committee and all should serve
6. Additional membership on a committee from outside the MC should be termed consultants and approved by Metropolitan and Metropolitan Council
7. Each committee chair will be chosen within the committee and be responsible for all meetings, communication and present a report at each meeting
8. Each committee should be a mix of clergy and lay and take into account skill sets

Charity (Special and needs 501©3 charitable training):

Fr. John Reeves (Chair)
OPEN (Synod Liaison)
OPEN (Chancery Liaison)
Fr. David Mahaffey
Protodeacon Michael Myers
Dr. Dmitri Solodow
Fr. Maximus Urbanowicz (consultant)

Council Development:

Protodeacon Peter Danilchick (Chair)
OPEN (Synod Liaison)
Fr. Eric G. Tosi (Chancery Liaison)
Dr. Faith Skordinski
Fr. David Mahaffey
Matushka Anna Andrew

Crisis Management:

Dr. Dmitri Solodow (Chair)
OPEN (Synod Liaison)
Fr. Eric G. Tosi (Chancery Liaison)
Fr. Alexander Kuchta
Rosalie Luster
Bernie Wilson (consultant)

Ethics:

Fr. Ted Bobosh (Chair)
OPEN (Synod Liaison)
OPEN (Chancery Liaison)
Fr David Mahaffey

Fr. Matthew-Peter Butrie
Igumen Alexander (Pihach)
Rosalie Luster
William Peters

Financial Development: **Open (Chair)**
Open (Synod Liaison)
Melanie Ringa (Chancery Liaison)
PDN Peter Danilchick
Fr. David Mahaffey
David Yeosock

Finance/Investment: **Fr. Gleb McFatter (Chair)**
Open (Subchair for Investments)
OPEN (Synod Liaison)
Melanie Ringa (Chancery Liaison)
Fr. Robert Dick
Eleana Silk
Deacon John Zarras
Fr. Matthew Tate (consultant)

Human Resource: **Fr. David Garretson (Chair)**
Open (Synod Liaison)
Fr. Eric G. Tosi (Chancery Liaison)
Fr. David Lowell
Fr. Joseph Gallick
Eleana Silk

Internal Auditors: *Not a Committee per MC but reports to MC as through
AAC amendment to statutes*
Deacon Marty Watt (Chair)
Karen Simon
Michael Strelka
Vera Bozko-Summer (alternate)

Internal Governance: **Mark Stokoe (Chair)**
Open per resolution (Synod Liaison)
Melanie Ringa (Chancery Liaison)
David Yeosock
Dr. Dmitri Solodow

Legal (Special and needs legal qualifications):
Gregg Nescott (Chair)
OPEN (Synod Liaison)
Fr. Eric G. Tosi (Chancery Liaison)
Judge E.R. Lanier
Sergei Givotovsky (consultant)
Angela Parks (consultant)

Strategic Plan: **Fr. John Vitko (Chair)**

OPEN (Synod Liaison)

Fr. Eric G. Tosi (Chancery Liaison)

Fr. David Mahaffey

Fr. Robert Dick

Fr. Ted Boback

Protodeacon Peter Danilchick

David Grier

Fr. Michael Oleksa

Eleana Silk

Deacon John Zarras

Dr. Paul Witek

Dr. Dmitri Solodow

Fr. Robert Arida (consultant)

Fr Alexis Vinogradov (consultant)



**Minutes of the 2010 Fall Session
of the Lesser Synod/Metropolitan Council**

Tuesday, September 21 – Thursday, September 23, 2010

East Norwich Inn, East Norwich, NY

These draft minutes are subject to approval at a subsequent meeting of the Metropolitan Council.

PARTICIPANTS

LESSER SYNOD

His Beatitude, Metropolitan Jonah
His Grace, Bishop Tikhon

His Grace, Bishop Benjamin
His Grace, Bishop Melchisedek

METROPOLITAN COUNCIL

Church Officers

Archpriest Alexander Garklavs, Chancellor
Archpriest Eric Tosi, Secretary

Melanie Ringa, Treasurer

Members elected by the All-American Council

Archpriest Theodore Boback
Priest David Garretson

Archpriest Theodore Bobosh
Protodeacon Peter Danilchick

Diocesan Representatives

Diocese of Alaska

Archpriest Michael Oleksa

Albanian Archdiocese

Archpriest Joseph Gallick

William Peters (9/22-23)

Bulgarian Diocese

Priest Matthew-Peter Butrie

Protodeacon Michael Myers

Archdiocese of Canada

Igumen Alexander (Pihach)

David Grier

Diocese of Eastern Pennsylvania

Archpriest David Mahaffey

David Yeosock

Diocese of the Midwest

Archpriest Michael Matsko

Mark Stokoe

Diocese of New England

Archpriest Robert Arida

Deacon John Zarras

Diocese of New York New Jersey

Archpriest Alexis Vinogradov

John Kozey

Diocese of the South

Priest Gleb McFatter

Judge Ray Lanier (9/21-22)

Diocese of Washington

Priest John Vitko

Rosalie Luster

Diocese of the West

Archpriest Matthew Tate

Dr. Dmitri Solodow

Diocese of Western Pennsylvania

Gregory J. Nescott

Absent

Eleana Silk, Dr. Faith Skordinski, Anna Cheryl Andrew (Diocese of Alaska), Archpriest John Reeves (Diocese of Western Pennsylvania)

Guests (for all sessions)

Priest Thomas Moore (Alternate member elected by the All-American Council)

Alexis Liberovsky (recording secretary for this meeting)

Other guests in attendance for individual sessions as listed below or indicated in the minutes

Protopresbyter Thomas Hopko (9/21-22)

Maureen Ahearn

Archpriest Leonid Kishkovsky

Robert Taylor

Protodeacon Joseph Matusiak

Valerie Jones

Deacon Martin Brown

Tuesday, September 21

Following a retreat led by Protopresbyter Thomas Hopko from Monday evening, September 20 until Tuesday afternoon, September 21 at Our Lady of Kazan Church in Sea Cliff, NY, which included a Divine Liturgy, the meeting was opened with prayer led by His Beatitude, Metropolitan Jonah at the East Norwich Inn at 6:17 PM.

A. Introduction

A.1. Approval of Recording Secretary

Fr. Alexander Garklavs asked if there were any objections to the OCA Archivist, Alexis Liberovsky, as recording secretary for this meeting. There being no objections, Alexis Liberovsky was approved as recording secretary.

A.2. Roll Call

Fr. Eric Tosi (OCA Secretary) conducted the roll call.

A.3. Approval of Co-chairs

Fr. Alexander Garklavs announced that, with His Beatitude's blessing, Judge Ray Lanier and John Kozey would assist him in chairing parts of the meeting.

A.4. Agenda (attached)

Fr. Tosi announced that a short presentation on plans for a new OCA website would take place after the Pension Board report on Wednesday.

Fr. Garklavs announced that, time permitting, OCA Archivist, Alexis Liberovsky, would present a multimedia historical presentation for the fortieth anniversary of autocephaly on Wednesday evening.

Dr. Dmitri Solodow suggested that only those committee reports requiring action be read at the meeting and that members simply read other reports as they have already been submitted in writing. He also requested that consideration of the 2011 budget take place on Wednesday afternoon rather than Thursday.

A.4. MOTION: SOLODOW/KOZEY – That budget consideration take place on Wednesday afternoon. CARRIED.

B. Approval of Minutes of Previous Meeting

Fr. Alexander Garklavs presented the draft minutes of the previous meeting of the Metropolitan Council on March 3-4, 2010 for approval.

B.1. MOTION: OLEKSA/LANIER – To accept the previous minutes as presented. CARRIED.

C. Opening Remarks: Metropolitan Jonah

Metropolitan Jonah spoke of his visits to parishes, monasteries, seminaries, dioceses, conferences and other OCA institutions and events. There is hope in the search for unity and people are living the Gospel. He spoke of the Episcopal Assembly, its preparation and aftermath. It is a time of tremendous opportunity and the biggest challenge for our Church since the granting of autocephaly 40 years ago. It requires discernment to proceed in the right way. He expressed profound thanks for their work and patience to church officers and chancery, particularly Fr. Leonid Kishkovsky. He spoke of his work as ruling hierarch of his own Diocese of Washington and other dioceses that he administers. He spoke of the excellent brotherly cooperation that exists within the Holy Synod and the recent addition of Bishop Michael of New York and New Jersey. He mentioned the particular importance of his OCFs as well as his work with the seminaries, stavropegial monasteries and military chaplaincy. He provided an update on the episcopal selection process in the four vacant dioceses and expressed the need for several auxiliary bishops. Metropolitan Jonah views the development of episcopal candidates as a major task of the office of the Metropolitan. In conjunction with his observations on the Episcopal Assembly, Metropolitan Jonah stressed that our autocephaly and its full maturity is the only acceptable solution for Orthodox unity in America. He spoke of his work as the one ultimately responsible for the church's external affairs and his various tasks in this area including the Episcopal Assembly and related issues. He then relayed principles and points of self-understanding developed by the Holy Synod meeting in August in response to the Episcopal Assembly.

Principles:

- We must be in full communion with the whole Orthodox world
- Our identity must be fully maintained

- Whatever we do advances Orthodox unity in America
- We are a local Church

Our statement of self-understanding is:

- The OCA understands itself to be a local, indigenous, multiethnic, missionary whose mission is to bring Orthodoxy to Americans
- The OCA affirms that it is historically derived from the Russian Orthodox Church and that this is its historical reality. It is the heir to the Orthodox mission of 1794, the Diocese of Sitka in 1843, the Diocese of San Francisco in 1870, its relocation to New York in 1907 and its autocephaly in 1970, which is our canonical history and foundation.
- The OCA is an autocephalous church electing here own bishops and Primate without confirmation by any other synod, maintaining interchurch relationships with all other Churches and consecrates its own chrism accord to its Tomos.
- The autocephaly of the OCA will be fulfilled when the OCA is merged into a united autocephalous American Church recognized by all and including all.
- A united American Church is being cast in terms of the Chambesy protocols. The OCA is prepared to work within the Episcopal Assembly to realize this goal.

The Metropolitan further expounded on these points. He additionally commented on his involvement in the ministry of OCA seminaries, commissions and departments. Following discussions at the retreat before this meeting, Metropolitan Jonah announced the appointment of a small Chancery committee to assist him in church administration, composed of the church officers: Frs. Garklavs, Tosi and Melanie Ringa along with Fr. Vitko and Deacon Zarras. An extensive discussion took place concerning the issues raised in the Metropolitan's remarks. In response to a question, Metropolitan Jonah stated that his top objectives are the unity of the Church, a common vision, leading the Church out of its turmoil of recent years and ensuing litigation, and developing episcopal candidates.

D. Officers' Reports

D.1. Chancellor – attached

Fr. Alexander Garklavs highlighted his written report, which was then discussed.

D.2. Secretary – attached

In additional comments to his written report, Fr. Eric Tosi officially expressed appreciation and recognition to Metropolitan Council members whose terms of office are about expire: Frs. Arida, Matsko, Tate, Vinogradov, Dr. Solodow and Mr. Kozey. It was noted that some of these members are eligible for reelection. Protodeacon Danilchick suggested that outgoing members mentor their successors as members of the Metropolitan Council. Fr. Tosi also welcomed the new incoming members participating in a Council for the first time: Frs. Butrie and Pihach. He asked that they return their signed forms and familiarize themselves with all material that had been sent to them. He also reminded all Council members to sign up for various committees of the Metropolitan Council. He mentioned that asbestos abatement had been completed and that radon testing will be forthcoming. He stressed the need for other building improvements and maintenance that will be discussed in conjunction with budget consideration. He informed the Council that liability insurance has been traced back to the mid-1980s. A discussion ensued concerning the changes in the manner of functioning of the Metropolitan Council in the last several years.

Fr. Matthew Tate announced a meeting of the finance committee for immediately after adjournment.

The meeting adjourned with prayer at 9:00 pm.

Wednesday, September 22

The morning session was called to order, following prayer, at 9:10 am. Judge Lanier chaired the session.

E. Pension Plan report - attached

Fr. Gleb McFatter, Pension Board member, presented the Pension Plan report. Maureen Ahearn, Pension Plan Administrator, was also present.

In additional comments to the written report by Pension Board Chairman John Sedor, Fr. McFatter announced an increase in the Pension Plan's assets of \$300,000 since the report was compiled and a year to date return on the fund of 5.4% and a quarter to date return of 8.8%. If the trend continues, the 7.5% anticipated annual return will be reached. If returns hold up, the plan will be fully funded by 2024 or 2025, which does not take into account the possibility of other jurisdictions joining the plan, which would reduce the timeframe dramatically. In response to John Kozey's question regarding asset allocation breakdown, Fr. McFatter stated that equities are 70% and fixed income is 30%. Discussion ensued concerning enforcing mandated participation in the plan and housing allowance issues.

E.1 MOTION: KOZEY/DANILCHICK – In light of the global financial crisis that began in 2007, the Metropolitan Council recommends that the Pension Board reevaluate their actuarial rate of return assumption of 7.5% in order to maintain the future financial integrity of the OCA Pension Plan, and that the Pension Board report the results of that inquiry to the Metropolitan Council. CARRIED.

Fr. McFatter and Ms. Ahearn answered questions from the Metropolitan Council. The Metropolitan Council thanked the Pension Board for its work on the Pension Plan.

F. Metropolitan Council Business

F.2. Council Development Committee report – attached

Protodeacon Danilchick highlighted the Committee's written report and expressed gratitude to Protopresbyter Thomas Hopko for the retreat that he conducted before this meeting. He discussed the need for a Financial Development Committee.

F.2.1 MOTION: DANILCHICK/SOLODOW – That the charter of the Financial Development Committee be accepted as presented in the attached report. CARRIED.

Council members were asked to sign up for membership in the Financial Development Committee.

F.3. Crisis Management Committee

Dr. Solodow stated that there was no report at present due to scheduling difficulties with the consultant for the implementation of the crisis management plan. Implementation is expected to be completed by the end of the calendar year.

F.4. Ethics Committee report – attached

Fr. Theodore Bobosh presented the written report, which was then discussed.

F.1 Charity Committee report - attached

Protodeacon Michael Myers presented the written report and attached Charity Committee Policies

F.1.1. MOTION: MYERS/NESCOTT – That the Charity Committee Policies attached to the report be accepted and incorporated into the Metropolitan Council Handbook. CARRIED.

F.5. Human Resources Committee

No report was presented, as the committee has not met since the last Metropolitan Council meeting. Hiring without posting jobs was discussed and the necessity to clarify such practices in our employment policies.

F.6. Internal Governance Committee

Mark Stokoe stated that the committee has no issues to report at present. Protodeacon Danilchick stated that according to the Best Practices for financial accountability policies adopted by Metropolitan Council in June 2007, the Ethics policy and Conflict of Interest policy be reviewed every three years. As this deadline has passed, he suggested that the Internal Governance Committee conduct a review of these policies with suggestions for revision before the next Metropolitan Council meeting.

F.7. Strategic Plan Committee Report – attached

Fr. John Vitko highlighted the committee's report, particularly the feedback and comments on the plan received both through the internet and at various church gatherings dedicated to presenting the Strategic Plan.

F.7.1. MOTION: VITKO/ZARRAS – to approve the formation of working groups by the Strategic Plan Committee including experts and interested volunteers in order to study feedback received and to formulate suggested goals for the eventual implementation of the Strategic Plan. The work of the groups will be reported at the next Metropolitan Council meeting. CARRIED.

Following a short recess, the session resumed at 10:50 am.

G. OCA Website development report – attached

Fr. Eric Tosi presented the extensive OCA website development report and proposal along with current website evaluation. He also announced that an All-American Council website would be up on October 31. In response to a question from Protodeacon Danilchick, Fr. Tosi stated that the projected timeline to the next redesign of the website after this one would be five years. In discussion, Mark Stokoe stressed that the internet is often our primary point of contact with the world. Protodeacon Danilchick stated that it is a way of telling our stories

H. Treasurer's Report – attached

Melanie Ringa highlighted the written Treasurer's report and attached exhibits, except the 2011 budget, which will be considered later in the meeting. In response to questions, Melanie Ringa and Fr. Matthew

Tate stated that refinancing and other options are being explored in order to obtain a lower interest rate on the mortgage loan.

Following a recess for lunch, the afternoon session was called to order at 1:03 pm.

I. Internal Audit Committee report – attached

Deacon Martin Watt, chair of the Audit Committee, presented highlights of the Committee's written report, responded to questions and accepted suggestions from the Metropolitan Council. Metropolitan Jonah pointed out that stavropegial institutions are not defined in the OCA Statute and need further definition.

I.1. MOTION: NECSCOTT/STOKOE – To commend the Audit Committee (Deacon Martin Watt, Chair, Karen Simons-Durkish and Michael Strelka, members) for its excellent report. CARRIED.

Mark Stokoe pointed out that among Orthodox Churches only the OCA audits its finances so thoroughly and extensively.

H. Treasurer's Report – attached (continued)

Melanie Ringa continued the treasurer's report with review of 2010 statement and provided clarifications in response to numerous questions. Deacon John Zarras stressed the importance of FOS and appealed for contributions from Metropolitan Council members.

J. 2011 Budget – attached

Fr. Matthew Tate and Melanie Ringa presented the 2011 budget. In regard to salaries, a 3% raise will be given to all staff, which has not been done in several years. The church officers decided to forego such raises for themselves. Protodeacon Danilchick addressed the issue of clergy housing allocations and employment taxes for staff who are clergy, which had been discussed at previous meetings. Fr. Matthew stated that this was not yet researched sufficiently to make a determination on this issue. It was agreed that Melanie Ringa's salary should be adjusted to compensate for her non-qualification for clergy tax benefits pertaining to housing allowances. Fr. Tosi elaborated on long deferred exterior chancery building maintenance that is planned including painting, back stairs repair, fire escape repair, little leaks, etc as well as radon testing. A future item of concern will be removal the concrete swimming pool in the back as well the building interior. It was stated that that in conjunction with previous All-American Councils, the Preconciliar Commission's expenses were not recouped by All-American Council assessments.

J.1. MOTION: TATE/SOLODOW – that the Preconciliar Commission's expenses be recouped in the setting of the All-American assessments. CARRIED.

The present process of reviewing budget requests from ministries (departments), based largely on content evaluation and recommendations by the officers and the possibility of greater involvement of the Metropolitan Council in such evaluation and prioritization of ministries in the future were discussed. Fr. Oleksa and others stressed that the Strategic Plan is part of such prioritization of ministries.

J.2. MOTION: SOLODOW/STOKOE - to approve the 2011 OCA budget with adjustments as presented. CARRIED.

Following a short recess, the session resumed at 3:40 pm.

Fr. Matthew Tate led an extensive discussion on alternative church funding in order to move away from the current head tax as has been under discussion for many years. Fr. Bobosh suggested that the funding methods of non-Orthodox bodies should be researched. It was suggested that such alternative funding methods be implemented in concert with the development of the church's strategic vision. Fr. Hopko suggested that a major change in funding system requires education of the faithful preceding the change and a proper understanding of stewardship throughout the church.

J.3. MOTION: SOLODOW/MAHAFFEY – that the Metropolitan Council authorize the establishment of an ad hoc committee on church funding (of the finance committee) to investigate funding to include dialogue with dioceses. CARRIED.

J.4. MOTION: SOLODOW/ZARRAS - that the work of the ad hoc committee focus on maintaining stable funding of the central church administration between the 16th and 17th All-American Councils. CARRIED.

Fr. Tate, who is ineligible for reelection to the Metropolitan Council, was thanked for his work as chair of the finance committee. Fr. Tate expressed special thanks Gregory Nescott and Fr. John Reeves for their courage, fortitude and leadership that inspired him in work on the Metropolitan Council.

J.5. MOTION: TATE/OLEKSA – that the housing allocations of \$45,000 for Eric Tosi and \$40,000 for Fr. Alexander Garklavs be approved. CARRIED.

It was stressed that the housing allocations do not change the compensation for Frs. Garklavs and Tosi but that this motion simply allocates the approved amounts as housing allowance within their compensation packages.

Fr. Garklavs expressed special acknowledgement to Melanie Ringa who is completing her first year as OCA Treasurer.

John Kozey requested clarification of certain legal issues pertaining to entering into a refinancing agreement with another Orthodox organization on the Honesdale Bank mortgage. Gregory Nescott suggested that OCA Legal Counsel be contacted and that no motion on the matter was presently necessary.

David Yeosock conveyed requests from the Chancellor and Treasurer for invoices and receipts for OCA assessments.

K. Legal Issues

K.1. MOTION: GARRETSON/GALLICK – To move into executive session. CARRIED.

In executive session, Gregory Nescott, Chairman of the Legal Committee, reported on various legal matters confronting the Church followed by questions and discussion.

K.2. MOTION: LUSTER/GALLICK – To move out of executive session. CARRIED.

Following a recess for dinner, with the Lesser Synod meeting separately, the evening session was called to order at 7:10 pm.

K.3. MOTION: STOKOE/LUSTER – the Metropolitan Council thanks Thaddeus Wojcik for his skillful professional services and his generous donation of time in his work as OCA Legal Counsel. CARRIED.

Fr. Thomas Hopko was thanked for his insights and input during the meeting. He was invited to attend future meetings. Fr. Hopko stated that he was inspired by the commendable work of the Metropolitan Council in the difficult issues it faces. He provided some insights on autocephaly. The Metropolitan Council then extensively discussed many issues raised during the retreat conducted by Fr. Thomas Hopko before the meeting.

L. Alaska Lands - attached

Fr. Michael Oleksa and Judge Ray Lanier highlighted the voluminous documentation and explained the resolution pertaining to the quitclaim of church owned lands in Alaska, answering numerous questions from Metropolitan Council members.

L.1. MOTION: OLEKSA/LANIER - That the Metropolitan Council of the Orthodox Church in America (the “OCA”), assembled on September 22, 2010, at the East Norwich Inn in East Norwich, New York, in a regularly scheduled meeting as provided in Article V, Section 3, of the Statute of the OCA, and in the exercise of its authority and competence under Article V, Section 4, of the said Statute, hereby authorizes and approves the preparation and due execution on behalf of the OCA as grantor of quitclaim deeds in the usual and customary form, and in all respects valid and effective under the law of the State of Alaska, naming The Diocese of Sitka and Alaska, Orthodox Church in America, Inc., as grantee; such quitclaim deeds shall transfer all right, title, and interest, whether legal or equitable, real, fixed or contingent, in and to any and all real property within the geographical boundaries of the State of Alaska which may be vested in the OCA or its predecessor entities, as of the date of the execution thereof, in accordance with the laws of the State of Alaska; provided however that such quitclaim deeds shall expressly exclude, and shall reserve and preserve unto the OCA, wholly without impairment, any canonical rights of the OCA or its predecessor entities in and to any and all real property within the geographical boundaries of the State of Alaska which may be vested in the OCA , or in which it may have a contingent interest as aforesaid, under the provisions of that certain Resolution, entitled "Property Held in Trust," adopted in Orlando, Florida, at and by action of the 13th All-American Council of the Orthodox Church in America, at Plenary Session IV of said All-American Council, on July 23, 2002, or as may otherwise inure to the OCA under Orthodox Christian canon law and traditions. CARRIED.

Judge Lanier expressed special appreciation to Ms. Grayce Oakley for her tireless work in compiling the lands documentation over many years.

L.2. MOTION: LANIER/VITKO - Whereas, Ms. Grayce Oakley has labored diligently for more than four years in researching, preserving, cataloging, and organizing historical documents regarding the Alaskan patrimony of the Orthodox Church in America; and whereas this work on the Alaskan Church lands has been of great benefit for the Orthodox Church in America in general and the Diocese of Sitka and Alaska specifically; the Metropolitan Council of the Orthodox Church in America wishes to express its thanks to Ms. Oakley for her work and commitment that helped enable us to return the titles for these lands to the Diocese to which they were first entrusted. We recognize in Ms. Oakley’s unflinching dedication to this task a true generosity of spirit, born of love, and a profound

**Christian witness, for which we give thanks to God, and ask Him to grant her: Many Years!
CARRIED.**

The meeting adjourned with prayer at 8:45 pm.

Thursday, September 23

The morning session was called to order, following prayer, at 9:10 am. John Kozey chaired the session.

M. External Audit Report – attached

Melanie Ringa introduced Robert Taylor and Valerie Jones of Lambrides, Lamos, Taylor, LLP, who highlighted the 2009 external audit report. They answered various questions and provided clarification on several issues. John Kozey expressed special thanks to Robert Taylor for his guidance a decade ago when initial financial irregularities of the OCA surfaced more than a decade ago.

N. Saint Tikhon's Orphanage report

Fr. Alexander Garklavs delivered an oral report on the status of Saint Tikhon's Orphanage. In response to a recommendation of the St. Tikhon's Investigative Committee report, Metropolitan Jonah created a task force to facilitate dissolution of the Orphanage and the disposition of its assets. The task force consists of: Bishop Tikhon, Father Sergius (Bowyer), Fr. Daniel Donlick, Gregory Nescott, Judge Ray Lanier, Kory Warr and initially, Deacon John Zarras. The task force met on August 16, to examine existing documents and to reconstitute its board, which now consists of Metropolitan Jonah, Bishop Tikhon Fr. Sergius, Fr. Alexander Garklavs, Fr. Donlick, Fr. John Perich, Gregory Nescott, Judge Lanier and Kory Warr. The board will meet on November 22 to begin disposition of the corporation's property, which includes four buildings on its land within the complex of Saint Tikhon's Monastery/Seminary and eventual dissolution of the corporation. Fr. Garklavs answered questions pertaining to the Orphanage and the property disposition and corporate dissolution process.

O. External Affairs

Fr. Leonid Kishkovsky, Director of External Affairs and Interchurch Relations, delivered an extensive oral report highlighting the OCA's external relations including the recent Episcopal Assembly, discussions and perceptions of OCA autocephaly as well as other issues and events throughout the Orthodox world.

O.1. MOTION: GARRETSON/SOLODOW – The Metropolitan Council expresses its continued support and profound thanks to Fr. Leonid Kishkovsky for his exemplary role as Director of External Affairs and Interchurch Relations. CARRIED.

P. Sexual Misconduct Policy Advisory Committee report

Fr. Alexander Garklavs delivered an oral report on the Committee's work. The members are Fathers Matsko, Bobosh and Protodeacon Danilchick along with Dr. Nikita Eike and Attorney James Spencer. The current tasks of the Committee are: rewriting the current Policies, Standards, and Procedures of the Orthodox Church in America on Sexual Misconduct, receiving indication of compliance and acceptance of the policies from parishes and dioceses, reviewing investigations as they are received.

P.1. MOTION: DANILCHICK/BUTRIE – to move into executive session. CARRIED.

A discussion of various issues took place.

P.2. MOTION: NEScott/MAHAFFEY – to move out of executive session. CARRIED.

Q. 16th All-American Council report – attached

Fr. Eric Tosi highlighted the written report. Preparation is locally underway with minor routine complications. The next meeting of the Preconciliar Committee will take place on November 19. Registration for the council will be done online. The Diocese of the West is donating a new mobile iconostasis. The Sitka icon of the Mother of God will be present throughout the council. Pilgrimages are being planned for participants before and after the council to Wilkeson (a church consecrated by Saint Tikhon), the place of repose of Saint John Maximovitch. Liturgy on Sunday before the council will be a pan-Orthodox event. A story booth for recording oral histories will be open throughout the council. The strategic plan will be an integral part of the council's agenda. Protodeacon Danilchick suggested that as the Metropolitan Council is charged with implementing All-American Council decisions that there should be a Metropolitan Council report to the All-American Council. A pilgrimage to Sitka, Alaska is projected after the council. A local website for the All-American Council will be going online on October 31.

R. Other business.

R.1. MOTION: GARRETSON/NESCOTT – to move into executive session. CARRIED.

Confidential matters were discussed in executive session.

R.2. MOTION: STOKOE/TOSI – to move out of executive session. CARRIED.

R.3. MOTION: VINOGRADOV/DANILCHICK – to ask Father Thomas Hopko to be a consultant to the Metropolitan Council for an indefinite period of time, inviting him to participate in future meetings. CARRIED.

Metropolitan Jonah delivered his concluding remarks. He expressed thanks to the Metropolitan Council for its work and asked for patience. He stated that there is absolutely no intention of giving away the autocephaly of the OCA. We need to understand it in the contemporary context in relation to an immense challenge from the outside. It requires an internal reflection, an effort to clarify misconceptions, to discern our calling and to know who we are. We need extensive and informed self-reflection.

S. Adjournment

S.1. MOTION: DANILCHICK/MATSKO - To adjourn the meeting. CARRIED.

The meeting was adjourned with prayer at 1:36 pm.

Respectfully submitted,

Alexis Liberovsky,
Recording Secretary



Report on the Progress of the 16th All-American Council By Archpriest Eric George Tosi, Secretary

1. Overview

The delays in the Holy Synod and Metropolitan Council meetings have put some pressure regarding the deadlines for the 16th All-American Council. These meetings were to approve the budget, the Strategic Plan (which is an important part of the AAC), the preliminary agenda as well as a host of other material. While the delays caused some difficulty, we are still on track. The Preconciliar Commission has met and now offers these proposals for consideration. (Other items that have been worked on are documents, forms and issues of procedures, which are attached.) This meeting will be critical in approving these items so work on the AAC can move forward.

2. Site of the 16th AAC

The Hyatt Regency has been very cooperative. To date we have had three on-site visits and anticipate two more before the AAC in November. We have been recently working on room assignments and logistics for the Council. Fr. Myron Manzuk and Peter Ilchuk have been invaluable in their work. While we do not anticipate any future problems; we still need to negotiate the food and beverage requirements for the banquet and other events during the Council. The hotel has set up a website for reserving rooms and we are slowly filling our room block.

3. Preconciliar Commission

The PCC have met twice and worked through a series of issues. The most critical concerns involved the budget and agenda. There was considerable pressure placed on the PCC in determining their budget and line item expenditures, since all AAC expenses are now to be funded exclusively by parish assessments and council registration and vendor fees. Since the Central Church will no longer assume direct financial responsibility for Council preparation, this leaves the PCC with a \$40,000 deficit. The PCC is dedicated not to substantially increase the council assessments and registration fee to offset this shortage since there is already immense financial pressure on our parishes. Out of necessity, however, the assessment level was set at \$11 per person, an increase from \$8. Other cost-cutting or more cost-efficient measures were also discussed, such as eliminating the general continental breakfasts each morning. A letter was sent out in January from the treasurer and we have collected \$147,000 to-date from parish assessments.

Another letter went out prior to Great Lent to our parishes concerning travel arrangements and hotel information. There have been numerous responses and people are already making arrangements. In anticipation of your approval and in response to questions received thus far, a preliminary press release was posted on the OCA website which will assist others in making arrangements.

An important part of the AAC is the consideration of statute amendments and resolutions. These forms will be sent out for consideration 60 days prior to the AAC. The Statute Committee has been formed consisting of Bishop Melchisedek, chairman, Fr John Erickson, vice-chairman, Fr Victor Gorodenchuk, Gregory Nescott (Esq.) and Dr. David Wagschal. The procedures were reviewed and a press release has been posted outlining

the procedures and critical dates. Of course, there will be resolutions at the AAC and the committee will be working through the Council.

The registration forms are ready to be sent (see the attachment). There was a change to the registration fee for observers but, the retired clergy fee will remain the same. The observer's fee will also include a banquet ticket. In addition, another change will be the inclusion of daily observers. There is a way for people to register for the day and be charged a nominal fee. It also can be used to reserve banquet tickets for non-delegates.

4. Local Committees

The local committee continues to be a strong addition to the AAC planning process. All chairs of the local committees have been filled. They meet on a monthly basis and have been visiting different parishes in the area to talk about the AAC and to solicit volunteers. Much of their work will be later this year, as the local planning and organization at this point will be a critical element.

The local committee has set-up the official AAC website at <http://aac16.org>. Currently it includes a lot of wonderful information and, in the near future, all of the necessary forms and documents will be posted there for download and council use. In addition, a local public relations person, Eric Ruthford, who has been working with the OCA communications team to formulate a solid PR plan. He has already been in contact with numerous media outlets in the area.

We have received, through the hard work of the local committee, a generous donation of computers and copiers for our AAC use by Business Machine. This is a definite cost savings and eliminates having to lease or transport this equipment to Seattle.

The Washington Orthodox Clergy Association is a very strong gathering of all Orthodox clergy in the area. They have also volunteered to assist with the AAC. There is also a consideration to close all Orthodox parishes on the Sunday of the AAC so that all Orthodox in the area can attend the Divine Liturgy. The Council will begin the weekend before with tours of Seattle, visiting the oldest parish in Washington, St. Spiridon Cathedral, as well as St. Nicholas Cathedral where St. John Maximovitch reposed. A pilgrimage to the oldest temple in the Diocese of the West, consecrated by St. Tikhon, Holy Trinity, Wilkeson is planned as well.

A mailing went out by the local committee early this year to all possible vendors and displayers. It received a positive response. Now that the contracts are about to be signed, we are ready to send out the forms to all and begin this process. This is a critical income producing part of the AAC and we plan to fill the spaces (attached are the contracts and charges for your review).

5. Contracts and Budget

We have been working hard to finalize some contracts that are a major part of the budget. All contracts have been reviewed by the OCA's general counsel. There are three major parts to the AAC. The first part is the staging and booth setups. After reviewing at a few exhibition companies and their contract proposals, we decided to use GES; they came in with the best prices and were familiar with the hotel. The second part is the audio/visual aspect of the Council and it was decided to go with the local in-house company of PSAV. They also gave us the best discounted price (there was a possibility of an additional \$10,000 charge if we went with an out-house company). The final part is a local security company for the exhibition area and we decided on Northwest Protective. After negotiating, this security service came in at about the same reasonable rate as Pittsburgh. Still remaining is a contract with a photographer for clergy portraits that we anticipate to be signed soon. The final major contract is the food and beverage and this will be settled during our next trip to Seattle in the early summer.

Attached is a budget for approval by the Holy Synod and Metropolitan Council. With some changes, we believe that we can keep within budget. As of now there is slight deficit that could be made up by encouraging more vendors to attend the AAC. Melanie Ringa can further highlight the details.

6. Strategic Plan and Agenda

As has been widely discussed, the Strategic plan will be central to the AAC. The PCC has discussed in-depth with members of the committee the way to present this plan and to allow greater participation and discussion. It was decided that four plenary sessions will be dedicated to the plan. The initial plenary session will be an introduction to the plan and the final plenary session will be a review of the work. There will be two plenary sessions, however, that will be dedicated to working groups that will break-out from the main sessions. In order to facilitate these sessions, delegates are being asked to preregister for the working groups. They may select their top three choices and then, the PCC will assign attendees to a single working group based on their preferences. In addition, delegates will be asked on the pre-registration form to designate three critical areas in the Church that need to be addressed. This will allow for delegates of the AAC to better discern the focus for the future. This is something new, but critical, in working through the plan. Each working group will have additional material to study that is focused on their specific area. This material is being prepared by the ten different working groups for the Strategic Planning Committee. During the break-out sessions, there will be a variety of issues discussed and each working group will bring back a series of proposed Church-wide initiatives to be considered by the AAC at a plenary session.

Therefore, the registration forms have been delayed because the Strategic Plan needs to be released for study before selecting a working group on the form. It is planned that this in way more interaction and feedback will be allowed as the Church charts a direction for the next triennium (the registration packet is attached for your review).

7. Some Other Considerations

The other two major concerns are the pre-Council and post-Council events. The Council will begin the weekend before with tours of Seattle and a pilgrimage to Wilkerson, the site of the repose of St. John Maximovitch. This is being handled by the local committee, who are now working on finalizing the details. The post-Council pilgrimage to Sitka is also in the planning phase; Barry Migyanko has this well in hand.

	Actual 2008			Projected		
	<u>PCC</u>	<u>AAC</u>	<u>Total 2008</u>	<u>PCC 2010/11</u>	<u>AAC 2011</u>	<u>Total 2011</u>
<u>Revenues:</u>						
Total Special Assessment	\$ (24.00)	\$ 213,310.62	\$ 213,286.62	\$ -	\$ 242,000.00	\$ 242,000.00
Direct Public Support	\$ 500.00	\$ -	\$ 500.00	\$ -		\$ -
Appeals	\$ -	\$ 1,050.00	\$ 1,050.00	\$ -		\$ -
Total Observer Fees	\$ -	\$ 29,860.00	\$ 29,860.00	\$ -	\$ 24,000.00	\$ 24,000.00
Refunds	\$ -	\$ (24.00)	\$ (24.00)	\$ -	\$ -	\$ -
Special Events Income	\$ -	\$ 6,800.00	\$ 6,800.00	\$ -	\$ 10,000.00	\$ 10,000.00
Total Revenues	\$ 476.00	\$ 250,996.62	\$ 251,472.62	\$ -	\$ 276,000.00	\$ 276,000.00
<u>Expenses:</u>						
Bank Fees	\$ -	\$ 103.70	\$ 103.70	\$ -	\$ 100.00	\$ 100.00
Food - PCC	\$ 254.44	\$ -	\$ 254.44	\$ 250.00	\$ -	\$ 250.00
Flowers/Candles/Lit Items	\$ -	\$ 1,000.00	\$ 1,000.00	\$ -	\$ 1,000.00	\$ 1,000.00
Copying	\$ -	\$ 1,850.00	\$ 1,850.00	\$ -	\$ 500.00	\$ 500.00
Outside Contract Services	\$ -	\$ 71,716.80	\$ 71,716.80	\$ -	\$ 77,000.00	\$ 77,000.00
Postage and Mailing	\$ 42.50	\$ 5,000.00	\$ 5,042.50	\$ 500.00	\$ 2,500.00	\$ 3,000.00
Printing/Copying	\$ -	\$ 21,696.90	\$ 21,696.90	\$ -	\$ 5,000.00	\$ 5,000.00
Supplies	\$ -	\$ 9,208.44	\$ 9,208.44	\$ -	\$ 2,000.00	\$ 2,000.00
Telecommunications	\$ 354.56	\$ 310.00	\$ 664.56	\$ -	\$ 500.00	\$ 500.00
Conference, meetings	\$ 998.21	\$ 215.56	\$ 1,213.77	\$ 1,200.00	\$ -	\$ 1,200.00
Travel	\$ 29,753.64	\$ 10,881.21	\$ 40,634.85	\$ 18,000.00	\$ 20,000.00	\$ 38,000.00
Lodging	\$ 3,705.29	\$ 61,965.67	\$ 65,670.96	\$ -	\$ 50,000.00	\$ 50,000.00
Meals	\$ 540.34	\$ 70,921.22	\$ 71,461.56	\$ -	\$ 88,000.00	\$ 88,000.00
Stipends	\$ 11,852.00	\$ -	\$ 11,852.00	\$ 6,000.00	\$ -	\$ 6,000.00
Auto - Gas, Shipping	\$ 56.00	\$ -	\$ 56.00	\$ -	\$ 14,000.00	\$ 14,000.00
Travel & Meetings-Other	\$ 2,052.42	\$ -	\$ 2,052.42	\$ -	\$ -	\$ -
Other Admin Expense	\$ 2.50	\$ 500.00	\$ 502.50	\$ -	\$ 550.00	\$ 550.00
Total Expenses	\$ 49,611.90	\$ 255,369.50	\$ 304,981.40	\$ 25,950.00	\$ 261,150.00	\$ 287,100.00
Net Surplus/(Deficit)	\$ (49,135.90)	\$ (4,372.88)	\$ (53,508.78)	\$ (25,950.00)	\$ 14,850.00	\$ (11,100.00)

Fees Assessed:

Dues Paying Members	\$11.00 per person
Dioceses	\$ 1,000.00
Stavropegial Institutions	\$11.00 per person



Projected Agenda “The Household of Faith”

Mandated Timeline

- Study Material to be mailed in late Spring 2011
- PCC to publish agenda, notices and arrangements 60 days prior (Aug 24, 2011)
- Chancery to publish credentials and certification 30 days prior (Sep 30, 2011)
- Agenda to be approved by HS and MC at Fall, 2011 meeting (September 2011)
- Reports to be distributed by Chancery 30 days prior (Sep 30, 2011)
- All statute change, resolutions, etc to be submitted 30 days prior (Sep 30, 2011)

Projected Agenda (Pre-Council)

Friday, October 28

- Load-in
- Arrival of selected people

Saturday, October 29

- Set-up chapel, vestry and vendors
- Local committee meet
- Greeting of Met/Synod
- 5 PM - *Great Vespers*

Agenda (Pre-Council)

Sunday, October 30

- 10 AM - *Hierarchical Liturgy*
- Registration Opens
- Exhibitors Open
- Afternoon - Pilgrimage/tours
- Special Dinner with Synod

Council Day 1

Monday, October 31

- Formal Registration of Synod
- HS/MC/PCC Breakfast meeting
- Registration/Exhibitors open
- Portrait booth open

- Tours?
- Afternoon - Department workshops
- Afternoon - Choir rehearsal
- Dinner
- 6 PM - *Open Molieben*

•1st Plenary Session (6:30 PM-8 PM)

- a. Welcome
- b. Housekeeping
- c. Organization of AAC/appointments
- d. Local Bishop and Local Committee welcome
- e. Metropolitan's address

Council Day 2

Tuesday, November 1

- 7 AM - *Liturgy (all hierarchs)*
- Breakfast on own

•2nd Plenary Session (10:30 AM-1:30 PM)

- a. Chancellor Report
- b. Secretary Report
- c. SPC Presentation
- d. nominations
- e. resolutions
- f. housekeeping

- Synod Lunch

•3rd Plenary Session (3 PM to 5:30 PM)

- a. SPC Breakout

- 6 PM - *Vespers*

- Dinner

- Receptions (seminaries, FOCA, Chaplains)

Council day 3

Wednesday, November 2

- 7 AM - *Hierarchical Liturgy (1 Bishop/theme)*

•4th Plenary Session (10:30 AM – 1:30 PM)

- a. Treasurer Report
- b. Audit Report

- c. Budget
- d. Pension Report
- e. Nominations to MC/Pension Board
- f. Resolutions
- g. housekeeping

•Synod Luncheon

•*5th Plenary Session (3 PM – 5:30 PM)*

- a. Breakout session

•*6 PM - Vespers or Akathist*

•Dinner

•Receptions for FOCA/IOCC/OCMC/FOCUS Dioceses

Council day 4

Thursday, November 3

•*7AM - Liturgy (with Theme)*

•*6th Plenary (10:30 AM-1:30 PM)*

- a. Election
- b. Resolutions votes
- c. Election Results
- d. Resolutions
- e. Housekeeping

•Synod Luncheon

•*7th Plenary Session (3:00 PM- 5:00 PM)*

- a. SPC Wrap up
- b. Resolutions

•*5PM – Vespers*

•*Formal Dinner*

- a. cocktail hour 7 PM
- b. dinner 8 PM with Speaker (Met Leo of Finland)

Council day 5

Friday, November 4

•*7 AM Closing Liturgy*

•8th Plenary Session (10:30 AM to Noon)

- a. Other Business
- b. Closing Remarks
- c. Installation
- d. Closing Prayer

•MC/HS Lunch

•Depart for Sitka

•Breakdown

Post Council

Saturday, November 5 to Sunday November 6

•Sitka

PILGRIMAGE TO SITKA

Sitka, Alaska
November 04-06, 2011

Friday, November 04 Seattle - Sitka

Aside from being one of Alaska's most picturesque towns, Sitka also possesses a long and colorful history. Alexander Baranof established a Russian fort here in the year 1799. One look at lovely Sitka and you'll know why Alexander Baranof, governor of the Russian American Company, decided to build his "castle" here. With views of island-studded waters and stately spruce forests reaching to the water's edge, Sitka is considered Alaska's most beautiful seaside town. Sitka's combination of Native culture, Russian history, and Alaskan wilderness adds to Sitka's natural beauty and diverse culture. The nearby waters are a popular feeding ground for humpback whales, tufted puffins and other sea birds.

Your pilgrimage tour to celebrate Saint Yakov and to walk in the footstep of Saint Innocent begins with your departure from Seattle's SeaTac Airport, your central meeting point for the flight to Sitka. Tour participants should arrive at airport by 1:00pm, as the Alaskan airline flight to Sitka depart at 3:05pm. Upon arrival in Sitka, you will be greeted by our representative and then transferred by bus to the hotel for check-in. 7:30pm Welcome dinner buffet at St. Michael's Cathedral Parish Hall. 8:30pm Welcome presentation on Sitka and her Saints by the Very Reverend Michael Oleksa.

Saturday, November 05 Sitka

Continental breakfast is at the hotel.

9:00am meet your guide and driver at the hotel for a 2-hour sightseeing tour of this majestic city beginning with a narrative sightseeing tour of Native Alaska, including stops at the Bishop's House, Sheldon Jackson Museum, and Sitka's Historical Park. Return to the hotel and enjoy free time around Sitka. *In the afternoon, enjoy a complimentary 2-hour Wildlife Cruise, compliments of Allen Marine Tours.*

3:00pm Panakhida at the cemetery. 6:00pm vigil at St. Michael's Cathedral. Dinner, this evening is on your own.

Sunday, November 06 Sitka - Seattle

9:30am Procession of Bishops from the Bishop's House to Saint Michael's Cathedral. 10:00am Liturgy *with God's grace; we will consecrate the new Bishop of Sitka.* Light refreshments will be served in one of the rooms of Centennial Hall. 1:30 – 2:00pm dinner at Harrigan Centennial Hall with entertainment. For those pilgrims traveling to Seattle, you will be transferred from the Centennial Hall to the airport at 5:15pm. The flight for Seattle will depart at 6:24pm from Sitka.



PILGRIMAGE TO SITKA

Sitka, Alaska

November 04-06, 2011

Land Tour price Includes:

- Group transfers from the airport to the hotel; and from Centennial Hall to the airport
- 2-night hotel accommodations based on double occupancy with private facilities at your choice of hotels
- Breakfast daily, welcome buffet dinner at St. Michael' Parish Hall, Banquet dinner
- Sunday: Light refreshment at Centennial Hall
- Hotel taxes, hotel restaurant gratuities and taxes

Tour price:

	Totem Square Inn	Sitka Westmark Hotel
Per Person sharing a double room:	\$ 318.00	\$ 359.00
Single hotel supplement:	\$ 89.00	\$ 110.00
Extra night sharing in double:	\$ 49.00	\$ 55.00
Extra night in single:	\$ 98.00	\$ 110.00

Roundtrip group airfare from Seattle to Sitka: \$550.00

Upon request, airfare from your hometown city to the 16th All American Council in Seattle, and then to Sitka can be arranged by FOS Tours & Travel. Groups of 10 or more from the same gateway may be entitled to a discounted group airfare. Please inquire by sending an email to: fostours@earthlink.net or by calling 1-800-367-3450.

HOTELS

Totem Square Inn

201 Katlian Street, Sitka, AK 99835

Westmark Sitka

330 Seward Street, Sitka, AK 99835

For further information please contact:

FOS TOURS & TRAVEL, INC

51 Middle Lane, Suite 1

Jericho, New York 11753

(516) 937-7757 (800) 367-3450

E: fostours@earthlink.net

W: www.fostours.com

OCA WEBSITE: an update

Slide 1: Title

At my last presentation I set out our challenge and opportunity: to bring oca.org into 2011. Previously, promises had been made and changes had been attempted, but we still had the same site with the same problems:

Slide 2: Our Current Site

We identified the problems:

This is the site we have been presenting to the world as our online identity. We are in the top three for English-language Orthodox web sites worldwide and we have enormous potential to make better use of that status to preach the gospel, support the faithful, and build the Church. Let's quickly review some of the problems with our existing site:

***Too many choices**

There are over 100 links on the current homepage

Users see the page and lose confidence that we have what they need

Even patient users will fail to find things that we have if they don't know they're there

***Hidden content**

most visitors to oca.org don't know that they can get:

- weekly bulletin inserts

- entire books about the faith

- icon collections

OCA priests and clergy writing/teaching

We're the leading site right now for resources, but where do I click to get to the resources right now?

and there's no place now to highlight soft news

****Windows server unstable**

This is the setup that undergirds all of our important applications: scripture readings, feasts & saints, many photo galleries, directories

we've experienced 2 recent and severe instances of downtime; we're still investigating but was unclear it was even our code causing the problem—what is clear is that this is not the right host or system for our needs—Rich our IT guy is in full agreement as is the web team

Slide 3 & 4: Existing site

****In general, the site falls short of our goals**

Last Sept. you agreed! and authorized us to hire a team to:

Make oca.org secure, fluid, representative of the OCA, navigable, bring forward popular features—such as saints, feasts, icons, apologetics, Q & A, liturgical resources

Slide 5: Our Tasks

We've been working hard with our team since January—conducting very thorough research and holding meetings w/ exec team at Chancery, designers, developers, and the editor

We've been:

Incorporating info from stakeholder survey last fall

Addressing functional needs: the complaint that “we can’t find things”

Structuring content, building a new site map: how to bring forward all the OCA is doing

Applying our design strategy: Orthodox, clean, function driven, malleable

Being sensitive to the intangibles: Emotions, look and feel: reflecting the OCA’s history, representing its future, updated, liturgical, hint of American colors, refining the logo but keeping its basic feel for continuity’s sake

Slide 6: New home page

Here is our new home page design

Let’s take a quick tour (can go back & forth between 6 & 7)

Slide 7: Explanation of new homepage

**** Notice the “Hero image”** which emerged as an important stakeholder request

Next to it, a flexible text box--can change with the seasons

****logo refinements:** for a nominal fee, John Burns refined the logo—he’s an OCA parishioner and a designer who has done very high-profile work for national brands like Intel Inside and Ruffles

****Notice top menus:** Modern, powerful admin area, leading to professionally designed landing pages with menus and navigation

****News and features**—place for hard news but also features

****Feast & Saints and Music**—right at the top

****Additional, dominant entry point for About the Faith** in the

footer

****small menus top and bottom** for power browsers

Slide 8: Our Team

Behind the scenes and under the hood, the team is working

Slides 9-15 introductions

Fr. Eric: Guiding hand, regular team meetings, executive decision maker

First and Second John:

Fr. John M.: Senior Editor, managing all news & press releases

Fr. John Schroedel: web developer

Jessica: chancery point of contact for edits/posts, will be trained in new content management system

Ginny: managing editorial, points of contact, project manager for new site, development of new content

Ryan: managing ongoing tech needs, oversees new site work

JD Graffam: Simple Focus design team

We also used logo expert John Burns: logo refinement

Our webteam culture:

Slides 16 & 17: Zendesk screen shot, description of team approach

****smooth internal work flow a team culture of responsiveness, humor**

****accountability:** regular web team meetings--editorial &

development, including the Chancery when needed

****use of web virtual office tools**

Ryan manages Zendesk, for daily tasks assigned and managed with transparency—no requests to webteam go into a black hole

Ginny manages Basecamp, for milestones, shared documents, conversations, project overview

Fr. John manages Pivotal Tracker, guides and marks the development progress

Our philosophy: Relationships will be the key to the team's success—we need to work well together and need to reach out to the OCA stakeholders who are doing good things that should be brought forward, like the following:

Slides 18-21, Resources of the OCA

Slide 22: Our Search

Team has revisited each part of the website, talked with the stakeholders, asked: what to archive, what to bring forward?

Alex for history, David for liturgical, Greg for directories, Valerie for Christian Ed. Maureen for pensions, Sdn. Luke and Pdn. Joseph for YYA, Fr. Bill for FOCA, Rich for IT

What should we be building? How can we best serve your ministries?

Slide 23: The New Site text

Slide 24: Timeline & Budget

Slide 25: New home page again

**Strategic Plan Update
Spring 2011 Metropolitan Council Meeting
May 4 to 6, 2011**

The Revised Strategic Plan has been posted on the OCA website.



Strategic Planning Update: The Path Forward

This presentation will summarize

1. the major changes to the plan
2. the output of Working Groups
3. the proposed Strategic Planning portion of the AAC

Your feedback, approval and blessings for this path forward are critical to its success!

We continue to reach out broadly for input:

- ü The Metropolitan, Lesser Synod, Holy Synod & Metropolitan Council
- ü Web postings (OCA and non-OCA)
- ü The OCA Department Heads
- ü Diocesan Assemblies
- ü The Seminaries (SVS, STS)
- ü Working Groups on each of the Goals (>60 people)
- Possible dedicated issue of *TOC*
- 16th All American Council

Based on these inputs we have made MAJOR revisions to the plan:

- A new introduction – clarifying the purpose
- Included the statement of the Holy Synod on autocephaly
- Omitted the section on organization of the Church
- Greatly expanded the Goals & Objectives per the Working Group outputs

Working Groups were formed to make the goals 'more concrete'

- 10 WGs: one around each goal
- Typical WG: 5-8 members: some experienced in area; some new
- Self-chaired, with SPC liaison
- “Met” telephonically Jan – Feb
- Produced summary reports: modified goals, action steps, timelines, resources

An Example: Working Group on Youth

- **Goal:** More fully integrate our youth into the life of the Church
- **Members of WG:**
 - Fr. Michael Anderson (chair)
 - Luke Seraphim Beecham
 - Andrew Boyd
 - Kimberly Metz
 - Maria Proch
 - Benjamin Safchuk
 - Andrew Smith
 - Fr. John Vitko (SPC liaison)

More fully integrate our youth into the life of the Church

- They want a place they experience community & be loved;
- Our model: build relationships between them, the Lord, the Church & others
 - Worship, fellowship, education & service

What's working/not working

- Past & current Church efforts:
 - 11th & 12th AAC youth involvement
 - Full time OCA youth director (1994-2005)
 - OCFs -- Camps
 - Reasonable selection of resource materials
 - Some pan-Orthodox youth efforts
- Major Gaps
 - Training on interacting with youth
 - Understanding true needs of youth
 - Resource to better utilize what's there and fill in gaps

WG on Youth identified 5 key objectives

1. Better engage & train youth workers so as to relate to youth: youth are their own culture!
2. Make available needed subject resource mat'ls
3. Implement Church-wide youth gatherings
4. Encourage ministering to college students
5. Reinstitute a full time OCA youth director

Develop Christ-centered, healthy, growing parishes

- Commit to a gospel centered vision
- Celebrate vibrant worship
- Provide tools for parish development
- Provide opportunities to develop lay leadership
- Develop a sense of authentic community
- Support personal & family formation
- Active service to others

Revitalize our diocesan-parish relationships

- Re-energize the clergy brotherhood (informal gatherings, mentoring networks, 'twinning' of parishes...)
- Improve bishop-clergy-laity relationships (e.g. less formal, multi-day visits)
- Develop diocesan outreach missions (e.g. major pilot project)

Improve leadership & management skills at all levels of the Church

- Define Leadership & mgmt within context of the Orthodox Church
- Assemble existing training materials
- With approval of the Holy Synod, develop an OCA Leadership & Mgmt Skills training plan
- Communicate & disseminate the training plan

Establish a common vision for theological education in the OCA

- Develop a common vision
- Establish a set of hallmarks for the seminaries and core competencies for its graduates
- Establish a comprehensive approach for seminary recruitment, funding & placement
- Develop a fully supported seminary internship program

Provide for continuing education of clergy & laity

- Require & enable continuing ed. of our clergy
 - Obtain a clear mandate from the Holy Synod
 - Create & fund an Office of Continuing Education
 - Draw on the experience of our military chaplains & other professionals in continuing education
- Equip lay people for ministries (diocesan-based ministry boards, formal networking, syllabus)
- Provide cross-cultural training for all

Transition to a sounder way of funding the Church

This is only a place holder until we receive input from the Ad-Hoc Committee on Finance

- Continue the transition to proportional giving at all levels of the Church
- Pursue additional sources for more fully funding the outreach ministries of the Church

Better equip our Church for the ministry of evangelization

- Make evangelization a priority: include in seminaries, hold conferences, identify & enable gifted individuals
- Establish & implement clear cut goals for mission planting: identify top 100 new locations; fund 10 mission planting grants per year; provide oversight of those grants
- Rethink policy & funding for mission plants

Two goals are still under development

- Nurture strong inter-Orthodox relations
- Address contemporary cultural/moral/social issues

Proposed path forward

- Post revised Plan on web
- Feature the Plan in *The Orthodox Church*
- Make the plan a major focus of the 16th AAC
 - Goals: to refine the plan; begin building the human networks to implement it; get buy-in/approval to implement it
- Establish a Post Conciliar Committee, under the MC, to facilitate & oversee implementation

The Strategic Plan will be a major focus of the 16th AAC

- Four sessions will be focused on the Plan
 - Day 1: Plenary: Overview (90 min)
 - Day 2: Breakout 1 on each of the Goals (180min)
 - Day 3: Breakout 2 on each of the Goals (180 min)
 - Day 4: Plenary: Summary, Approval, Steps Forward (120 min)
- Delegates will be asked to pre-register to work on the same particular goal in both breakouts

Desired strategic planning outcomes of the 16th AAC

- Improved inputs and buy-in into the SP
- Formation of the human networks needed to implement the plan
- “Sense of the council”
 - Approving the Strategic Plan
 - Encouraging the Metropolitan Council to pursue additional funding sources to fund the plan
 - Calling for the formation of Post-Conciliar Committee to facilitate & oversee

The formation of a Post-Conciliar Committee is critical to the success

- Previous AACs have produced excellent outputs but little follow-up
- A PoCC would ‘keep the momentum going’
 - Facilitate & oversee implementation
 - Help overcome barriers
 - Provide encouragement when needed
- Since the PoCC is continuing the work of the AAC, it should fall under the MC

In concluding, subject to the feedback you have provided, we ask your approval

- To post the revised Strategic Plan on the internet
- To make the Strategic Plan a major focus of the AAC in the manner indicated
- To endorse the formation of a Post-Conciliar Committee



The Metropolitan Council

Council Member's Handbook

**Orthodox Church in America
Metropolitan Council**

COUNCIL MEMBER'S HANDBOOK

December 2009

*[Updated February 2011 for Lists of MC and Committee members and
links to Financial Statements and Minutes]*

**by
The Council Development Committee**

Orthodox Church in America Metropolitan Council

COUNCIL MEMBER'S HANDBOOK

Overview

The purpose of this Council Member's Handbook is to provide information and reference material to help both current and new Metropolitan Council (MC) members to better understand and fulfill their responsibilities, especially regarding governance, both generic for non-profit organizations and specific for New York State and the OCA Statute. It is also intended as a "one-stop-shop" for information regarding the functioning of the Metropolitan Council. Suggestions for improvement from MC members are invited.

The first chapter reviews certain elements of the responsibilities of Metropolitan Council members. The introduction provides an overview of the responsibility of the MC according to the OCA Statute, the New York State Charter of the OCA, and general governance responsibilities per the Attorney General of New York State. A brief discussion is provided of the MC competencies per OCA Statute Article V as well as the OCA Best Practice Principles and Policies for Financial Accountability. Expectations of Metropolitan Council Members are described in some detail.

The second chapter presents the roster of Metropolitan Council members, their Diocesan affiliation, and their contact information. The third chapter discusses the committee structure of the MC and lists the membership of the committees and their charters/ job descriptions.

The fourth chapter provides the entire Article V of the OCA Statute "The Metropolitan Council." The fifth and sixth chapters give links to the minutes of previous MC meetings (minimum of the past three) and to recent financial reports.

The seventh chapter presents a detailed article written by the OCA General Counsel, Thaddeus Wojcik, on "Fiduciary Responsibilities." The article expands greatly on the duties of MC members vis-à-vis the Introduction and is highly recommended reading.

Several appendices provide links to background and pertinent reference material including the New York State Charter of the OCA, the OCA Statute, minutes of the last All-American Council, as well as general material on non-profit governance, IRS regulations and other information on finance and planning.

The intention of the Council Development Committee is to maintain this Handbook in electronic form and update the material from time to time as needed. Suggestions from MC members on additional content are always welcome.

Orthodox Church in America Metropolitan Council

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Chapter 1

Responsibilities and Expectations of Metropolitan Council Members

Introduction

According to the OCA Statute's Article V, Section 1, "the Metropolitan Council is the permanent executive body of the Church Administration which exists for the purpose of implementing the decisions of the All-American Council and continuing its work between sessions." Further, by design of its makeup according to the Statute and as summarized in the OCA Best Practice Principles document, "the Metropolitan Council is representative of the whole Church, with its chair being the Metropolitan, who also chairs the meetings of the Holy Synod of Bishops, two representatives from each diocese (one priest and one lay person elected by the Diocesan Assemblies), three priests and three lay persons elected by the All-American Council, as well as the Chancellor, the Secretary, and the Treasurer."

It is important to note that the Metropolitan Council (MC) is limited to executive actions while the All-American Council (AAC) may deal with legislative matters as well, i.e., the AAC is "the highest legislative and administrative authority within the Church." (Statute Article III, Section 1) In fulfilling these executive responsibilities, the MC is expected to implement the decisions of the AAC and the Holy Synod of Bishops and also assist the Metropolitan and the Holy Synod in implementing decisions, with the caveat that these decisions are to be within areas of the MC's competence (see Section 4 of Article 5 – also listed below). As well, it should be noted (Statute Article V, Section 2) that "the decisions of the Metropolitan Council shall become effective upon approval of the Metropolitan or Holy Synod, depending on the nature of the decision."

Two critical issues arise. First, a very close cooperative, collaborative, and communicative relationship must exist between these individuals and groups to enable smooth and effective decision implementation. Second, the areas of competence need to be clearly understood by all to ensure proper delineation of responsibilities and to avoid either turf issues or needed actions falling through the cracks. For this reason, combined meetings of the Holy Synod and the Metropolitan Council are vital to maintain the proper spirit of unity and openness. As well, attendance by the Lesser Synod at all Metropolitan Council meetings is extremely helpful in this regard.

In addition to the above general executive authority, the MC is charged with fiduciary responsibility for the Church, including being "entrusted with responsibility for the proper and effective use of all assets for the administration and operation of the Church." (cf. "Best Practice Principles", p. 5). This responsibility is underscored by the fact that the MC acts as a Board of Directors within the context of New York State Law, as

provided in the Charter of the Orthodox Church in America given by the State of New York (L.1972, Ch 519, dated May 24, 1972) which designates the MC as the “permanent executive body” of the OCA.

The New York State Attorney General provides several guides regarding charities organized in the State, as listed in the link below. Of particular interest to MC members is the guide entitled “*Officers’ and Directors’ Duties.*” This guide should be read by all incoming Council members and reviewed by continuing members from time to time.
<http://www.charitiesnys.com/pdfs/Internal%20Controls%20-%20Final%20-%20Small%20Type.pdf>
<http://www.charitiesnys.com/pdfs/Right%20From%20the%20Start%20Final.pdf>

The Attorney General’s Guide “*Officers’ and Directors’ Duties*” discusses the Board members’ duty of care, loyalty and obedience: “The duty of care requires a director to be familiar with the organization’s finances and activities and to participate regularly in its governance.... Directors and officers are charged with the duty to act in the interest of the corporation. This duty of loyalty requires that any conflict of interest, real or possible, always be disclosed in advance of joining a board and when they arise.... A board has a duty of obedience to insure that the organization complies with applicable laws and regulations and its internal governance documents and policies.” The Guide goes into each of these duties in great detail and gives numerous examples. It is imperative that each MC member review this Guide to understand his / her own fiduciary responsibilities. In addition, the General Counsel of the OCA has written the article on “Fiduciary Responsibilities” included as Chapter 7 in this Handbook which refers extensively to New York State law.

The article in the link below provides additional insight into the liability taken on by Directors of a non-profit organization. The OCA carries Directors and Officers Insurance arranged by the Secretary of the OCA. MC members should review this policy to see if it sufficiently covers the liability which they are willing to assume. The individual purchase of a personal umbrella liability policy is also a possibility which is, of course, up to each MC member to consider given one’s own personal situation.
<http://www.npcny.org/info/oi2.htm>

MC Competences per Statute Article V

The OCA Statute, which can only be amended by the decision of an All-American Council, describes the following competences of the Metropolitan Council:

- a. Implements the decisions of the All-American Council and of the Holy Synod in the areas of its competence;
- b. Assists the Metropolitan and the Holy Synod in Implementing decisions within the areas of its competence;
- c. Establishes the budget for the operations of the Church and examines all financial reports of the Church;

- d. Supervises the collection of the assessments and fees established by the All-American Council and determines the allocation of such funds;
- e. Organizes plans for obtaining voluntary contributions for the satisfaction of the needs of the Church;
- f. Provides for the maintenance of the central administrative bodies of the Church and for the allocation of the general Church funds;
- g. Decides on the purchase, sale, or mortgaging of property of the Church, except in cases covered in Article X, Section 8;
- h. Maintains an inventory of all properties of the Church;
- i. Provides for the establishment and maintenance of institutions of charity and education, as well as for publications for the propagation of the Orthodox Faith;
- j. Determines the forms and books necessary for the keeping of records and statistical data by the dioceses, requiring all statistics necessary for reports;
- k. Appoints officers and committees on matters within its competence;
- l. Initiates, prosecutes, and defends all legal matters affecting the interest of the Church;
- m. May receive reports from any department in areas within the competence of the Metropolitan Council.

In addition, the Metropolitan Council recommends to the Holy Synod of Bishops the appointment “of the Chancellor, Secretary, Treasurer, and other officials whose competence and service extend beyond the boundaries of a single diocese.” (Article II, Section 7m)

The full text of Article V is given in Chapter 4 of this handbook and at the link: <http://www.oca.org/DOCstatute.asp?SID=12&ID=5> . The following paragraphs provide a brief overview of the MC’s statutory responsibilities.

Provisions [a] and [b] have been already discussed in the Introduction section above on executive authority. Many of the remaining provisions pertain to routine financial oversight (e.g., examination of financial reports [c], maintenance of property inventory [h], determination of forms and books [j]).

However, a significant portion of the MC’s assigned responsibilities pertain to governance and policy. On a financial level, these include establishing the budget [c], allocating funds [d], supervising collection of assessments [d], property acquisition and disposal [g]. These decisions must also take into account the present [f, m] and future [i] needs of the Church and priorities need to be established. Again, a collaborative relationship is indicated here, as the Statute states that “overseeing the missionary, educational and social programs of the Church” is “within the jurisdiction and competence of the Holy Synod.” (Article II, Section 7t)

The MC is also called upon to take responsibility for developing other sources of funds outside of the normal assessments as established by the AAC [e]. Finally, the Council is

empowered to “initiate, prosecute and defend all legal matters affecting the interest of the Church.” [1]

OCA Best Practice Principles and Policies for Financial Accountability

On June 12-13, 2007, members of the Metropolitan Council of the Orthodox Church in America voted unanimously to approve "Best Practice Principles and Policies for Financial Accountability."

The document's policies are both broad and specific, covering general guiding principles for good management, as well as specific structures and processes concerning ethics, conflict of interest, whistleblowing, internal audits, donor rights, and document retention.

It is critical that all members periodically review the document and understand the various policy provisions. In fact, the document includes specific statements that each MC member must sign on an annual basis, specifically on ethics policy, conflicts of interest and whistleblowers. In particular, members agree in writing to comply with each Policy and to immediately inform the Chair of the Metropolitan Council Ethics Committee in the event of any non-compliance with the respective Policy.

The Ethics and Conflict of Interest Policies are to be reviewed by the MC at least every three years, with any amendments to be endorsed by a two-thirds majority.

The complete document may be accessed via the following link (as re-issued by Metropolitan Jonah on December 31, 2008):

http://www.oca.org/PDF/finances/Best_Practices_Policy_v2.pdf

Expectations of Metropolitan Council Members*

MC membership is an honor and privilege. It is an honor because an invitation to serve is an affirmation that the Church, whether expressed by the Dioceses or the All-American Council, is willing to entrust a significant part of its future to the judgment, work and resources of the persons elected. The Church can bestow no greater honor than to offer such a trust to an individual it deemed worthy. It is a privilege because the opportunity to help ensure the future of the Church is offered to very few outstanding men and women.

Honor and privilege carry with them many serious obligations. The following paragraphs review the expectations of the members of the OCA Metropolitan Council.

To Understand and Implement the Mission of the OCA in One's Own Life

The mission of the Church as expressed in the Holy Gospel and Holy Tradition should be understood and constantly brought to mind by each Council member as his/ her own

personal mission in life. Communion with God, nurtured through liturgical worship and participation in the sacramental life of the Church, is an essential aspect of Council membership. Members should grow in their knowledge of the faith, being involved in the educational life of the Church, and live in accordance with the Gospel.

To Attend Meetings Faithfully and to Serve on Committees Effectively

In agreeing to serve on the MC, a Council member should pledge a considerable investment of interest, time and energy. Members should come to all meetings and plan to stay for the entire meeting. Preparing for Council and committee meetings results in a more effective and efficient Council. This should include periodic review of the OCA Statute and documents, as well as reading minutes to determine whether they faithfully represent the proceedings and decisions as you recall them.

It is essential that all Council members give their committee assignments a high priority. Members should serve in leadership positions or undertake special assignments willingly and enthusiastically when asked. Chapter 3 of this Handbook describes the committee structure of the MC and provides rosters and job descriptions for each Committee. Committee chairs should take an active and cooperative role with the OCA Secretary in setting the agenda for Metropolitan Council meetings. In particular, Committee reports should be sent out to MC members well in advance of the meeting so that valuable time is not taken up with routine reporting. Rather, the Committee chairs should use the opportunity of the MC meeting to discuss critical and strategic issues with the entire Council and lead effective discussions on these issues.

Council members should ask appropriate, timely and substantive questions at Council and committee meetings, while supporting majority decisions on issues decided by the MC. Members should suggest agenda items periodically for Council and committee meetings to ensure that significant policy-related matters are discussed.

To Ensure Financial Accountability and Secure Financial Support for the OCA Mission

Council members are responsible for supervising the financial affairs of the Church. In addition to assuring donors and contributors of the Administration's adherence to high standards of financial accountability, Council members must work together to develop plans for attracting contributions necessary for the sustenance and growth of the Church. As such, the members must serve as advocates of the church's programs and fund-raising efforts to Dioceses and other organizations, individuals and foundations.

To Make Final Decisions on Executive Policy Matters

The Council has final executive authority according to the Statute in areas of its own competence. In making any decision, the Council members should consider what is best for the Church. Once the Council reaches policy decisions, then all members should support such policy. Please note that, according to the Statute, the decisions of the Council become effective upon approval of the Metropolitan or Holy Synod depending

upon the nature of the decision. Members should maintain the confidentiality of the Council's executive sessions and speak on behalf of the Council only when authorized to do so.

However, should a Council member believe that a decision made by the Council, or overturning of such a decision caused by lack of approval by the appropriate hierarchical authority, results in a violation of the OCA Statute, Ethics Policy, or any applicable law or regulation, the Council members should report such potential violation in accordance with the OCA Ethics Policy, i.e., to the Chair of the MC Ethics Committee.

To Recommend and Support the Administrative Officers of the OCA

From time to time, it becomes necessary to search for and to recommend to the Holy Synod various members of the Administration of the OCA. Enthusiastic and committed service on search teams is a critical component of Council membership. Equally important is support for the Administrative team members and the provision of input, as appropriate, to their performance evaluation.

Council members should recognize the separate nature of general policy making and oversight and day-to-day administrative responsibility. Members should expect professional performance by the Administration and should ask critical questions in a respectful and polite manner, recognizing the cooperative and collaborative nature of the Council – Administration relationship.

For communications efficiency, questions outside of a particular committee or Council meeting are recommended to be addressed to the Administration and the Chair of the particular Committee impacted by the subject matter of the question. The Administration and Committee Chairs in turn should keep the rest of the Council advised of critical issues and key developments.

To Assess Regularly Their Own Performance as Council Members

Believing that the most effective measurement of performance is self-assessment, Council members should be in constant review of their individual contributions of time, talent and resources to the Council and their colleagues. A willingness to exercise critical self-evaluation is an expectation in which all members should take comfort and pride. Periodic review of the Council's performance, as a whole, provides an example to members of the Administration and the Church at large.

*Much of the material in this section is adapted from the Trustee Handbook of St Vladimir's Orthodox Theological Seminary and is used by permission and with thanks.

Chapter 2
Roster of Metropolitan Council Members

Metropolitan Council <i>As of September 7, 2010</i>	
<p>The Most Blessed Jonah (Chairman) <i>Archbishop of Washington and Metropolitan of All America and Canada</i> PO Box 675 Syosset, NY 10791 (516)922-0550 Email: metjonah@oca.org</p>	
Officers of the Orthodox Church in America	
<p>V. Rev. Alexander Garklavs (Chancellor) 1 Elvira Court Huntington, NY 11743-6802</p> <p>Home: 516-424-0408 Email: agarklavs@oca.org</p>	<p>V. Rev. Eric G. Tosi (Secretary) 140 Summers Street Oyster Bay, NY 11771-3710</p> <p>Home: 516-922-3504 Email: egtosi@oca.org</p>
CH, ET	CD, HR, LE, SP, CM
<p>Melanie Ringa (Treasurer) 29 Wellsville Avenue New Milford, CT 06776-2720</p> <p>Home: 860-210-7933 Email: mringa@oca.org</p>	
FI, IG, FD	
Members elected by All-American Council	
Elected at 14th AAC for Six-Year Term	
<p>V. Rev. Theodore Boback 2028 E. Lombard St. Baltimore, MD 21231-1923</p> <p>Home: 443-831-6870 Email: tboback@aol.com</p>	<p>Eleana Silk 575 Scarsdale Rd. Crestwood, NY 10707-1699</p> <p>Work: 914-961-8313, x365 Email: esilk@aol.com</p>
SP	HR, SP, FI
Members elected at 15th AAC for Six-Year Term	
<p>Rev. David Garretson 153 Kamm Avenue South River, NJ 08882-2314</p> <p>Home: 732-257-3067 Work: 732-257-0102 Email: dfmg@aol.com</p>	<p>Dr. Faith Skordinski 20120 Seabreeze Court Germantown, MD 20874-5410</p> <p>Home: 240-494-6944 Work: 301-827-5007 Email: faith4554@comcast.net</p>

HR	CD, SI
Members elected at 15th AAC for Three-Year Term	
V. Rev. Theodore Bobosh 8711 Centerridge Point Dayton, OH 45458-2835 Home: 937-297-3060 Work: 937-320-9977 Email: frted@stpdayton.org	Protodeacon Peter Danilchick 10693 Alliwells Court Oakton, VA 22124-1771 Home: 703-938-0280 Email: dnpeter22@yahoo.com
ET	CD, SP, FI
Alternates elected at 15th AAC for Three-Year Term	
Rev. Thomas Moore 1109 Axtell Drive Cayce, SC 29033-4305 Home: 803-318-6093 Email: frthomas@holypostles.org	Dr. Paul Meyendorff 575 Scarsdale Road Crestwood, NY 10707-1699 Work: 914-961-8313 Email: pm@svots.edu
Members Elected by Diocese	
Diocese of Alaska	
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Albanian Archdiocese	
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SI, HR	ET
Bulgarian Diocese	
Rev. Matthew-Peter Butrie 1117 Old Town Court Grand Blanc, MI 48439-1622 Home: 810-695-2023 Office: 810-744-0070 Email: lanscoal@sbcglobal.net	Protodeacon Michael Myers 1511 MacPherson Drive New Haven, IN 46774-2271 Home: 260-749-6272 Email: deacmikem@msn.com

ET	CH
Archdiocese of Canada	
Igumen Alexander (Pihach) 15922 107A Ave Edmonton, AB T5POZ2 Phone: 780-481-6534 Phone: 613-230-2687 Email: IgumenAlexander@gmail.com	David Grier 214 9 th Street East Saskatoon, SK S7N 0A4 Home: 306-652-1812 Email: grier@src.sk.ca
ET	SP
Diocese of Eastern Pennsylvania	
V. Rev. David Mahaffey 3630 Browning Lane Bethlehem, PA 18017-1504 Home: 610-866-6057 Office: 610-867-0402 Email: otyetz@hotmail.com	David Yeosock 40 S. Main Street Plains, PA 18705-1915 Cell: 570-760-8259 Email: dmyeosock@comcast.net
CH, CD, ET, FD, SP	IG, FD
Diocese of Midwest	
V. Rev. Alexander Kutchta 7 Cumberland Ct Cary, IL 60013-1912 Home: 847-516-6025 Email: akyxta@owc.net	Mark Stokoe PO Box 750612 Dayton, OH 45475-0612 Home: 937-436-4996 Email: mark@markstokoe.com
	IG
Diocese of New England	
Rev. Robert F. Dick II 34 Fairfield St Maynard, MA 01754 Office: 978-897-4364 Email: rfd2@earthlink.net	Deacon John Zarras 7 Sherwood Hill Rd. Sherman, CT 06784-2001 Home: 860-355-2216 Email: johnzarras@earthlink.net
	FI, SP,
Diocese of New York and New Jersey	
V. Rev. John Shimchick 24 Colmar Road Cherry Hill, NJ 08002-1206 Home: 856-665-2491 Office: 609-654-4865 Email: FrJS@aol.com	Dr. Paul Witek 101 Coles Avenue Hackensack, NJ 07601-3033 Home: 201-315-5722 Email: pwitek@bergen.edu

	SP
Romanian Archdiocese	
Open	Open
Diocese of South	
Rev. Gleb McFatter PO Box 7622 Naples, FL 34101-7622 Home: 239-352-2216 Work: 239-248-9638 Email: revgleb@comcast.net	Judge Ray Lanier 267 College St Monticello, GA 31064-1245 Home: 706-468-0129 Fax: 706-468-0129 Email: erlanier@aol.com
FI	LE
Diocese of Washington	
Rev. John Vitko 6220 Loch Raven Drive McLean, VA 22101-3133 Home: 925-667-6451 Email: john.vitko@gmail.com	Rosalie Luster 6940 Fox Chase Rd New Market, MD 21774-6921 Home: 301-865-3683 Email: rosalie.luster@dhs.gov
SP	CM, ET
Diocese of West	
V. Rev. David Lowell 349 E 47 th Ave. Denver, CO 80216 Home: 303-294-0938 Email: fr.davidlowell@gmail.com	Dr. Dmitri Solodow 2533 Greenwich St San Francisco, CA 94123-3330 Home: 415-292-6566 Cell: 415-305-2179 Email: rsolodow@earthlink.net
	CH, CM , IG, SI, SP
Diocese of Western Pennsylvania	
V. Rev. John Reeves 562 Lancashire Lane State College, PA 16803-1434 Home: 814-861-8020 Email: frjohnreeves@comcast.net	Gregory J. Nescott 8364 Post Rd. Allison Park, PA 15101-3225 Home: 412-367-8264 Email: oneuschurch@yahoo.com
CH	LE
Committee Codes: CH = Charity CD = Council Development CM = Crisis Management ET = Ethics FI = Finance/Investment	IA = Internal Auditors IG = Internal Governance LE = Legal SI = SIC Implementation SP = Strategic Plan Bold/Italic = chairperson

HR = Human Resource FD = Financial Development	
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The following is the organization of the Metropolitan Council for the current term, as of January 27, 2011. Each member volunteered to serve on the different committees. Each committee has a member of the Lesser Synod and an officer of the Church.

1. Currently these are the established committees. Charity, Council Development, Crisis Management, Ethics, Financial Development, Finance/Investment, Human Resources, Internal Governance, Legal, Strategic Plan. These committees must have at least three members of the MC to be qualified under NY State non-profit law.
2. There are special committees that must have at least 1 member under NY State Non-profit law and have qualifications to serve. They are legal and charity.
3. There is an Internal Auditor Committee which is mandated by the AAC and is comprised of qualified external people who report to the MC.
4. There are 34 members (Metropolitan, 3 officers, 6 at large and 24 diocesan)
5. Each MC member should be a member of one committee and all should serve
6. Additional membership on a committee from outside the MC should be termed consultants and approved by Metropolitan and Metropolitan Council
7. Each committee chair will chosen within the committee and be responsible for all meetings, communication and present a report at each meeting
8. Each committee should be a mix of clergy and lay and take into account skill sets

Charity (Special and needs 501©3 charitable training):

Fr. John Reeves (Chair)
Bishop BENJAMIN (Synod Liaison)
 Fr. Alexander Garklavs (Chancery Liaison)
 Fr. David Mahaffey
 Protodeacon Michael Myers
Fr. Maximus Urbanowicz (consultant)

Council Development:

Protodeacon Peter Danilchick (Chair)
Metropolitan JONAH (Synod Liaison)
 Fr. Eric G. Tosi (Chancery Liaison)
 Dr. Faith Skordinski
 Fr. David Mahaffey
 Matushka Anne Andrews

Crisis Management:

OPEN (Chair)
Bishop BENJAMIN (Synod Liaison)
 Fr. Eric G. Tosi (Chancery Liaison)

Rosalie Luster
Bernie Wilson (consultant)

Ethics:

Fr. Ted Bobosh (Chair)
Open (Synod Liaison)
Fr. Alexander Garklavs (Chancery Liaison)
Fr David Mahaffey
Fr. Matthew-Peter Butrie
Igumen Alexander (Pihach)
Rosalie Luster
William Peters

Financial Development:

Open (Chair)
Open (Synod Liaison)
Melanie Ringa (Chancery Liaison)
Protodeacon Peter Danilchick
Fr. David Mahaffey
David Yeosock

Finance/Investment:

Fr. Gleb McFatter (Chair)
Open (Subchair for Investments)
Archbishop NATHANIEL (Synod Liaison)
Melanie Ringa (Chancery Liaison)
Eleana Silk
Deacon John Zarras
Fr. Matthew Tate (consultant)

Human Resource:

Fr. David Garretson (Chair)
Open (Synod Liaison)
Fr. Eric G. Tosi (Chancery Liaison)
Fr. Joseph Gallick
Eleana Silk

Internal Auditors:

Not a Committee per MC but reports to MC as through AAC amendment to statutes
Deacon Marty Watt (Chair)
Karen Simon
Michael Strelka
Vera Bozko-Summer (alternate)

Governance:

Mark Stokoe (Chair)
Open per resolution (Synod Liaison)
Melanie Ringa (Chancery Liaison)
David Yeosock

Legal (Special and needs legal qualifications):

Gregg Nescott (Chair)
Metropolitan JONAH (Synod Liaison)
Fr. Eric G. Tosi (Chancery Liaison)

Judge Ray Lanier
Thaddeus Wojcik (General Counsel)
Sergei Givotovsky (consultant)
Angela Parks (consultant)

Strategic Plan:

Fr. John Vitko (Chair)
Metropolitan JONAH (Synod Liaison)
Fr. Eric G. Tosi (Chancery Liaison)
Fr. David Mahaffey
Fr. Ted Boback
Protodeacon Peter Danilchick
David Grier
Fr. Michael Oleksa
Eleana Silk
Dr Paul Witek
Deacon John Zarras
Fr Robert Arida (consultant)
Fr Alexis Vinogradov (consultant)

Chapter 3

Metropolitan Council Committees

Charters/ Job Descriptions

FINANCE AND INVESTMENT COMMITTEE

- Charter/ Job Description (*approved by MC in April 2, 2008 Meeting*)
Purpose: The Finance Committee (Committee) will assist the Metropolitan Council in its oversight responsibilities relating to fiscal management. In furtherance thereof, the Committee will:
 - Review and recommend approval of an annual operating budget;
 - Regularly review financial results;
 - Ensure the maintenance of an appropriate capital structure; and,
 - Oversee the management of organization-wide financial assets.

In addition, in order to assist the Church in the proper and prudent management of its financial resources the Committee will ensure that the management employs personnel and systems capable of providing timely and accurate financial information to key decision-makers.

Committee Membership: It is anticipated that the Committee will always include some members of the Metropolitan Council (MC). It may also include members who possess skills in the disciplines of accounting, investment management, and capital structure/finance. The Committee will have a minimum of three members. In cooperation with the treasurer and other management staff the Committee will ensure that important financial topics are reviewed in sufficient depth by the MC. The MC will appoint the Committee at its first meeting each year. The Committee will add additional members as needed.

Key Responsibilities: To fulfill its purposes, the Committee shall:

- Review and Approve an Annual Operating Budget: Annually, the Committee will review the proposed annual operating budget for the ensuing fiscal year as presented by the Church management. After the review and amendment, if necessary, the Committee will recommend a final operating budget to the full MC (or to the All American Council) for approval. The approved operating budget formally confers spending authority for operating costs to management, subject to the policies and procedures adopted by the Church. The operating budget may be amended, as appropriate, for new or adjusted line items as long as funding for said items is secured at the time. The Committee shall have authority to spend up to \$10,000.00 beyond budgeted items.
- Review the Financial Results: Monthly, members of the Committee will receive and review financial statements consisting of the then current year-to-date: 1) statement of financial position, 2) income statement, 3) operating statement, 4) key financial performance benchmarks that the committee deems relevant from

time-to-time. These financial statements will be accompanied by a narrative from management highlighting any financial issues and, where necessary, management actions related thereto.

In addition, at its regularly scheduled meetings, the Committee will also review the status of the Church's financial condition and discuss, in detail, issues that emerge for review.

Maintenance of an Appropriate Capital Structure: From time-to-time, the Committee shall direct the management to undertake longer term financial planning to evaluate future financial needs. The Committee will review the underlying analyses and assumptions, as well as the methodology utilized. The Committee will then recommend a capital structure that best meets the Church's needs, generally in the context of personnel costs, ministries and capital expenditures.

Oversee Organization-Wide Assets That Fall Under the Responsibility of the Central Church: This would include all Stavropigial institutions and any other lands or assets held in the name of the Central Church.

Timely/Accurate Financial Information: The Committee will continually review and advise the management regarding the form, content and frequency of financial information necessary for it to fulfill its responsibilities described herein. Further, to the extent necessary to inform decision-makers, the Committee may advise management regarding key financial information and performance indicators necessary to evaluate the various internal Ministries of the Church.

FINANCIAL DEVELOPMENT COMMITTEE

- Charter/ Job Description (*approved by MC at Fall 2010 Meeting*)
The Financial Development Committee offers guidance, suggestions and support to the central administration for annual, major, and planned giving programs. It assists the Metropolitan and Giving Officers/ Staff in identifying, cultivating and soliciting donors to the OCA. It reports to the MC, presenting appropriate recommendations for action concerning the OCA's fund-raising policy and activity."

GOVERNANCE (formerly INTERNAL AUDIT) COMMITTEE

- Charter/ Job Description (*approved by MC in Fall 2009 Meeting*)
The OCA Best Practice Principles and Policies document mandates the establishment of a broadly defined Governance Committee (formerly the Internal Audit Committee*) from the membership of the Metropolitan Council. The Governance Committee is to be independent and its members are to receive no compensation. The Governance Committee has two major functions, one relating to finances and one to governance.

As relates to finances the Committee is charged to:

- ensure that the audit of the annual financial statements of the OCA central administration is conducted by an external independent certified public accountant or accounting firm experienced in such audits,
- review and discuss the annual financial statements of the Church as regards any deficiencies in internal controls identified by the external auditor during the course of its audit,
- address all reported concerns or complaints regarding corporate accounting practices, internal controls or auditing,
- have authority to call upon and pay outside advisors to provide financial and other expertise as deemed appropriate,
- file an annual report to the Metropolitan Council which contains a review of the audit controls, and a statement on any suspected fraud, security or litigation issues,
- provide the Metropolitan Council with independent insight into the internal controls, operations, accounting policies, and financial reporting of the OCA.

As relates to governance, the Committee is charged to:

- review internal OCA policies regarding:
 - + Conflict of interest,
 - + Ethics and receipt of confidential complaints,
 - + Resolution (whistleblower) policies,
 - + Internal delegation of authority manuals,
 - + Compliance with internal policies,
 - + State regulations as well as with governmental laws,

and recommend changes to the Metropolitan Council as necessary.

- schedule and conduct internal audits of compliance to policies and procedures and makes sure all policies and procedures are readily available.
- receive any reports of violations of Best Practices, and refer any violations to the Ethics Committee for resolution.

In fulfilling its responsibilities, the Governance Committee has direct access to any and all administrative or staff personnel. The Governance Committee may recommend to the Metropolitan Council the granting of authority to it for conduct of investigations deemed necessary to fulfill its responsibilities.

*The Committee was originally called the Internal Audit Committee. However, as this led to constant confusion of responsibilities with another group - the Internal Auditors - we have chosen to rename the group "The Governance Committee" as being more reflective of its two functions.

ETHICS COMMITTEE

- Charter/ Job Description (DRAFT)

According to the Best Practice Principles and Policies document (which all those working in central church administration, including bishops and Metropolitan Council members are expected to read and sign a statement agreeing with said policies), the “Metropolitan Council Ethics Committee is responsible for investigating and making recommendations for resolving all reported complaints and allegations concerning violations of the Ethics Policy and shall advise the Chair of the Metropolitan Council and work with the Metropolitan Council until the matter is resolved. The Chair of the Metropolitan Council Ethics Committee is required to report to the Metropolitan Council at least semi-annually on activities.” The Ethics Committee is required to investigate any or all reports of violations of these Best Practice Policies. All “supervisors and managers” are required by Best Practices to report violations to the chair of the Ethics Committee who reports the Committee’s findings to the Chair of the Metropolitan Council. All employees may report ethics violations to the Chair of the Ethics Committee though they may opt instead to report the violations to someone in a managerial position.

The Ethics Committee is to be elected each year by the Metropolitan Council. The activity of the Committee is determined by the number of cases brought to it for investigation. Upon investigating a complaint the Committee makes a recommendation to the Metropolitan Council for action to be taken.

COUNCIL DEVELOPMENT COMMITTEE

- **Charter/ Job Description** (*DRAFT*)

The Council Development Committee (CDC) assists Metropolitan Council (MC) members in identifying and utilizing their talents and strengths in both general and specific areas of Council service. It maintains a Council Member Handbook in electronic form, with information and reference material to help both current and new members better understand and fulfill their responsibilities, especially regarding governance, both generic for non-profit organizations and specific for New York State and the OCA Statute.

The CDC assists the Metropolitan Council in assigning members to specific Council committees and provides guidance to the Metropolitan and, as appropriate, the Holy Synod, on any expertise gaps impacting the performance of the Council. It provides instruments for evaluating the performance of the Council as a whole, as well as its individual committees and members, with the aim of improving the effectiveness of Council activity and service. It presents appropriate suggestions and recommendations to the Council concerning Council internal organization, procedures and policies.

LEGAL COMMITTEE

- **Charter/ Job Description** (*approved by MC in Spring 2008 Meeting*)

The Metropolitan Council Legal Committee, consisting of at least three to five members, shall between meetings of the Metropolitan Council act for and on behalf

of the Metropolitan Council to discharge its legal responsibilities. The Legal Committee shall work in conjunction with the General Counsel and members of the Central Administration. Responsibility for major policy and legal decisions, such as initiation of litigation and settlement of litigation, shall be retained by the Metropolitan Council as a whole.

The Legal Committee shall fully and promptly report to the Metropolitan Council its activities and decisions between meetings. The Legal Committee shall act by majority vote. The Legal Committee may act by telephonic meeting or consent evidenced in writing or e-mail, or such other means that the Legal Committee shall determine to be useful or appropriate.

CHARITY COMMITTEE

- Charter/ Job Description (*approved by MC in xxxx/xxxx Meeting*)
The Charity Committee makes grants to eligible applicants from designated and budgeted appeals funds. In doing so, the Committee proposes guidelines for grant-making to the Metropolitan Council for approval. In general, consideration is given to benefiting local OCA charities, to helping individuals in need, to providing assistance across jurisdictional and geographic lines and to providing emergency relief. The Committee solicits applications for grants, ensures the applicant(s) meet the approved criteria and determines which grants are made (either in part or in full). Grantees are expected to provide the Committee with an end-of-grant report detailing how the funds were used and with what success.

SIC IMPLEMENTATION COMMITTEE

- Charter/ Job Description (*approved by MC in September 2008 Meeting*)
The SIC Implementation Committee was established by the HS and MC to oversee and report on the progress of the SIC's recommendations. This committee shall consist of one hierarch chosen by the HS, the three OCA corporate officers, and three MC members.

CRISIS MANAGEMENT COMMITTEE

- Charter/ Job Description (*approved by MC – recommendation 13 of SIC Report*)
The function of this Committee is to develop a comprehensive crisis management plan, developing and adopting a policy of immediate action within the Church, and a commitment to provide effective communications with members of the Church, while problems, issues, and crises are being addressed.

STRATEGIC PLANNING COMMITTEE

- Charter/ Job Description (*DRAFT*)
The Strategic Planning Committee's mandate is to focus on Orthodoxy in America; its role is to concentrate on the process by which the strategic plan is to be

developed, ensuring broad-based, Church-wide participation and with the inclusion of appropriate expert subject-matter experts. Further, the OCA's experience with lay and clergy participation in Church decision making will be followed as a model.

In fulfilling its responsibility, the Committee will (a) develop a process work plan, timetable and budget, (b) identify needed resources (theologians, canonists, organizational development specialists, diocesan and central administration participants, etc.), (c) prepare a communications plan, (d) manage the work plan and communications plan once they are approved, including Task Force coordination and facilitation.

A bottom-up/top-down process will be implemented as the best way to ensure the broadest possible participation in the development of the strategic plan. The former would allow for structured input from all levels of the Church on the issues to be addressed, while the latter would respect the hierarchical nature of the Church.

Chapter 4
Article V of the OCA Statute
“The Metropolitan Council”

Article V - The Metropolitan Council

Section 1 Organization

The Metropolitan Council is the permanent executive body of the Church Administration Which exists for the purpose of implementing the decisions of the All-American Council and continuing its work between sessions. It shall consist of the Metropolitan as Chairman, the Chancellor, the Secretary, the Treasurer, two representatives from each diocese, one priest and one layman to be elected by the Diocesan Assemblies, three priests and three laymen elected by the All-American Council. Vacancies occurring among diocesan representatives are filled by the respective dioceses. Two alternates are to be elected by the All-American Council, one priest and one layman, to fill vacancies occurring among members elected by the All-American Council. All elected members, whether representing the several dioceses or those elected by the All-American Council, may succeed themselves in office for one term only. The Metropolitan Council may, between meetings, delegate a committee consisting of the Chancellor, Secretary, Treasurer, and two other members to meet in conjunction with the Lesser Synod of Bishops upon their invitation, to discuss normal church administrative procedures. This committee shall report back to the Metropolitan Council concerning all actions and decisions.

Section 2 Quorum and Voting

A majority of the members of the Metropolitan Council will constitute the quorum. All matters of the Metropolitan Council are decided by a majority of votes of those present; in case of a tie, the deciding vote shall be cast by the Chairman. The decisions of the Metropolitan Council shall become effective upon approval of the Metropolitan or Holy Synod, depending on the nature of the decision.

Section 3 **Periodicity**

The Metropolitan Council shall meet at least twice a year.

Section 4 **Competence**

The Metropolitan Council:

- a. Implements the decisions of the All-American Council and of the Holy Synod in the areas of its competence;
- b. Assists the Metropolitan and the Holy Synod in Implementing decisions within the areas of its competence;
- c. Establishes the budget for the operations of the Church and examines all financial reports of the Church;
- d. Supervises the collection of the assessments and fees established by the All-American Council and determines the allocation of such funds;
- e. Organizes plans for obtaining voluntary contributions for the satisfaction of the needs of the Church;
- f. Provides for the maintenance of the central administrative bodies of the Church and for the allocation of the general Church funds;
- g. Decides on the purchase, sale, or mortgaging of property of the Church, except in cases covered in Article X, Section 8;
- h. Maintains an inventory of all properties of the Church;
- i. Provides for the establishment and maintenance of institutions of charity and education, as well as for publications for the propagation of the Orthodox Faith;
- j. Determines the forms and books necessary for the keeping of records and statistical data by the dioceses, requiring all statistics necessary for reports;
- k. Appoints officers and committees on matters within its competence;
- l. Initiates, prosecutes, and defends all legal matters affecting the interest of the Church;
- m. May receive reports from any department in areas within the competence of the Metropolitan Council.

Chapter 5

Minutes of Previous MC Meetings

- September 21 - 23, 2010: 2010 Fall Meeting [[Minutes](#)] [[Committee Reports](#)] [[Officers' Reports](#)] [[Additional Reports](#)]
- March 3 - 5, 2010: 2010 Spring Meeting [[Minutes](#)] [[Committee Reports](#)] [[Officers' Reports](#)] [[Additional Reports](#)]
- September 22 - 25, 2009: 2009 Fall Meeting [[Minutes](#)]
<http://www.oca.org/PDF/NEWS/2009/2009-09-hs-mc-minutes-r1.pdf>
[[Supplementary Material](#)]
<http://www.oca.org/PDF/NEWS/2009/2009-09-hs-mc-supplementary-material.pdf>
- February 18 - 20, 2009: 2009 Spring Meeting [Minutes](#)
<http://www.oca.org/PDF/NEWS/2009/2009-mc-spring-minutes.pdf>
[[Supplementary Material](#)]
<http://www.oca.org/PDF/NEWS/2009/2009-mc-spring-supplementary-material.pdf>
- November 10 - 13, 2008: Sessions during 15th All-American Council
<http://www.oca.org/15aac>
- September 4, 2008: 2008 Fall Meeting
<http://www.oca.org/PDF/NEWS/2008/2008-mc-fall-meeting-minutes.pdf>
- September 3 & 5, 2008: Joint Session with OCA Holy Synod of Bishops
<http://www.oca.org/PDF/NEWS/2008/2008-hs-mc-september-joint-session-minutes.pdf>
<http://www.oca.org/PDF/NEWS/2008/2008-hs-mc-fall-meeting-supplementary.pdf>
- March 31 - April 2, 2008: 2008 Spring Meeting
<http://www.oca.org/news/1537>
- October 17, 2007: Joint Session with OCA Holy Synod of Bishops
- October 16, 2007: 2007 Fall Session
<http://www.oca.org/PDF/NEWS/2007/2007-1016-hsmcminutes.pdf>
- June 12 - 13, 2007: Special Session
<http://www.oca.org/news/1284>

Chapter 6 **Financial Reports**

2009 Independent Auditor's Report

<http://www.oca.org/PDF/NEWS/2010/2010-1028-oca2009auditreport.pdf>

2008 Independent Auditor's Report

<http://www.oca.org/PDF/finances/2008-1231-audit.pdf>

2007 Audit Representation Letter

<http://www.oca.org/PDF/finances/2007-oca-audit-representation-letter.pdf>

Nine Months 2010 Financial Report

<http://www.oca.org/PDF/NEWS/2010/2010-1021-q3financialreport.pdf>

2008 Annual Financial Report

<http://www.oca.org/PDF/finances/2008-financial-report.pdf>

2007 Annual Financial Report

<http://www.oca.org/PDF/finances/2007-oca-financial-statements.pdf>

2009 Final Budget

<http://www.oca.org/PDF/finances/2009-oca-budget.pdf>

Chapter 7

Fiduciary Responsibilities

by Thaddeus Wojcik, OCA General Counsel

No man can serve two masters: for either he will hate the one, and love the other; or else he will hold to the one, and despise the other. Matt 6:24 (KJV)

This article presents an overview of certain legal responsibilities every person assumes, whether they know it or not (and whether they like it or not) when accepting the duty and honor to serve on the Metropolitan Council of the Orthodox Church in America. The same principles apply also to the Holy Synod of Bishops and also to those who serve at the All American Council. This article is not exhaustive, but does illustrate the nature and scope of the serious responsibility to secular law that goes with serving in such capacity. Neither is this article academic, but is intended to be “non-lawyer-friendly,” while still serious. Accordingly, with one exception, no citations to specific statutory or case law are included.

Church, Not Corporation

The Orthodox Church in America (the “OCA”) is the local presence in America of the Universal Church, the mystical Body of Christ to which God sent his Holy Spirit on Pentecost. The OCA, then, is the One, Holy, Catholic and Apostolic Church – She is not an organization or institution as such, and She certainly is not a “corporation.” Accordingly, She can and does trace Her existence organically to the outpouring of the Holy Spirit in an upper room in Jerusalem in or around 33 A.D, and not to the filing of a certificate of incorporation in Albany or to the passage in the early 1970’s of a law by the New York legislature.¹

Although in the world, the Church is not of the world. Although mystical, the Church is also locatable in space and time by reference to her bishops and those who are in communion with the bishops in and through the Church’s sacramental life. And, although mystically the Church’s members are citizens of the heavenly Jerusalem, so long as they are still pilgrims in the world, the members of the so-called “Church militant” are called to obey the secular authorities other than where to do so would be to sin. So, when it seemed good at one time (*e.g.*, 1972) to the members of the Church in America to agree with the State of New York to form and operate a corporation (the New York corporation homonymously named *The Orthodox Church in America*) to administer and effectuate certain temporal aspects of its mission to the world, it became a duty of those Church members who from time to time are set apart to operate this corporation to comply with all applicable laws (except, of course, where to do so would be to sin).

What are Corporations and What Rules Govern Them?

¹ In fact, one need not even look as far back as Pentecost to note a distinction between ecclesiastical body and corporation: autocephaly was granted to *The Orthodox Church in America* two years before her members began to operate a corporation known by the same name.

In New York, a corporation is typically formed when one or more individuals determine to file a properly drafted charter document (called a “certificate of incorporation”) with the Secretary of State and the filing is accepted by the State. For various reasons, however, the OCA was formed in an atypical manner by a special act of the New York legislature. By whatever mechanism formed, however, in a certain respect one can understand a corporation to be no more than a set of papers on file with the relevant governmental authority within the jurisdiction under whose laws it was formed. This understanding, of course, is as impractical as it is insipid. So, the law applies a legal fiction by which a corporation is treated as a “person,” having an existence separate and apart from that of its “members” (however defined) and separate and apart, even, from those natural persons who serve as its officers and directors and act on its behalf. As a person, a corporation has legal rights, interests and obligations; and by and through the decisions and actions of its officers and directors, a corporation may generally buy and sell property, enter into contracts, sue and be sued on those contracts and on other legal rights, be held criminally culpable under certain circumstances, and engage in other activities and enjoy other rights and be subject to other responsibilities.

For purposes of the remainder of this article, references to “the Church” will mean the local presence of the Body of Christ known canonically as *The Orthodox Church in America*; and the term “the OCA” will mean that corporation, having the same name, which was formed in 1972 by the New York legislature and is now operated by members of the Church.

In New York, there are different types of corporations, including business corporations and not-for-profit (“NFP”) corporations. All New York NFP corporations are governed by the *New York Not-for-Profit Corporation Law* (the “NFP Law”). New York also distinguishes among types of NFP corporations, and in particular recognizes religious NFP corporations to the extent of having enacted a distinct set of statutes, codified in the *New York Religious Corporations Law* (the “Rel. Corp. Law”), which apply to those NFP corporations that are formed for religious purposes. The NFP Law and the Rel. Corp. Law both apply to the OCA (with certain exceptions), and to the delegates at its All American Council and to the Metropolitan Council members, and even, when acting in their capacity as trustees of the corporation, the Holy Synod of Bishops. Also applicable is a body of case law that has developed over time by the courts of New York construing and applying the NFP Law and the Rel. Corp. Law in various situations to various religious and other NFP corporations.

In addition to the NFP Law, the Rel. Corp. Law and relevant case law, the OCA is subject to the provisions of the OCA’s charter document (that is, the special act of the New York legislature that brought the OCA into existence) and by-laws (which are denominated as the OCA’s *Statute*), both of which provide additional internal governance rules applicable to the decision-making processes and actions of the OCA and its “fiduciaries.”

Who are “Fiduciaries” and What Are Fiduciary Duties?

Because a corporation, being a legal fiction, cannot actually do anything on its own, its rights are exercised, its interests protected and its obligations satisfied by individuals who serve as its officers and directors, acting in such capacity in the name and on behalf of the corporation. Generally, directors of an NFP corporation (often called “trustees” in the context of a religious corporation), have responsibility for (among other things) the “strategic” oversight of the corporation, including setting corporate policy and long-term goals, approving extraordinary actions and appointing officers, in each case consistent with the corporation’s charter document, its by-laws and all applicable law. Officers, in general, are charged with the day-to-day conduct of the affairs of the corporation consistent with the resolutions of the corporation’s board of trustees, as well as its charter, by-laws and all applicable law.

Officers and trustees, by virtue of their positions, stand in a “fiduciary” relationship with the corporation; that is to say, they are in a position of trust. This means that, when taking actions or making decisions pertaining to the affairs of the corporation, they are strictly held to a rather high standard of care embodied in the law, legally obligating them to place the interests of the corporation before any interests of any other person, including their own.

NFP Law Section 717(a), which applies to the OCA and its fiduciaries, provides that “[d]irectors and officers shall discharge the duties of their respective positions in good faith and with that degree of diligence, care and skill which ordinarily prudent men would exercise under similar circumstances in like positions.” (This rule is similar to, although different from, the correlative rule codified in the New York Business Corporation Law, which may be familiar to some, which applies to business corporations rather than NFP corporations or religious corporations.)

This general rule, of course, has many specific applications. But, the underlying principle can be understood, in a sense, as the foundation on which not only several specific duties rest, but also on which is established the greater portion of the Rel. Corp. Law and the body of case law construing the Rel. Corp. Law and the NFP Law in the context of religious corporations.

Who Are the OCA’s Fiduciaries?

The OCA’s charter document and its Statute (or by-laws) provide a tri-partite internal governance structure for the OCA that is somewhat unique among corporations. The Holy Synod is its “supreme canonical body,” the All American Council (“AAC”) is its “highest legislative and administrative body,” and its Metropolitan Council is its “permanent executive body.”

It is on the shoulders of the Metropolitan Council that much of the decision-making and deliberating responsibility for the OCA falls (even though its decisions ultimately require approval by the Holy Synod), including many important legal and financial responsibilities. The OCA’s by-laws enumerate these duties and, while no decision of the

Metropolitan Council is effective unless and until blessed by the Holy Synod (or the Metropolitan, in some instances), neither the Synod nor the Metropolitan has the legal right or authority to initiate action in any matter that is among the enumerated responsibilities of the Metropolitan Council.

While the authoritative nature of the Holy Synod within the context of the Church necessarily pertains to things canonical, the Statue of the OCA also provides the Holy Synod (or, under some instances, the Metropolitan) with the duty and right to approve the corporate decisions of the Metropolitan Council that are within its competence before any OCA fiduciaries may act upon such decisions. For this and other reasons, the Holy Synod is as subject to the law concerning its decisions and actions as trustees, as are the OCA's other fiduciaries.

While somewhat more removed from these concerns than are the members of the Metropolitan Council and Holy Synod, those serving at the AAC, when making decisions for and on behalf of the OCA, are also fiduciaries of the OCA – trustees, in fact, subject in their decisions and actions to all New York laws applicable to fiduciaries of religious corporations.

The “Business Judgment Rule” – What Is It and Does It Apply to the OCA?

The decisions of directors of corporations, including religious and other NFP corporations, are generally given deference under a principle often called the “business judgment rule.” One important implication of this rule is that courts will not generally substitute their own judgment for the judgment of a corporation's board of directors/trustees. Instead, they acknowledge a presumption favoring the decisions of such boards. However, even the application of this rule requires the absence of self dealing by the trustees. The rule will not be available as a defense for decisions and actions of trustees where they acted other than in good faith and in a manner consistent with (or at least not opposed to) the best interests of the corporation. In other words, put simply (albeit in a rather circular fashion), trustees must act in accordance with their fiduciary duties.

Some Specific Duties

One can categorize or delineate fiduciary duties in a number of ways. However, it may be helpful to view specific duties that are imposed on a person who accepts the responsibility to serve as a corporate officer or trustee as falling within one of two broad, well-known categories of fiduciary obligations: the duty of care and the duty of loyalty.

In the context of the OCA, the duty of care requires members of the Metropolitan Council and the Holy Synod and delegates to the AAC, in general, to exercise diligence and otherwise to make herself or himself aware of all relevant information available before making a decision, and to obtain and use the requisite skills relevant to the actions to be taken by them on behalf of the OCA. The duty of care subsumes certain specific obligations, or specific applications of that duty, in various circumstances. One specific

application that is illustrative of the duty of care is the duty to not waste corporate assets, which would include (but certainly not be limited to) over-compensating employees, overpaying for property, approving unnecessarily lavish corporate retreats, and perhaps even agreeing to a loan with an unjustifiably above-market interest rate. In each of those cases, failing to be properly informed in approving such an action or to obtain relevant skills in effecting such an action would result in a use of corporate funds in excess of that which was necessary and which otherwise would not have been expended.

The duty of care does permit members of the Metropolitan Council to rely on information presented by the OCA's officers, other trustees or employees if she or he believes (reasonably) that the person on whose information the Metropolitan Council member is relying is both reliable and competent in the matter with respect to which the information relates; such reasonableness would, of course, preclude relying on someone known to have an interest in the matter. Members of the Metropolitan Council may also rely on legal counsel, public accountants and other professionals in matters which they believe (reasonably) to be within the scope of the expertise of such professionals. And, further, a member of the Metropolitan Council may rely on committees of the Metropolitan Council on which such trustee does not serve regarding matters pertaining to the authority of such committee.²

The duty of loyalty comprises a number of other distinct duties, but may generally be understood as requiring the Metropolitan Council (and Holy Synod and AAC) members to be loyal to the OCA (the corporation) above all others and to its temporal interests above all else (subject to the Christian duty to not sin, of course). Implicit in this is a duty to avoid self dealing in transactions involving the OCA or its assets, to not usurp corporate opportunities, and to not divert corporate assets to the personal use of anyone (regardless of motive, intent or "good will").

Also implicit in the duty of loyalty is a duty to avoid conflicting interests and conflicting duties – in other words, to avoid serving two masters. In the event that a Metropolitan Council (or Holy Synod or AAC) member would otherwise be involved in a decision-making process, or in carrying out a decision or otherwise acting on behalf of the OCA, concerning a matter as to which she or he would have (or even may possibly come to have) a personal interest, then that member must recuse herself or himself from such process or decline to otherwise act in such matter, and may be required to disclose the actual or potential conflict. Similarly, if such a member, by acting on behalf of the OCA in a certain matter, would necessarily be in breach of a duty to another corporation, that member would be required to recuse herself or himself from the decision-making process and from acting on behalf of the corporation concerning the matter.

A conflicting interest, by the way, need not be monetary; it can be any other matter in which a person has any personal, financial, reputational, or other private interest distinct from the specific interest of the OCA that would (or might) impair independent judgment

² A trustee would not be deemed to be acting in good faith if she or he has knowledge concerning the matter in question that would cause reliance on any such officer, director, employee, professional or committee to be unwarranted.

or otherwise influence decisions made or actions taken regarding the affairs of the OCA. It might include, for example, a refusal by a trustee to cooperate in an investigation in which the OCA has an interest due to her or his desire to avoid publicity, or even to avoid personal inconvenience, or a decision made in order to avoid embarrassing oneself or even another (however understandable or compelling the urge to do so may be). In any such case, the person with the conflict must recuse herself or himself from the decision making process or from taking such action, and perhaps disclose the nature of, or even the details concerning, the conflict. Where a conflict is ongoing or a given conflict was resolved in favor of one other than the OCA, resignation or removal of the individual with the conflict might even be appropriate.

With respect to the duty of care, the OCA's fiduciaries should bear in mind that there is a clear distinction between errors in judgment and willful or even negligent blindness. Mere errors in judgment would likely not constitute a breach of the fiduciary duty of care. But, a Metropolitan Council member would arguably not be excused from a breach for failure to have known or discovered that which was reasonably knowable to or discoverable in the diligent discharge of her or his duties. Turning a blind eye is, perhaps, an obvious example; but, failure to know that which would have been known had a person done what she or he was called to do (for example, attend meetings regularly or read the minutes of meetings not attended or become familiar with the substance of the OCA's charter and by-laws) results in a breach of duty to the OCA as well.

Similarly, good faith is not synonymous with a "godly" motive or altruistic intent. In fact, good faith – which seems, at first, to be a purely subjective concept – is limited. The feelings or desire to do good are not necessarily sufficient to constitute good faith. Instead, good faith is determined by reference both to the individual's belief as well as to the nature of the relevant action. For example, the intent behind the use of some funds whose donation was known to have been dedicated for the renovation of the iconostasis in the Chancery's chapel in order to pay a local priest's salary, or to fix the Chancery roof or pay its utilities, or to help a local soup kitchen, or to pay an indigent's medical bills, would be immaterial to the issue of good faith – the use of the funds itself other than for their dedicated purpose evidences a lack of good faith with respect to their wrongful allocation. The reason, of course, is that dedicated funds do not belong to the Metropolitan Council or to Metropolitan or the Holy Synod or the Chancellor or treasurer or other officer or anyone else; in fact, one can understand that they belong to the OCA only to the extent they are used in accordance with the donor's wishes. The donor's faith in the OCA and trust of those charged with conducting its affairs were the reason the donor gave up her or his money in the first place.

Other Relevant Concerns

While no Metropolitan Council or Holy Synod member or AAC delegate needs to become an expert on the entire substance of or the public policies underlying the NFP Law and the Rel. Corp. Law, it is helpful for them, as fiduciaries of a New York religious corporation, to bear in mind several specific principles, public policies and legal issues.

The primary purpose of the Rel. Corp. Law is to provide for the orderly administration of funds and other properties entrusted to the use of religious groups and to protect these funds from being diverted from the intended beneficiaries or otherwise exploited by those to whom they are entrusted. To that end, New York law provides in general that no individual acting alone, and no group of individuals – neither a Metropolitan Council member, nor the Chancellor, nor any other officer, nor even the Metropolitan or the Holy Synod itself – has the authority to make or authorize acts binding on the corporation. Only the board of trustees – the Metropolitan Council with the approval of the Holy Synod – acting as such, has the authority to act on behalf of the “OCA-as-corporation.” Moreover, relevant New York case law has provided that all persons are deemed to be on notice of this restriction on the authority of individual fiduciaries or groups other than the board of trustees; a person is not permitted the defense of having acted in good faith in any transaction that purports to have been negotiated on the apparent authority of, for example, a Metropolitan, or a Chancellor, or even the Holy Synod or any administrative, executive or finance committee. This imputation of notice is not limited to lawyers or other professionals or to officers and trustees but applies generally to everyone, whether they actually are aware of the limitation or not.

Certain exceptions to this rule do apply, however. For example, where, by resolution of the Metropolitan Council approved by the Holy Synod, a committee of the Metropolitan Council is formed for a specific purpose, that committee may bind the OCA to the extent permitted by the enacting resolution. As well, the day-to-day affairs of the OCA in the ordinary course of business require executive officers to act with a certain degree of binding authority, such as in retaining waste management or grounds-keeping services or for contracting for necessary repairs and maintenance of the Chancery property or for incurring necessary and reasonable travel expenses or paying for business telephone charges. It would not include, for example, the authority to retain legal counsel or to initiate or settle litigation or to purchase, sell or mortgage real estate. Authority to bind the OCA to obligations other than in the ordinary course rests solely with its board of trustees.

But, What About the Hierarchy? And Why Does the State Meddle in Church Affairs?

None of the principles discussed in this article do violence to the Orthodox understanding of hierarchical authority in the context of the Church, or to any First Amendment or other federal or state constitutional concerns. This, of course, is because the corporation formed by the Church’s members is distinct from the Church, pertaining only to those temporal aspects of the Church that its members determined to be appropriately administered by and through a corporate entity. New York recognizes this. No matter of spiritual discipline, worship, doctrine, custom, ecclesiastical protocol or other purely religious concern is subject to the State’s authority. However, because of the purpose of the Rel. Corp Law – to provide for the administration and protection of funds and properties entrusted to religious groups – and because of the agreement to operate a corporation to obtain certain benefits from the State, the conduct of the corporate (versus religious) affairs of the entity must be in accordance with applicable law.

But, Why So Complex?

Human nature has resulted in a complex labyrinth of laws in all aspects of human society. Where there is a will (to do wrong) there is a way (to skirt a law). So, while a simple, fundamental statement of ethics or morals would likely be sufficient for a well-intentioned person to act in a fiduciary capacity, such a simple structure would be readily circumvented by the charming, crafty and cunning. So, not only is there a rather detailed code of rules set forth in the NFP Law and the Rel. Corp. Law, there is also a regularly growing body of case law interpreting and applying those statutes in various circumstances. The law (just like self interest) is like a rubber band, being ever stretched to fit newly devised expressions of the timeless battle of right versus wrong. It is interesting to suppose, however, that at their heart, so many of the laws, rules, public policies, regulations, best practices and accountability standards that apply to religious corporations have their source in the same Lawgiver whose simple precepts we learned in Sunday School and during sermons: don't lie; don't cheat; don't steal; honor your promises; be wise as serpents but harmless as doves; and repent. It really is that simple, if you want it to be.

* * *

Let every person be subject to the governing authorities; for there is no authority except from God, and those authorities that exist have been instituted by God. Therefore, whoever resists authority resists what God has appointed, and those who resist will incur judgment. For rulers are not a terror to good conduct, but to bad. Do you wish to have no fear of the authority? Then do what is good, and you will receive its approval; for it is God's servant for your good. But if you do what is wrong, you should be afraid, for the authority does not bear the sword in vain! It is the servant of God to execute wrath on the wrongdoer. Therefore, one must be subject, not only because of wrath but also because of conscience.

Rom 13: 1-5 (RSV)

Appendices

1. The New York State Charter of the OCA
<http://www.oca.org/PDF/official/ocacharter.pdf>
2. New York Law: Religious Corporations: Article 5-c "Churches of the Orthodox Church in America"
<http://www.oca.org/PDF/official/ny-religious-corporations-5c-oca.pdf>
3. The Statute of the Orthodox Church in America (complete)
<http://www.oca.org/DOCindex-statute.asp?SID=12>
4. Minutes of last All-American Council
<http://www.oca.org/PDF/15thAAC/15AAC.minutes.pdf>
5. Generic Non-Profit Governance Responsibilities: "Principles for Good Governance and Ethical Practice: A Guide for Charities and Foundations"
<http://www.nonprofitpanel.org/>
6. IRS Tax Guide for Churches and Religious Organizations
<http://www.irs.gov/pub/irs-pdf/p1828.pdf>
<http://www.irs.gov/charities/churches/index.html>
7. Annotated Bibliography (Internet links)
 - a. Strategic planning
http://managementhelp.org/plan_dec/str_plan/str_plan.htm
 - b. Finance/ Accounting
http://managementhelp.org/finance/np_fnce/np_fnce.htm
 - c. Fund Raising
<http://www.archrespice.org/archfs6.htm>
http://managementhelp.org/fndrsng/np_raise/np_raise.htm
 - d. Creating a Strong Board Team
http://www.boarddevelopment.org/en/1/create_board.aspx