

Vestry and Special Vestry Meetings

In recent weeks, many parishes have been asking how they can hold their vestry meetings or special vestry meetings, given the restrictions on public gatherings and requirements for physical distancing during the COVID-19 pandemic.

The Government of Ontario issued the *Emergency Management and Civil Protection Act* (Emergency Order) retroactive to March 17, 2020 to temporarily suspend and replace various provisions of the *Ontario Corporations Act* (OCA) that relate to members' and directors' meetings. One key area for parishes is that the Emergency Order allows for meetings to be held virtually.

Annual Meeting

Canon 14 sets out the rules concerning the formation of vestries and how vestries govern themselves. It also sets out the requirement for annual meetings, the agenda for those meetings and the annual audit of the accounts. It makes provision for special meetings of vestries and details vestry's roles in the oversight of work carried out within the congregation:

- The vestry has the power to make bylaws for the management of the congregation or parish to which it belongs (as long as those bylaws do not contradict the canons or policies of the Anglican Church of Canada, the Ecclesiastical Province of Ontario, the Diocese of Toronto or government laws).
- Care of church property is the joint responsibility of the Incumbent and Churchwardens. However, the vestry must cover all costs associated with the use of property.
- The vestry governs all organizations in a congregation having as their main purpose the raising and spending of money. Each organization must report to vestry at least annually.
- At the annual meeting, the vestry, among other things, elects one of the two Churchwardens and the lay member(s) who will represent the vestry at diocesan Synod. It will also adopt the Churchwardens' financial report and a budget for the ensuing year and appoint auditors.

Vestries are required to meet at least annually to take care of the business of the congregation or parish. Under the OCA, a congregation must hold its vestry meeting within 15 months of its last vestry meeting, and within 6 months of its last financial year end. The Emergency Order provides a 90 day extension for the holding of an AGM, which would otherwise be required to be held during the "period of the declared emergency." The vestry meeting must instead be held within 90 days of the termination of the emergency.

In view of the declared state of emergency relative to COVID-19, the following advice is being provided:

- Since it is currently forbidden to hold in-person meetings of more than 5 people, the Incumbent and Churchwardens will need to decide the best method of holding the meeting. Only while the emergency measures are in place may this be by videoconference or teleconference. Recommended options to consider include [Zoom](#) and [Bell Teleconferencing](#). The method selected must have the option to have an audio recording available following the meeting. There may be costs associated with using these services. You are encouraged to research which option is best suited to the needs of your parish.
- Notice of the annual meeting of Vestry or a Special Meeting of Vestry must be given during prerecorded services that are broadcast or live stream worship on the next two preceding Sundays. In addition, notice should be communicated to all parishioners through a

combination of email (using blind copy so privacy laws are not breached), phone calls, text messages and postings on the parish website. The Incumbent and Churchwardens shall attempt to reach all parishioners individually using all reasonable means available. A written record must be maintained of the steps taken to reach each person on the vestry list. Where contact is acknowledged by a member of vestry, a record must be kept of that acknowledgement.

- The Vestry List should be made available by being posted on the parish website, or provided upon request, at least two weeks prior to the scheduled meeting. If the Vestry List was posted prior to the COVID-19 pandemic, it should be updated if necessary and reposted.
- As usual, a record of the meeting (minutes) including a list of participants will need to be kept.
- Voting can be managed using the raise/lower virtual hand if using Zoom and by taking a roll call if using Bell Teleconferencing. If it makes more sense, votes can be taken in the negative. Should it be requested, it is not possible in these circumstances to take confidential votes. A member will be considered to be present at a meeting if the member establishes a communication link to, or votes at, the meeting.
- Prior to the actual meeting, it is strongly recommended that the parish leadership hold a practice meeting.

If you need help with technology, there are coaches available to assist you; please contact the [Congregational Development](#) department at the Diocesan Centre.

Following the meeting, please complete and submit copies of the *Incumbent's Annual Statistical Return* and *Churchwardens' Parochial Return* if you have not already done so.