



THE EPISCOPAL CHURCH

THE DOMESTIC AND FOREIGN MISSIONARY SOCIETY
OF THE PROTESTANT EPISCOPAL CHURCH IN THE UNITED STATES OF AMERICA

FOUNDED 1821 • INCORPORATED 1846

Adopted on: Jan 25, 2021

ECEC 32 Treasurer Authorized to Renegotiate Bank Loan

The following is a true copy of a Resolution adopted by the Executive Council at its meeting from January 22 – 25, 2021, at which a quorum was present and voting.

Resolved, That the Executive Committee of Executive Council authorizes the Treasurer of the Domestic & Foreign Missionary Society (DFMS) to modify the current agreement with U. S. Bank (Bank) to renegotiate the current term loan outstanding in the principal amount of \$20,802,800 as follows:

- a) Extend the term for five years ending January 23, 2026 with
- b) An effective fixed interest rate below the current 3.19% per annum

and be it further

Resolved, That the Treasurer is authorized to incorporate an interest rate swap or similar derivative instrument to reduce the effective fixed interest rate further; and be it further

Resolved, That the Treasurer is hereby authorized, empowered and directed to take such further action on behalf of DFMS as they deem necessary to effectuate the foregoing.

The Rev. Canon Michael Barlowe
Secretary of Executive Council and
The Domestic and Foreign Missionary Society
of the Protestant Episcopal Church in the United States of America

AMENDMENT NO. 10

Dated as of January 23, 2021

to and under

Amended and Restated Credit Agreement

Dated as of April 8, 2014, as Amended

Each of THE DOMESTIC AND FOREIGN MISSIONARY SOCIETY OF THE PROTESTANT EPISCOPAL CHURCH IN THE UNITED STATES OF AMERICA and U.S. BANK NATIONAL ASSOCIATION agree as follows:

1. Credit Agreement. Reference is made to the Amended and Restated Credit Agreement, dated as of April 8, 2014, between The Domestic and Foreign Missionary Society of the Protestant Episcopal Church in the United States of America (the “Borrower”) and U.S. Bank National Association (the “Lender”), as amended by Amendment No. 1, dated as of July 23, 2014, between the Borrower and the Lender, as further amended by Amendment No. 2 dated as of July 22, 2015, between the Borrower and the Lender, as further amended by Amendment No. 3 dated as of August 31, 2016, between the Borrower and the Lender, as further amended by Amendment No. 4 dated as of September 5, 2017, between the Borrower and the Lender, as further amended by Amendment No. 5 dated as of November 6, 2017, between the Borrower and the Lender, as further amended by Amendment No. 6 dated as of August 29, 2018, between the Borrower and the Lender, as further amended by Amendment No. 7 dated as of August 29, 2019, as further amended by Amendment No. 8 dated as of August 27, 2020, and as further amended by Amendment No. 9 dated as of November 30, 2020. between the Borrower and the Lender (said credit agreement, as so amended, and as may be further amended, supplemented, or modified from time to time, including by Amendment No. 9, the “Credit Agreement”). Terms used but not defined in this Amendment No. 10 (the “Amendment”) are used herein within the meaning ascribed to them in the Credit Agreement.

2. Amendments.

(a) On and after the Effective Date (as defined below), the definition of “Term Loan Termination Date” in Section 1(a) of the Credit Agreement is hereby deleted and the following substituted therefor:

“Term Loan Termination Date” means January 23, 2026.

(b) Paragraph (c)(i)(A) of Section 2.1 of the Credit Agreement is amended by deleting said paragraph in its entirety and replacing it with the following:

(c) (i) (A) Subject to Section 2(c)(i)(B), the unpaid principal balance of each Revolving Credit Loan will bear interest at an annual rate equal to 0.75% plus Adjusted LIBOR and the unpaid principal balance of the Term Loan will bear interest at an annual rate of 1.15% plus Adjusted Term Loan LIBOR. The Lender’s internal records of applicable interest rates shall be determinative in the absence of manifest error.

(bc) Section 2(o) of the Credit Agreement is hereby deleted and the following substituted therefor:

If the Lender has determined that (a) the one-month LIBOR (as used to determine Adjusted LIBOR and Adjusted Term Loan LIBOR) is no longer available, either because (i) one-month LIBOR is not being quoted or published, (ii) any relevant agency or authority has announced that one-month LIBOR will no longer be published or is no longer representative, or (iii) any similar circumstance exists such that one-month LIBOR has become unavailable or ceased to exist, or (b) similar loans are being documented with a replacement rate to one-month LIBOR, the Lender may, in its discretion, replace one-month LIBOR with a replacement rate (which may include a successor index and a spread adjustment), taking into consideration any selection or recommendation of a replacement rate by any relevant agency or authority and evolving or prevailing market conventions. In connection with the selection and implementation of any such replacement rate, the Lender may make any technical, administrative or operational changes that the Lender decides may be appropriate to reflect the adoption and implementation of such replacement rate. The Lender does not warrant or accept any responsibility for the administration or submission of, or any other matter related to, one-month LIBOR or with respect to any alternative or successor rate thereto, or replacement rate thereof, including without limitation whether any such alternative, successor or replacement rate will have the same value as, or be economically equivalent to, one-month LIBOR. The Lender's internal records of applicable interest rates shall be determinative in the absence of manifest error.

(ed) Section 5(b)(iv)(B) is hereby deleted in its entirety.

3. Continuing Effect of Credit Agreement. The provisions of the Credit Agreement, as amended by the amendment in Section 2 hereof, are and shall remain in full force and effect and are hereby in all respects confirmed, approved and ratified.

4. Representations and Warranties. In order to induce the Lender to agree to the amendments contained herein, the Borrower hereby represents and warrants as follows:

(a) The Borrower has the power, and has taken all necessary action to authorize it, to execute, deliver and perform in accordance with their respective terms, this Amendment and the Credit Agreement as amended by this Amendment. This Amendment has been duly executed and delivered by a duly authorized officer of the Borrower and is, and the Credit Agreement as amended by this Amendment is, the legal, valid and binding obligation of the Borrower enforceable in accordance with its terms.

(b) Each of the representations and warranties set forth in Section 5 of the Credit Agreement, after giving effect to this Amendment, shall be made at and as of the Effective Date, except to the extent that any such representations or warranties are made as of a specified date or with respect to a specified period of time, in which case such representations and warranties shall be made as of such specified date or with respect to such specified period.

(c) Each of the conditions to effectiveness set forth in Section 5 hereof has been satisfied or waived.

5. Conditions to Effectiveness. This Amendment shall be effective as of the date first written above, but shall not become effective as of such date until the date (the "Effective Date") that the Lender, in its sole discretion, shall have determined that each of the following conditions has been satisfied or waived:

The Lender shall have received each of the following in form and substance satisfactory to it:

(i) this Amendment duly executed by the Borrower and the Lender; and

(ii) such other information, documents or materials as the Lender may have reasonably requested.

6. Governing Law. This Amendment shall, pursuant to New York General Obligations Law 5-1401, be construed in accordance with and governed by the law of the State of New York.

7. Counterparts. This Amendment may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto were upon the same instrument.

8. Headings. Section headings in this Amendment are included herein for convenience and reference only and shall not constitute a part of this Amendment for any other purpose.

[Signature page follows.]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed by their duly authorized officers all as of the Effective Date.

THE DOMESTIC AND FOREIGN MISSIONARY
SOCIETY OF THE PROTESTANT EPISCOPAL
CHURCH OF THE UNITED STATES OF AMERICA

By: _____
N. Kurt Barnes
Treasurer & CFO

U.S. BANK NATIONAL ASSOCIATION

By: _____
Katherine K. Miller
Senior Vice President

[Signature page to Amendment No. 10 to and under
Amended and Restated Credit Agreement dated as of April 8, 2014, as amended]

Summary report:	
Litera® Change-Pro for Word 10.8.2.10 Document comparison done on 1/6/2021 9:12:42 AM	
Style name: MVASet	
Intelligent Table Comparison: Active	
Original DMS: dm://CHAR1/1773824/3	
Modified DMS: dm://CHAR1/1773824/4	
Changes:	
<u>Add</u>	5
Delete	2
Move From	0
<u>Move To</u>	0
<u>Table Insert</u>	0
Table Delete	0
<u>Table moves to</u>	0
Table moves from	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
Total Changes:	7



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Adopted on: Jan 25, 2021

FIN 106 CCSR Advocacy Work for 2020-2021

The following is a true copy of a Resolution adopted by the Executive Council at its meeting from January 22 – 25, 2021, at which a quorum was present and voting.

Resolved, That the Executive Council, meeting via Zoom in October 2020 approves the 2020-2021 corporate advocacy plan outlined by the Committee on Corporate Social Responsibility (CCSR) as attached which includes dialogues, letter writing, in person and Zoom meetings with the named companies, shareholder resolutions and companies recommended for the No Buy List (Attachment 1); and be it further

Resolved, That CCSR, the Treasurer and the Director of Government Relations are authorized to take actions necessary to implement the CCSR advocacy plan for 2020-21; and be it further

Resolved, That the Treasurer is directed to file shareholder resolutions with companies listed below, substantially in the form attached (Attachment 2) but subject to pertinent revisions based on updated information on targeted companies in coordination with the Interfaith Center on Corporate Responsibility, and appropriate review by the Chief Legal Officer that the language conforms with regulations of the U.S. Securities and Exchange Commission:

- Request United Airlines to report on their efforts to curtail labor trafficking in its supply chain and sex trafficking;
- File shareholder resolutions with one or both Trip Advisor and Chevron, requesting a report on the company's impact in areas of conflict where violations of international law and human rights have been identified, with attention to Chevron on its oil exploration in the Eastern Mediterranean off the coast of Israel and the Gaza Strip and elsewhere;
- File resolutions with one or both of Johnson and Johnson and Walgreens requesting information on how they market or promote the use of their opioid drugs that can lead to addiction;
- File a shareholder resolution with Sturm Ruger requesting adoption or compliance with human rights principles in their business planning and operations and report on their efforts to minimize criminal uses of their products;
- File shareholder resolutions with one or both of Phillips 66 and Valero asking the companies to adopt science based targets for reducing methane emissions;
- File shareholder resolutions with one or more of the following companies: FLIR, Chewy and General Dynamics, asking the companies to appoint a sustainability expert to their boards of directors;
- File a shareholder resolution with Sketchers asking the company to add a person of color and/or a woman to its board of directors; and be it further

Resolved, That Council, at the recommendation of CCSR, adds Leumi Bank and DXC to the Human Rights No Buy List, having

determined that the companies have met the criteria of the DFMS Human Rights investment screen of supporting and benefiting from human rights violations in the Occupied Palestinian Territories as defined in international law; and be it further

Resolved, That Saudi Arabia Oil Company (“Aramco”) be added to both the Fossil Fuels No Buy List and the Human Rights No Buy List.

A handwritten signature in black ink that reads "Michael Barlowe". The signature is written in a cursive style with a long, sweeping underline.

The Rev. Canon Michael Barlowe

Secretary of Executive Council and

The Domestic and Foreign Missionary Society

of the Protestant Episcopal Church in the United States of America

Attachment 1: Corporate Advocacy Plan 2021

Shareholder Advocacy

D = dialogue R = potential resolutions L = letter Red= New Company SO=sign on letters

Note 1: The 17 Sustainable Development Goals adopted by the United Nations in 2015 and by General Convention in 2018 are listed below and incorporated into this Plan because they are pertinent to a broad swath of TEC’s mission and apply across the board to CCSR’s work in socially and environmentally responsible investing.

Note 2: CCSR receives many opportunities to sign onto letters that address corporate social responsibility on issues related to Church policy and determines whether to sign such letters after consultation with the Director of Government Relations who monitors the Church’s social policies.

Note 3: CCSR regularly reviews the companies on the DFMS No Buy Lists and may recommend the addition or deletion of companies there listed based on the criteria of each investment screen as determined by General Convention and /or Executive Council. The No Buy lists include Tobacco, Private Prisons, Military Defense Contracting, Human Rights and Fossil Fuels.

Category: Human Rights

Issue: Human Trafficking (both Sex Trafficking and Labor Trafficking)

Sex Trafficking Objectives	2020 Company Engagements	DFMS Contact Name and email	2021 Company Engagements
❖ Engage travel companies such as hotel, airline and trucking companies on compliance with best practice standards to mitigate labor trafficking, and child and women sexual trafficking.	United (12/13/19) D Marriott (12/12/19) D Delta (1/10/20) D	Brian grievsbrian@gmail.com Bill wbm@cherubim.net	United (airline) (12/10/20) D, R Delta (airline) (1/7/21) D McDonalds (fast food) (12/10/20) D, R
TEC Policy - Human Trafficking - Resolutions: o 2012 D042 Fight Human Trafficking o 2009-A167 Support Actions to Protect Victims of Human Trafficking 2018-C032 Against Human Trafficking and support Code of Conduct for the Protection from Sexual Exploitation in Travel and Tourism” adopted by ECPAT (End Child Prostitution and Trafficking)			

Labor Trafficking in Workplace & Supply Chain Objectives	2020 Company Engagements	DFMS Contact Name and email	2021 Company Engagements
❖ Engage companies on efforts to ensure compliance with human rights standards in their own workforce, supply chains, including outsourced labor brokers, requirements in subcontractor contracts, compliance audits and performance/improvement measurement.	United (12/13/19) D R Marriott (12/12/19) D Delta (1/10/20) D Kraft Heinz (11/19/19) D R	Brian grievsbrian@gmail.com Bill wbm@cherubim.net	United (airline) (12/10/20) D Delta (airline) (1/7/21) D Kraft Heinz (food production) (11/27/20) D McDonalds (fast food) (12/10/20)

			D
TEC Policy			
<ul style="list-style-type: none"> ○ 1994-D015 Reaffirm Support for Human Rights: “civil rights and political freedom are the universal bedrock of any meaningful scheme of human rights” ○ 2012-A012 Urge Governments to Follow Principles in Adopting Trade Policies: “That trade should respect and enrich rather than undermine local economies, cultures and peoples”. ○ 2012-A131 Express Solidarity with Indigenous Peoples: “make protection of the rights of Indigenous Peoples a high priority in its advocacy about United States foreign policy, including advocacy about trade agreements, human rights advocacy, and international environmental protection” 			
2018-B026 Embracing the United Nations Sustainable Development Goals			

Issue: Israel/Palestine

Objectives	2020 Company Engagements	DFMS Contact Name and email	2021 Company Engagements
<ul style="list-style-type: none"> ❖ Engage companies operating in areas of civil and/or labor strife or racial disparagement (e.g., Democratic Republic of Congo, Israel/Palestine, Peru, Indonesia, and U.S.) on due diligence processes <i>and/or enhancing their capacity to deal with potential human rights violations, in either case to help assure</i> they are not directly or indirectly financially benefiting armed groups or engaged in repressive practices impacting indigenous peoples. ❖ Develop Human Rights Screen for Israel/Palestine and conflict affected areas such as Burma/Myanmar, Xinjiang, Sudan etc. 	Booking Holdings (12/25/19) D Booz Allen (2/14/20) L, D, R Caterpillar (1/4/20) R Heidelberg Cement (TBD German filing) L, D, R Motorola (11/29/19) R TripAdvisor (12/28/19) L, D	Brian grievesbrian@gmail.com Byron- Burma byronrushing@comcast.net John- China jtaylor@ladiocese.org Bill wbm@cherubim.net	ABB Group (electrical equipment) (Foreign) D Bookings (travel) (12/25/20) D Booz Allen Hamilton (management consulting) (3/1/21) D Chevron (Noble) (integrated oil & gas) (12/8/20) D, R Cisco Systems (technology) (6/24/20) D Expedia Group (travel) (12/30/20) D General Mills (food production) (4/12/21) D HeidelbergCement (cement) (Foreign) D Siemens (technology) (Foreign) D Trip Advisor (travel) (12/25/20) D, R
TEC Policy			
<ul style="list-style-type: none"> - General Convention Resolutions: <ul style="list-style-type: none"> ○ 2018-B016 Join ELCA and Develop Human Rights Screen in Israel/Palestine conflict ○ 2018-D068 Develop Procedures for deciding to engage or establish No Buy List (divest) from companies ○ 2003-D008 Urge Israel to End Policy of Demolition of Palestinian Homes ○ 2003-D081 Oppose Construction of the Israeli Security Wall ○ 1997-A107 Recognize Jerusalem as the Capital of Both Israel and Palestine 			
1994-D065 Recognize Illegality of Israeli Settlements in Gaza and the West Bank			

Issue: Immigration/Refugees/Migration

Objectives	2020 Company Engagements	2021 Company Engagements
❖ Engage companies that employ migrant workers (documented and undocumented) or in their supply chain, based on issues such as fair treatment, adequate health care, wage theft, job training, child labor or other labor/human rights issues in companies and/or their supply chains.	Sign on letters as appropriate, company letters and dialogues with companies to be determined	Sign on letters as appropriate, company letters and dialogues with companies to be determined
❖ Divest from private prisons with immigrant facilities on human rights policies, implementation, and disclosure with implementation metrics.	Sign on letters as appropriate	Sign on letters as appropriate
❖ Engage companies on advocating for just immigration reform in the United States.	Sign on letters as appropriate	Sign on letters as appropriate
<p>TEC Policy: Immigration and Refugees</p> <ul style="list-style-type: none"> - Resolutions: <ul style="list-style-type: none"> o 2012-A012 Urge Governments to Follow Principles in Adopting Trade Policies: “every human being’s right to the basic necessities of life, as well as a right to work, to receive just wages and benefits, to experience decent and just working conditions, and to organize and join labor associations” o 2015-C048 Support Living Wage and Increase in the Minimum Wage o 2015-D067 Divest from Private Corporations in the Prison Business o 2009-B006 Advocate for Immigration Reform o EXC102014.34 Instructions for Shareholder Resolutions: Executive Council opposing private prisons: “the Executive Council of The Episcopal Church declare its opposition to for-profit prisons and detention centers, which often set occupancy or “bed” quotas, capitalizing on the criminal, civil, or immigration incarceration of individuals” and “the Executive Council of The Episcopal Church directs the Treasurer to avoid investment in companies that own and operate for-profit prisons and detention centers.” o 2018 General Convention A178 Halt the Intensification and Implementation of Immigration Policies and Practices that are Harmful to Migrant Women, Parents and Children <p>2018 General Convention D009 Christian Principles for Responding to Human Migration</p>		

Issue: Rights of Indigenous Cultures and Communities

Objectives	2020 Company Engagements and DFMS Contact Name and email	2021 Company Engagements
<ul style="list-style-type: none"> ❖ Improve transparency and reporting on current practices, implementation of best practices and industry standards, human rights impact assessments and community development and impacts. ❖ Assess company risks related to conflict minerals, and the environmental and public health impacts. ❖ Ensure community impact of company operations on socio-economic-environmental concerns are assessed (especially in water-stressed areas), including impact on the most vulnerable such as: women, indigenous persons, and people who are impoverished. 	Sign on letters as appropriate	Sign on letters as appropriate
<ul style="list-style-type: none"> ❖ Engage pipeline companies to ensure free prior informed consent (FPIC) is used in siting projects, and obtaining community consent during entire project with a special focus on indigenous communities. 	Sign on letters as appropriate Brian grievesbrian@gmail.com	Sign on letters as appropriate
<ul style="list-style-type: none"> ❖ Engage financial institutions to ensure policies address socioeconomic and environmental concerns, particularly climate and fresh water resources, as well as pipeline financing in their lending practices. In addition, engage asset managers on their proxy voting practices. 	Sign on letters as appropriate Bill wbm@cherubim.net	Sign on letters as appropriate
<p>TEC Policy: Human Rights</p> <ul style="list-style-type: none"> ○ 1994-D015 Reaffirm Support for Human Rights: “civil rights and political freedom are the universal bedrock of any meaningful scheme of human rights” ○ 2012-A012 Urge Governments to Follow Principles in Adopting Trade Policies: “That trade should respect and enrich rather than undermine local economies, cultures and peoples”. ○ 2012-A131 Express Solidarity with Indigenous Peoples: “make protection of the rights of Indigenous Peoples a high priority in its advocacy about United States foreign policy, including advocacy about trade agreements, human rights advocacy, and international environmental protection” ○ 2018-B026 Embracing the United Nations Sustainable Development Goals <p>TEC Policy: Environmental Protection of local communities, including Indigenous peoples</p> <ul style="list-style-type: none"> - Resolutions: <ul style="list-style-type: none"> ○ 2012-B023 Seek Environmental Justice ○ 2015-C013 Oppose Environmental Racism - The Executive Council resolutions on the Dakota Access pipeline relate to support for the protest – I don’t know if this covers the broader question of pipelines. <ul style="list-style-type: none"> ○ EXC102016.29 Support for Peaceful Protest at Standing Rock Sioux Reservation <p>2015-C013 Oppose Environmental Racism</p>		

Category: Health and Health Care

Issue: Opioid Epidemic

Objectives	2020 Company Engagements	2021 Company Engagements
<ul style="list-style-type: none"> ❖ Engage opioid manufacturers and distributors about their corporate policies on the marketing or promotion of drugs that lead to addiction and how the company takes responsibility for these practices. ❖ Engage pharmaceutical companies that manufacture antidotes to opioids about their pricing practices. 	<p>Sign on letters as appropriate D when possible R when advisable</p>	<p>Johnson & Johnson (pharma) (11/11/20) D, R Walgreens-(retailer) (8/12/20) D, R</p> <p>AbbVie, (pharma) (11/25/20) D Viatris (f/k/a Mylan) (pharma) (2/8/21) D</p>
<p>TEC policy: Health Care in the U.S.</p> <ul style="list-style-type: none"> - Resolutions <ul style="list-style-type: none"> o 2018-C037 Response to Opioid Epidemic o <i>2017 That the Executive Council of the Episcopal Church meeting in San Juan, Puerto Rico June 9-11, 2017 urges strong action to combat the epidemic of prescription opioid drug abuse, heroin use, and overdose deaths in the United States; and be it further Resolved, That the Executive Council acknowledges the role that prescription opioids play in leading to heroin addiction and the abuse of other synthetic opioids and calls on Episcopalians to advocate for a coordinated public health, law enforcement, and legislative response to eradicate opioid abuse and care for those affected by the disease of addiction; and be it further Resolved, That the Executive Council calls for the decriminalization of addiction and recognizes that prior efforts of criminalizing drug addiction has had profound impacts on incarceration, particularly of persons of color.</i> 		

Issue: Gun Safety

Objectives	2020 Company Engagements	DFMS Contact Name and email	2021 Company Engagements
<ul style="list-style-type: none"> ❖ As a public health issue, engage gun manufacturers to adopt more smart technologies for weapons and retailers to restrict which weapons they sell and under what conditions; engage both to adopt the Sandy Hook Principles, which protect the rights of gun ownership and the rights of citizens to be safe and secure; and to report on their lobbying activities and expenses for gun rights. ❖ Determine when to invest in gun manufacturers to change corporate behavior ❖ Engage industries such as credit card companies, shipping companies, and financial institutions on their impact on the epidemic of gun violence in the U.S 	<p>American Outdoor Brands (4/16/20) R (now Called Smith and Wesson) Dicks (1/2/20) D Olin- (11/12/19) DR Sturm Ruger (11/28/19) R</p>	<p>Doug dfisher@diocesewma.org Bill wbm@cherubim.net Brian grievesbrian@gmail.com</p>	<p>Olin (ammunition) (11/27/20) D Sturm Ruger (firearms) (12/4/20) D, R Smith & Wesson (AOBC) (firearms) (TBD) D</p> <p>UPS (shipping) (11/20/20) D Visa (credit cards) (8/7/20) D Mastercard (credit cards) (12/30/20) D</p>
<p><i>TEC Policy:</i> 2018 B007 <i>Ethical investing in gun manufacturers Resolved</i>, the House of Bishops concurring, That the 79th General Convention direct the Executive Council Committee on Corporate Social Responsibility to develop and implement a shareholder engagement plan by which dioceses, church organizations, and individual Episcopalians investing in the publicly traded stock of gun manufacturers and retailers could act to effect change in these companies through the practices of shareholder advocacy to do everything in their power to minimize lethal and criminal uses of their products, and be it further <i>Resolved</i>, That the 79th General Convention commend to the church the Mosbacher-Bennett Principles for Investors in the Gun Industry developed by Do Not Stand Idly By. 2015 C005 – Implement Laws to Decrease Gun Violence 2000 B007 – Request removal of handguns and assault weapons 1997 D033 - Urge Legislation on the Safe Manufacture of Domestic Hand Guns 1976 C052 - Urge Congress to Adopt Effective Hand Gun Control Legislation</p>			

Category: Care of Creation

Issue: Climate Change/Sustainability (*Place Holder for C021*)

Objectives – Water and healthy communities	2020 Company Engagements	DFMS Contact Name and email	2021 Company Engagements
❖ Engage companies on science-based water stewardship targets and the human right to water, in their operations and their supply chains.	Bayer (TBD) D Coke (11/8/19) D Corteva (TBD) D	Kirsten kss@well.com Bill wbm@cherubim.net	Campbells (food) (6/6/20) D Constellation.(alcohol) (2/5/21) D Coca-Cola (food & bev) (12/23/20) D
Past Actions: Water and healthy communities - Resolutions: o 2015-C053 Support Subsistence Rights of Indigenous Cultures 2018-B026 Embracing the United Nations Sustainable Development Goals			

Objectives – Climate Change and a Healthy Environment	2020 Company Engagements	DFMS Contact Name and email	2021 Company Engagements
❖ Engage companies to adopt science-based targets for reducing greenhouse gas emissions, adopt technologies to monitor and reduce methane emissions, adopt new and cleaner energy technologies, promote efficiency, promote transparency in reporting, and protect consumers, particularly low-income consumers.	Delta (1/10/20) D Phillips 66 (11/30/19) D Marathon Petroleum (11/15/19) D Devon (12/26/19) D Chevron (12/17/19)D Ameren (11/20/19) D	Kirsten kss@well.com Bill wbm@cherubim.net Paul pmneuhauser@aol.com	Delta (airline) (1/7/21) D Phillips 66 (oil & gas) (11/22/20) D, R Chevron (oil & gas) (12/8/20) D Ameren (utility) (11/27/20) D Valero (utility) (11/2/20) D, R
❖ Engage companies, particularly in the energy and utility sector, to improve public disclosure and transparency in reporting presented by current and future company operations and products including company plans to manage carbon asset risk and comply with a regulatory scenario that holds global temperature rise below a 1.5/2-degree Celsius threshold.	Chevron (12/17/19) D NextEra (12/7/19) D	Paul Kirsten kss@well.com Bill wbm@cherubim.net	NextEra (energy) (12/4/20) D
❖ Engage financial institutions to ensure commercial lending and investment policies address socioeconomic			AIG (insurance) (12/1/20) D

and environmental concerns, particularly climate change, water stewardship, pipelines, financing in their lending practices.			
❖ With the Church Pension Fund, add as sustainability expert on the board to advocate for positively impacting the environment CO21			FLIR (thermal imaging) (11/11/20) D, R Chewy (pet supplies) (3/16/21) D, R General Dynamics (aerospace & defense) (11/26/20) D, R
❖ Engage companies to ensure positive community impact of company operations on society, local economy and environmental concerns are appropriately assessed and transparently reported (sustainability reports) including environmental justice concerns and the impacts on the most vulnerable such as: women, indigenous persons, and people who are impoverished.		Sign on letters as appropriate	FLIR (thermal imaging) (11/11/20) D Chewy (pet supplies) (3/16/21) D

TEC Policy: Climate Change and a Healthy Environment

- Resolutions:
 - o 2015-A170 Advocate for Safe Food Production and Farm Labor Policies: “support public policies and laws designed to protect our Earth’s natural environment and to protect humanity’s ability to produce food for generations to come, including restrictions on pesticide overuse, harmful industrial farming practices (e.g., overcrowding of livestock and mono-cropping), and carbon, methane, and nitrogen pollution throughout the food system that threaten animal and human health, damage the soil, and threaten the climate for future generations.”
 - o 2009-C011 Directs Advocacy on Renewable Energy and Environmental Stewardship
- On GMOs, there was a resolution to study GMOs, and then a resolution that was rejected in 2015 so I would urge a great deal of caution around any engagement with GMOs.
 - o 2015-B006 On the Topic of Affirming Genetic Engineering Technologies - Legislative Action Taken: Rejected
 - o The 2009 resolution urges further study, but has no recommendation: 2012-A013 Study the Impact of Genetically Modified Crops and Organisms
 - o 2018-C021 Advocate for sustainability expertise on corporate boards of directors
 - o 2018-A020 Fossil Fuel divestment and reinvestment in clean renewable energy

2018-B026 Embracing the United Nations Sustainable Development Goals

Category: Corporate Governance and Accountability

Issue: Diversity on Corporate Boards of Directors

Objectives –	2020 Company Engagements	DFMS Contact Name and email	2021 Company Engagements
❖ Engage companies to address board diversity to include women and people of color	First Cash Inc (12/18/19 - R) World Fuel Services Corp (12/14/19 – R)	Paul pmneuhauser@aol.com Bill wbm@cherubim.net	Sketchers (footwear) (12/10/20) D,R
TEC Policy: General Convention: 2009-D042 Renew Support for Passage of the Equal Rights Amendment o 2018-B026 Embracing the United Nations Sustainable Development Goals – see goals 5 and 10			

Appendix 2: Shareholder Resolution Texts

Note: All shareholder resolutions approved by Executive Council are subject to review by the Securities Exchange Commission (SEC) in accordance with SEC standards developed from time to time, if the company requests such review. Accordingly, any resolution approving a text will include language such as “such text or its substantive equivalent” in order to accommodate adjustments to the text necessary to meet any SEC requirements in any instance after such review. Further, some resolution texts are refined after consultation with ecumenical partners in the Interfaith Center for Corporate Responsibility (ICCR) prior to the filing deadlines. These refinements are not substantive, but pertinent to the particular targeted companies.

Human Rights Risk Assessment

WHEREAS, recent Global Estimates found that 16 million people¹ are trapped in conditions of forced labor in the extended supply chains of the private sector, generating over \$150 billion in profits for illegal labor recruiters and employers through underpayment of wages². The 2016 Global Slavery Index estimated that 45.8 million people are in some form of modern slavery in 167 countries.³ According to the *UN Guiding Principles on Business and Human Rights*, companies have the ‘corporate responsibility’ to respect human rights within their operations and supply chains. ILO *Convention 181* and the *Dhaka Principles for Migration with Dignity* established clear “no fees” principles. As a retail company dependent upon extended supply chains in many countries, Bed Bath & Beyond Inc. must assess if workers are being recruited into debt bondage, forced labor and, ultimately, slavery.

There is a growing awareness of the role of unscrupulous labor recruiters in the exploitation of workers and job seekers through charging fees, withholding personal papers/passports and failing to provide written contracts spelling out the terms of employment. Failure to put proactive policies and procedures in place exposes the company to significant risks, including legal action and media reports that negatively impact reputation.

The [State of California](#) and the [United Kingdom](#) have passed laws requiring companies to report on their actions to eradicate human trafficking and slavery.

Xxx Code of Conduct prohibits the use of forced or involuntary labor and use of fraudulent recruitment practices. However, xxx. does not specify how it verifies compliance with this policy.

xxx.’s policy on Involuntary Labor and its lack of disclosure on tracking risk assessment associated with recruitment practices and managerial accountability in implementing the policy, gives investors insufficient information to gauge how well the company is addressing this serious risk to workers and to the company.

A number of companies including Coca Cola⁴, Unilever⁵ and HP⁶ report on the implementation of their ethical recruitment policy throughout their supply chains.

RESOLVED, Shareholders request that the Company adopt a Human Rights Risk Assessment based on the UN Guiding Principles on Business and Human Rights, including a section on ethical recruitment and issue a report, at reasonable cost, omitting proprietary information, detailing its approach to assessing and implementing its ethical recruitment policy and remedial efforts taken to ensure that its global supply chains are free of forced or bonded labor by December 2018.

Supporting Statement: The ethical recruitment provisions should include company operations and its supply chains, prohibition of payment of recruitment fees by job-seekers and confiscation of worker’s personal documents and the requirement of written contracts for workers in their native language at the point of recruitment.

¹ [International Labor Organization ILO](#)

² http://www.ilo.org/wcmsp5/groups/public/---ed_norm/---declaration/documents/publication/wcms_243391.pdf

³ <http://www.globalslaveryindex.org/findings/>

⁴ <http://www.coca-colacompany.com/stories/2016-human-and-workplace-rights>

⁵ https://www.unilever.com/Images/unilever-human-rights-report-2015_tcm244-437226_en.pdf

⁶ <http://www8.hp.com/us/en/hp-information/global-citizenship/governance/humanrights.html>

Report on Human Rights Risks in Conflict-Affected Areas

WHEREAS, XXX Company operates in “conflict-affected areas”¹ (including occupied territories), such as Democratic Republic of Congo, Iraq, Myanmar, and the Occupied Palestinian Territory; Conflict-affected areas are characterized by widespread human rights abuses. Companies with business activities in such areas may contribute to violations of national and/or international law, or fail to uphold voluntary corporate commitments, resulting in heightened risks. For example, eighteen European Union (E.U.) member states have issued business advisories warning of the legal, financial, and reputational consequences of dealings with Israeli settlement entities;² To mitigate the business risks associated with operations in conflict-affected areas, many companies adopt human rights policies based on international frameworks, such as the United Nations’ Guiding Principles on Business and Human Rights. Shareholders would benefit from a better understanding of the company’s approach to assessing human rights-related risks.

RESOLVED:

Shareholders request that XXX Company assess and report to shareholders, at reasonable expense and excluding proprietary information, on the company’s policies and procedures to address the human rights-related risks associated with business activities in conflict-affected areas, including occupied territories.

SUPPORTING STATEMENT

The report should:

- Discuss the company’s process for identifying, assessing and mitigating business risks in conflict-affected areas with human rights violations;
- Describe the company’s due diligence process for monitoring the enforcement of its existing policies;
- Assess whether the company should adopt additional policies to avoid unintentionally contributing to violations of human rights in conflict-affected areas by facilitating discriminatory rental practices or property rentals on land that has been unlawfully appropriated.

Shareholders believe that it is in Booking Holdings’ best interest, advancing its corporate reputation and mitigating potential risks, to establish policies and procedures that would be applicable to any conflict-affected area in which the company and its and subsidiaries operate.

¹ OECD, “OECD Due Diligence Guidance for Responsible Supply Chains of Minerals from Conflict-Affected and High-Risk Areas,” 2013, <https://www.oecd.org/corporate/mne/GuidanceEdition2.pdf> (accessed on November 26, 2018)

² Lovatt, Hugh, “EU member state business advisories on Israeli settlements,” *European Council on Foreign Relations*, November 2, 2016, https://www.ecfr.eu/article/eu_member_state_business_advisories_on_israel_settlements (accessed on November 26, 2018)

³ “A look at Booking Holdings’ Projected Growth”, *Forbes*, March 22, 2018, <https://www.forbes.com/sites/greatspeculations/2018/03/22/a-look-at-booking-holdings-projected-growth/#6f0198c925f6> (accessed on November 26, 2018)

⁴ “Crimean tourism won’t be affected by Booking.com exit – region head,” *RT*, July 23, 2018, <https://www.rt.com/business/434007-russia-crimea-tourism-booking/> (accessed on November 26, 2018)

⁵ These, Eugen, “Despite EU sanctions, hotel rooms available in Crimea,” *DW*, July 19, 2018, <https://www.dw.com/en/despite-eu-sanctions-hotel-rooms-available-in-crimea/a-44751747> (accessed on November 26, 2018)

Develop a Human Rights Policy XYZ Inc.

RESOLVED: Shareholders request that the Board of Directors of XYZ Inc. adopt a comprehensive policy articulating our company’s commitment to respect human rights, and which includes a description of proposed due diligence processes to identify, assess, prevent and mitigate actual and potential adverse human rights impacts.

WHEREAS,

The UN Guiding Principles on Business and Human Rights (hereinafter UNGPs), state:

*The responsibility to respect human rights requires that business enterprises: (a) Avoid causing or contributing to adverse human rights impacts through their own activities, and address such impacts when they occur; [and] (b) Seek to prevent or mitigate adverse human rights impacts that are directly linked to their operations, products or services by their business relationships, even if they have not contributed to those impacts.*ⁱ

*In order to meet their responsibility to respect human rights, business enterprises should have in place policies and processes appropriate to their size and circumstances, including . . . [a] policy commitment to meet their responsibility to respect human rights.*ⁱⁱ

As investors, we seek to identify and assess human rights risks and impacts in portfolio companies as they have direct implications for shareholder value and, depending on whether and how they are managed, are a bellwether for a company’s long-term viability.

Given the lethality of firearms products and the potential for their misuse, in direct contradiction with the company’s stated objective of providing “next-generation guns for sport, recreation, protection and personal use”, the risk of adverse human rights impacts is especially elevated for all gun manufacturers, including American Outdoor Brands.

Companies exposed to human rights risks may incur significant legal, reputational and financial costs that are material to investors. A public-facing human rights policy that includes a human rights due diligence process is essential to managing these risks. For this reason, hundreds of global corporations have adopted human rights policies, including British American Tobacco, Exxon and Walmart.ⁱⁱⁱ

While American Outdoor Brands has a number of corporate policies, including a Code of Ethics, the information available for review on its web site does not mention a public commitment to respect human rights.

A public human rights policy that articulates the company’s commitment to respect human rights and its efforts to avoid contributing to adverse human rights impacts would assure shareholders that these risks are being adequately managed.

The UNGPs establish that such a policy should:

- Refer to internationally recognized human rights^{iv}
- Stipulate that the human rights expectations of personnel, business partners and other parties directly linked to its operations, products or services be publicly available and be communicated internally and externally to all personnel, business partners and other relevant parties;
- Apply throughout the company’s value chain and in operating environments regardless of legal framework; and,
- Be embedded throughout company functions and reflected in operational policies and procedures.

i. <https://www.business-humanrights.org/en/un-guiding-principles> (section 13)

ii. <https://www.business-humanrights.org/en/un-guiding-principles> (section 15a)

iii. <https://www.business-humanrights.org/en/company-policy-statements-on-human-rights>

iv. [https://shareholdersandinvestors.bbva.com/wp-content/uploads/2018/02/Commitment-to-Human- Rights.pdf](https://shareholdersandinvestors.bbva.com/wp-content/uploads/2018/02/Commitment-to-Human-Rights.pdf)

Resolution on Board Diversity XYZ International Inc.

WHEREAS, XYZ Company Inc. (XYZ) has no women on its Board of Directors.

We believe that diversity, including gender, race, and ethnicity is a critical attribute of a well-functioning board and a measure of sound corporate governance. We urge the Board to enlarge its search for qualified members by casting a wider net. XYZ lags other companies with respect to the representation of women on its Board. Sixty-four percent of Russell 2000 company boards had at least one woman on their board, compared with 97% of S&P 500 companies.¹

We believe strongly that diversity of judgments and perspectives, including those of women and members of minority groups, improves the quality of board deliberations and decision making, and enhances business performance. Supporting this perspective, the 2012 Credit Suisse research report on *Gender Diversity and Corporate Performance* links board diversity to better stock market and financial performance (higher return on equity, lower leverage and higher price/book ratios).² This research suggests several explanations for this better performance including: a stronger mix of leadership skills, improved understanding of consumer preferences to pick top talent, and more attention to risk. In 2014, Credit Suisse updated its research and observed similar results.³ A 2015 McKinsey study of 366 companies found that corporate leadership in the top quartile for racial and ethnic diversity were 35 percent more likely to have financial returns above their national industry median.⁴

A recent report by the SEC’s Advisory Committee on Small and Emerging Companies explains that “board diversity has been associated with improved competitiveness and talent management, greater access to capital, more sustainable profits, and better relations with stakeholders and therefore plays an important role in capital formation for small and emerging companies.”⁵

CEOs, through the Business Roundtable’s 2016 Principles of Corporate Governance, identified board diversity as a driver of long-term economic value and called for women and/or minority candidates to be considered for each open board seat.⁶

Resolved: Shareholders request that the XYZ Board of Directors prepare a report by *Month*, 2020, at reasonable expense and omitting proprietary information, on steps XYZ is taking to foster greater diversity on the Board including but not limited to:

1. Strengthening its Corporate Governance Guidelines by embedding a commitment to diversity inclusive of gender, race, and ethnicity;
2. Committing to include women and underrepresented minority candidates in every pool from which Board nominees are chosen; and
3. Reporting on progress and challenges experienced.

¹ <http://www.ey.com/us/en/issues/governance-and-reporting/ey-governance-trends-at-russell-2000-companies>

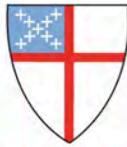
² <https://publications.credit-suisse.com/tasks/render/file/index.cfm?fileid=88EC32A9-83E8-EB92-9D5A40FF69E66808>

³ <https://publications.credit-suisse.com/tasks/render/file/index.cfm?fileid=8128F3C0-99BC-22E6-838E2A5B1E4366DF>

⁴ <http://www.diversitas.co.nz/Portals/25/Docs/Diversity%20Matters.pdf>

⁵ <https://www.sec.gov/info/smallbus/acsec/acsec-recommendation-021617-corporate-board-diversity.pdf>

⁶ <https://businessroundtable.org/sites/default/files/Principles-of-Corporate-Governance-2016.pdf>



THE EPISCOPAL CHURCH

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Adopted on: Jan 25, 2021

FIN 118 2021 Budget Addition: Archives Interim Location

The following is a true copy of a Resolution adopted by the Executive Council at its meeting from January 22 – 25, 2021, at which a quorum was present and voting.

TO: The Executive Council

FROM: The JSC on Finance

Resolved, that Society Officers are authorized to enter into a lease in Austin, TX for an interim location of The Episcopal Church Archives; and be it further

Resolved, that \$780,000 be added to the Archives budget for 2019-2021 for construction costs of the interim of Archives facility location, the allocation between 2020 and 2021 to be determined after the project scope is completed; and be it further

Resolved, that \$125,000 be added to the Archives budget for 2021 for rental and operating costs during 2021.

TEC Archives Interim Location Costs			
	EC Presentation 10/9/20	Per Letter of Intent 10/19/20	Change
	5 years	5.5 years	
Rent, Oper exp, Utilities (5 yr.)	1,393,980	1,192,777	(201,203)
Build-out Costs, Moving Exp.	630,000	780,000	150,000
Est. Interim Cost over 5 years	2,023,980	1,972,777	(51,203)
Year 1		Calendar 2021	
Rent, Oper. Exp., Utilities	280,000	124,729	(155,271)
Build-out Costs, Moving Exp.	630,000	780,000	150,000
Est. First Year Cost	910,000	904,729	(5,271)
Notes:			
Estimates at 10/9 were based on 5-year Letter of Intent estimates to reflect additional financing at 10%. The comparable 5-year cost would be \$1,063,922.			
1. Building Cost, Moving Exp. Estimates include a 15% contingency figure. The estimated build-out cost is \$546,250; and the moving is \$150,000. We anticipate the moving cost will be lower, but can't say by how much.			
2. By paying the build-out costs ourselves, we forego loaning the construction funds from the landlord at an 8% p.a. interest rate. This lowers our rent, but means the allowance equivalent is now out of pocket.			
3. First Year rent, OPEX and utilities in 2020 is zero, and \$124,729 in 2021. Similarly, a portion of the build-out cost will be incurred in 2020 and in 2021. I will not have the breakdown for this until the final project management scope is completed.			
4. Cost in 2022: \$234K plus continuing offsite costs offsite rent at \$20K.			



The Rev. Canon Michael Barlowe
Secretary of Executive Council and
The Domestic and Foreign Missionary Society
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Adopted on: Jan 25, 2021

FIN 119 Translation and Interpretation policy

The following is a true copy of a Resolution adopted by the Executive Council at its meeting from January 22 – 25, 2021, at which a quorum was present and voting.

Resolved, That Executive Council requests that its chair and vice chair appoint an ad hoc committee to create and propose a translation and interpretation policy for the Episcopal Church and to submit its recommendation to Executive Council at its autumn 2021 meeting; and be it further

Resolved, That this Ad Hoc committee consult with the Standing Commission on World Mission to seek their wisdom and avoid duplication of efforts, and be it further.

Resolved, That this Ad Hoc committee could comprise members of each Executive Council Joint Standing Committee, staff with knowledge of The Episcopal Church's translation and interpretation needs, including the Chief Financial Officer (CFO), and other interested parties, including those suggested by the Standing Committee on World Mission; and be it further

Resolved, That this Ad Hoc committee review the legislation from General Convention and Executive Council and current Episcopal Church practices and budget, along with like entities' best practices, to inform its work; and be it further

Resolved, That this Ad Hoc committee consult with Executive Council's Joint Standing Commission on Finance (FIN) on the budget implications of its potential recommendations to make sure funding will be possible.

The Rev. Canon Michael Barlowe

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Adopted on: Jan 25, 2021

FIN 120 Trust Fund #1265 – Diocese of Lexington for St. Thomas, Beattyville

The following is a true copy of a Resolution adopted by the Executive Council at its meeting from January 22 – 25, 2021, at which a quorum was present and voting.

Resolved, that Trust Fund # 1265, The Episcopal Diocese of Lexington FBO St. Thomas Episcopal Church, Beattyville, KY, be established as an investment account for The Episcopal Diocese in Lexington, KY which may withdraw principal and/or income upon request and may add to the principal at its discretion.

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Adopted on: Jan 25, 2021

FIN 121 Trust Fund #1266 – St. Mark’s Episcopal Church

The following is a true copy of a Resolution adopted by the Executive Council at its meeting from January 22 – 25, 2021, at which a quorum was present and voting.

Resolved, that Trust Fund # 1266, Dudd, Charmazel, Albuquerque, NM (2019) Bequest of (2020) be established as an investment account for St. Mark’s Episcopal Church in Albuquerque, NM, which may withdraw principal and/or income upon request, and may add to the principal at its discretion.

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Adopted on: Jan 25, 2021

FIN 122 Trust Fund #1267 – STPAAS Holmberg Fund, Kansas City, MO

The following is a true copy of a Resolution adopted by the Executive Council at its meeting from January 22 – 25, 2021, at which a quorum was present and voting.

Resolved, that Trust Fund # 1267, STPAAS Holmberg Fund be established as an investment account for St. Peter & All Saints Episcopal Church in Kansas City, MO, which may withdraw principal and/or income upon request and may add to the principal at its discretion.

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Adopted on: Jan 25, 2021

FIN 123 Loan to Diocese of Panama

The following is a true copy of a Resolution adopted by the Executive Council at its meeting from January 22 – 25, 2021, at which a quorum was present and voting.

Resolved, That the Executive Council authorize a loan of \$515,000 to the Iglesia Episcopal de Panama for support of its continuing operations based on the terms and conditions that have been developed by the Society's Treasurer in collaboration with the Iglesia Episcopal de Panama.

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Adopted on: Jan 25, 2021

FIN 124 Assessment Review Committee Recommended Waivers

The following is a true copy of a Resolution adopted by the Executive Council at its meeting from January 22 – 25, 2021, at which a quorum was present and voting.

Resolved, that the Executive Council of the Episcopal Church, meeting via Zoom on January 25, 2021, grants assessment waivers and waiver adjustments as follows:

Diocese of Colorado waiver adjustments

- For 2021: reduce from 13.5% to 13%; will go to 13.5% if possible
- For 2022: reduce from 15% to 14.5%; will go to 15% if possible; goal in 2023 is 15%.

Diocese of Easton: 13.5% for 2021

Diocese of East Tennessee: 14% for 2021

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Adopted on: Jan 25, 2021

FIN 125 Approval of Ethnic Ministries Grant Application

The following is a true copy of a Resolution adopted by the Executive Council at its meeting from January 22 – 25, 2021, at which a quorum was present and voting.

Resolved, That on the recommendation of the Joint Standing Committee for Mission Within the Church, the Executive Council supports and approves the application by the Department of Ethnic Ministries to Trinity Wall Street for a grant to support technological training among Latino/Hispanic parishes.

The Rev. Canon Michael Barlowe

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Adopted on: Jan 25, 2021

FIN 126 2021 Budget Adjustment for Compensation of the President of the House of Deputies and the Chancellor to the President of the House of Deputies

The following is a true copy of a Resolution adopted by the Executive Council at its meeting from January 22 – 25, 2021, at which a quorum was present and voting.

Resolved, that the Executive Council of the Episcopal Church, meeting via Zoom on January 25, 2021, adjusts the 2021 budget to reflect a 3% increase in the compensation for the President of the House of Deputies and for the Chancellor to the President of the House of Deputies.

The Rev. Canon Michael Barlowe
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Adopted on: Jan 25, 2021

FIN 127 Executive Council Commitment to Provide Relief to Dioceses

The following is a true copy of a Resolution adopted by the Executive Council at its meeting from January 22 – 25, 2021, at which a quorum was present and voting.

Resolved, that Executive Council sees the financial strain of the pandemic on dioceses and acknowledges the need to provide immediate relief. Council recognizes the dioceses' struggles to balance budgets, make hard decisions about staffing and program, and best support the stressed congregations under their care; And be it further,

Resolved, that Executive Council, made up of members from across the church-wide body each with their own pandemic struggles and stories, asserts that we are one church. Across the church, life and finances are hard and faithful work is exhausting. The future, financial and otherwise, is uncertain and uncharted. We witness the determined and costly efforts across our church to continue in the Way of Love; And be it further,

Resolved, that the Executive Council of the Episcopal Church, meeting via Zoom on January 25, 2021, commits to discerning the best way to provide financial relief to the Dioceses of the Episcopal Church, to communicating the relief plan as soon as it is finalized, and to implementing the relief plan as soon as feasible.

The Rev. Canon Michael Barlowe

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To the Members of the Executive Council of The Episcopal Church
from the bishops of Province IV.

Subject: Classifying Paycheck Protection Program loans as income received in response to a disaster.

Beloved in Christ,

The bishops serving in Province IV held a zoom meeting on January 11. One of the items discussed was the treatment of Paycheck Protection Program (PPP) loans on the parochial report for the year in which the loans are forgiven. Bishop Anne Hodges-Copple participated in our discussion and suggested that if those on the zoom meeting wished to create a proposal concerning the treatment of PPP loans, it should be sent to Executive Council prior to the January meeting.

We respectfully submit for consideration that the federal Paycheck Protection Program (PPP) loans received by some congregations and dioceses be considered as disaster relief funds not subject to the assessment on the parochial report.

The Church currently provides for certain income that comes to a congregation or diocese from various sources following a natural disaster to be excluded from the diocesan assessment, and from the assessment a diocese sends to the wider Church through the DFMS operating budget. Many of our dioceses have experienced firsthand the assistance provided by disaster funds and can testify to the importance of the practice of not including those funds as income subject to the assessment.

The current pandemic is a natural disaster of proportions never before experienced in our lifetime. The current policy concerning income to deal with the aftermath of a disaster is a valuable starting place, but the ongoing realities of the pandemic for congregations and dioceses are not all addressed in the current instructions for considering what income is to be excluded from the assessment formula.

As a Church we are not yet dealing with the aftermath of the pandemic. On the ground situations can change almost day to day, and faithful people, congregations, and dioceses are showing great commitment and resiliency in finding ways to support local outreach and parish ministry when new obstacles arise in the communities we serve, small and large. PPP loans have been essential to providing some of that flexibility by ensuring that employees do not face loss of income or benefits, and that utilities are covered so that congregations and diocesan offices can continue to support local mission including community outreach to the most vulnerable.

As most of our congregations have experienced a drop, sometimes significant drop, in income including pledge and plate, rental, and investment income, the PPP funds played a major role in

helping congregations and dioceses meet constantly changing circumstances. Though the PPP guidelines are clear about what the loan is to be used for, the broader reality is that that money enabled other income to be used to address some of the greatest needs that this pandemic has so far created. And the havoc caused by the coronavirus is continuing to cause devastation and hardship in the very places Christ calls us to be especially present and active. This pandemic has created a new natural disaster, and expanding the current policy or creating a new policy recognizing it as a new sort of disaster, will assist local congregations, institutions, and dioceses, to meet immediate and longer term needs arising from this disaster.

As bishops we are deeply grateful for the leadership and commitment of the members of Executive Council, and we commit to continuing to work together in every way to seek and serve Christ in all people, and to build up the Body of Christ as we journey together on the Way of Love, during this pandemic and beyond.



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GO 022 Proposed By-Law Amendment regarding Invited Guests

The following is a true copy of a Resolution adopted by the Executive Council at its meeting from January 22 – 25, 2021, at which a quorum was present and voting.

Resolved, the Executive Council of The Episcopal Church, meeting January 22-25, 2021, adopts the following Bylaws amendments to better reflect the presence of invited guests to Executive Council meetings. The changes proposed are as follows:

In Article III, remove Sec. 7 Seat and Voice and place it instead in Article VI, *after* Sec. 6 Open Meetings, and before Sec. 7 Meetings by Electronic Means; in new location, edit as follows:

Sec. 7 Seat and Voice

Seat and voice shall be granted to the individuals filling the following positions: the Vice-President of the House of Deputies; persons invited by Executive Council who represent TEC partnerships across the worldwide Church (i.e. the Anglican Church in Canada, the Evangelical Lutheran Church of America), and such invitations shall be reviewed at the close of each triennium.

- ~~• a representative appointed by the Anglican Church of Canada~~
- ~~• a representative appointed by the Evangelical Lutheran Church in America;~~
- ~~• a representative appointed by the Moravian Church's Northern or Southern Provinces.~~

Sec. 7 8 Meetings by Electronic Means

(a) The Chair of Council, or Chair of a Council Committee, may conduct a meeting of Council or such

Committee, as the case may be, by telephonic or other electronic means, provided that:

- i. The means of communication used allow all members participating in the meeting to hear each other at the same time and give each member the ability to participate in the discussion and voting; and
- ii. Interpretation services are provided so that any member who is not fluent in English can speak, understand the deliberations, and participate effectively.

(b) A member's participation from a remote location by telephonic or electronic means shall constitute presence in person at the meeting for the purposes of determining a quorum and for other purposes under these By-laws.

(c) In the event of an Executive Session, it shall be the duty of each member participating by such electronic means to assure that no other person (other than an authorized interpreter) is present with the member during such Session, and that other appropriate steps are taken at that member's location to protect the confidentiality of the Executive Session.

(d) Whenever a physical meeting of the Council has been scheduled, any member may attend that meeting by telephonic or other electronic means, subject to the following conditions:

(1) The member must show good cause for not attending the meeting in person (for example, quarantine, visa problems, natural disasters); and

(2) The member must provide notice of their intention to participate remotely, said notice to be given to the Secretary not less than two weeks prior to the scheduled meeting date. If exigent circumstances would not allow for the two weeks' notice, acceptance of the notice may be granted at the discretion of the Presiding Officers.

Sec. § 9 Executive Session

(a) The Council may enter into Executive Session by motion and a two-thirds vote of the members present. Such motion shall include the purpose of the Executive Session and identify special invitees or employees and staff as may be necessary to remain.

(b) Members and others present may not divulge anything that occurs during the Executive Session.

(c) The Council may authorize the disclosure of specified information from the Executive Session.

(d) No action may be adopted during Executive Session.

(e) Confidential minutes may be taken and maintained by the Secretary.



The Rev. Canon Michael Barlowe
Secretary of Executive Council and
The Domestic and Foreign Missionary Society
of the Protestant Episcopal Church in the United States of America



THE EPISCOPAL CHURCH

THE DOMESTIC AND FOREIGN MISSIONARY SOCIETY
OF THE PROTESTANT EPISCOPAL CHURCH IN THE UNITED STATES OF AMERICA

FOUNDED 1821 • INCORPORATED 1846

Adopted on: Jan 25, 2021

MB 024 Carbon Capture & Storage

The following is a true copy of a Resolution adopted by the Executive Council at its meeting from January 22 – 25, 2021, at which a quorum was present and voting.

Resolved, That the Executive Council of The Episcopal Church shares a profound concern for the welfare of peoples around the world and the environments in which they live that are threatened by climate change as the effects of global warming; and be it further

Resolved, That the Executive Council recognizes

- the urgent need to reduce greenhouse gas emissions across all sectors,
- the significant challenge in achieving this goal,
- the global voice of the Paris Climate Agreement,
- and scientific research from the Intergovernmental Panel on Climate Change (IPCC), the American Association for the Advancement of Science (AAAS), and others; and be it further

Resolved, That the Executive Council supports methods of permanently capturing and storing greenhouse gases, including nature-based solutions (tree-planting, preservation of unique ecosystems such as prairies, bogs, estuaries, and mangrove stands); Carbon Capture and Storage (also called Carbon Capture, Utilization and Storage); and direct air capture technologies under the following conditions:

- Carbon removal must be paired with aggressive emission reductions.
- Carbon removal should not supplant other efforts to address climate change.
- Carbon removal must be permanent and, where appropriate, include long-term monitoring to detect leakage; and be it further

Resolved, That The Episcopal Church supports appropriate research and testing to avoid unintended consequences from these technologies and other climate change mitigation efforts; and be it further

Resolved, That, in agreement with numerous Church policies, we urge that the costs of carbon capture and other climate change mitigation efforts should not fall disproportionately on poor, minority, and indigenous communities; and be it further

Resolved, That the Office of Government Relations is directed to advocate for policies that support the research, development, and implementation of carbon capture methods in conjunction with other climate change solutions.

A handwritten signature in black ink that reads "Michael Barlowe". The signature is written in a cursive style with a long, sweeping tail.

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Adopted on: Jan 25, 2021

MW 033 Young Adult and Campus Ministry Grants, Grant Cycle 2021-22

The following is a true copy of a Resolution adopted by the Executive Council at its meeting from January 22 – 25, 2021, at which a quorum was present and voting.

Resolved, That the following Young Adult and Campus Ministry grants recommended by the Young Adult and Campus Ministry Council, having been reviewed and recommended by the Joint Standing Committee on Mission Within the Church, are approved in the total amount of \$133,516.00, to be paid out of budget line item 359. The distribution of the grants is subject to the full payment of the 2020 diocesan assessment.

Campus Ministry Grant (\$1-8,000)

- Cooperative Christian Ministry at the University of Vermont (Diocese of Vermont) \$5,000.00
- Delta Canterbury, Delta State University (Diocese of Mississippi) \$8,000.00
- Episcopal Church at Yale (Diocese of Connecticut) \$7,991.00
- St. Mary's House, Greensboro/Episcopal Student Fellowship, Winston Salem (Diocese of North Carolina) \$8,000.00

- St. Michael's Church Thuringia (Convocation of Episcopal Churches in Europe) \$3,725.00
- Calvary Episcopal Church (Diocese of Colorado) \$5,000.00

Leadership Grant (\$8-30,000)

- Diocese of Western Kansas Digital Minister (Diocese of Western Kansas) \$20,000.00
- St. Anselm's Episcopal Church (Diocese of Tennessee) \$30,000.00

Project Grant (\$100-2,000)

- Blue Ridge Service Corps (Diocese of Western North Carolina) \$2,000.00
- Canterbury Fellowship (Diocese of Wyoming) \$2,000.00
- Canterbury House Episcopal Campus Ministry at OSU (Diocese of Oregon) \$1,500.00
- Measure Mean: Finding Community in a Rule of Life (Diocese of East Carolina) \$2,000.00
- Seminarians at the School of Theology: Beyond the Binary Workshop (Diocese of Tennessee) \$2,000.00

Young Adult Ministry Grant (\$1-8,000)

- Ascension School Camp and Conference Center (Diocese of Eastern Oregon) \$7,800.00
- Connections in a Fractured World (Diocese of Indianapolis) \$1,500.00
- On Sacred Ground - Wyoming Service Corps (Diocese of Wyoming) \$5,000.00
- San Francisco Campus Christian Centers / Ecumenical House California (Diocese of California) \$8,000.00
- The Ministry Partners (Diocese of Oklahoma) \$4,000.00
- Young Adult Ministry Network in the Diocese of Western Massachusetts (YAMN) (Diocese of Western Massachusetts) \$8,000.00
- Young Adult Outreach (Diocese of North Dakota) \$2,000.00



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Adopted on: Jan 25, 2021

MW 034 Evangelism Grants Cycle 2

The following is a true copy of a Resolution adopted by the Executive Council at its meeting from January 22 – 25, 2021, at which a quorum was present and voting.

Resolved, That the Executive Committee of Executive Council approves the Evangelism Grants (Cycle 2) totaling \$33,798, as recommended by The Evangelism Grants Committee. The distribution of the grants is subject to the full payment of the 2020 assessment.

Crown Jewel Grant Applicants and award \$

- \$4500 - Church of the Holy Spirit (Diocese of Central Gulf Coast) “Free Grace Living Water”
- \$8000 - Convocation of Churches in Europe/Maleah Rios (Europe) “8 missional on-line churches”
- \$2000 - St. Paul’s Newport, KY (Diocese of Lexington) Firefighters Ministry
- \$1180 - Episcopal Church at Yale (Diocese of CT) Journaling project
- \$8000 - Michigan Upper Peninsula (Diocese of Northern Michigan) Wild Church
- \$2000 - Grace Church, Newton MA (Diocese of Massachusetts) Community Garden

Crown Jewel SUBTOTAL: \$25,680

Second Tier Grant Applications (each receive \$1353)

- \$1353 - Margaret Bullit-Jonas, Garden (Dio Western MA)
- \$1353 - John Stewart/Kindness Campaign/St. John’s (Diocese of Iowa)
- \$1353 - Christ Church Trumble/Hiking Church (Diocese of Connecticut)
- \$1353 - Beloved Community/Mobile, Alabama (Diocese of Central Gulf Coast)
- \$1353 - Church of the Holy Apostle/Hawaii (Diocese of Hawaii)
- \$1353 - Evangelism Outloud/Street Service & Fair/Upper West Side/NYC (Santana Alvarado) (Diocese of New York)

Second Tier SUBTOTAL: \$8118

GRAND TOTAL: \$33,798

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Adopted on: Jan 25, 2021

MW 035 New Episcopal Community Grants

The following is a true copy of a Resolution adopted by the Executive Council at its meeting from January 22 – 25, 2021, at which a quorum was present and voting.

Resolved, That the Executive Committee of Executive Council approves the New Episcopal Community Grants, totaling \$200,000, as recommended by the Task Force on Church Planting and Congregational Redevelopment. The distribution of the grants is subject to the full payment of the 2020 diocesan assessment.

Discernment Grants:

- Christ the Healer (Diocese of Spokane) \$5,000
- Gethsemane Community (Episcopal Church in Minnesota) \$5,000
- Latinx Ministry Long Island (Diocese of Long Island) \$5,000
- Park Community Table (Diocese of Washington) \$5,000

Seed Grants:

- Bethany House (Diocese of Kansas) \$30,000
- San Cornelio (Diocese of Western Kansas) \$30,000
- Plantando Iglesias (Diocese of Cuba) \$30,000

Growth Grants:

- CRECHE (Diocese of Massachusetts), \$30,000
- Wild Church UP (Diocese of Northern Michigan) \$30,000
- St. Peter's Chelsea (Diocese of New York) \$30,000

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Adopted on: Jan 25, 2021

MW 036 White Supremacy and Deradicalization

The following is a true copy of a Resolution adopted by the Executive Council at its meeting from January 22 – 25, 2021, at which a quorum was present and voting.

Resolved, That the Executive Council, meeting virtually from January 22, through January 25, 2021, acknowledges and repents its past support for white supremacy and the sins of the Church's past in being complicit and upholding white supremacist ideologies and systems; we are called to notice and remove these sins from our current and future Church as we grapple with having benefitted from these sins;

Resolved, That the Executive Council is alarmed that white nationalism is increasingly on the rise and violent white supremacist groups are increasing in the number of those who believe in dangerous conspiracy theories, including members of Congress, high-level government officials, and influential media personalities;

Resolved, That the Executive Council recognizes how white Christian nationalism fuels and is fueled by white supremacy, most recently the insurrection at the U.S. Capitol on January 6, 2021, which included sacred Christian symbols, signs, banners, and flags carried by the insurrectionists who declared allegiance to both Jesus and the former president, sometimes conflating the two;

Resolved, That the Executive Council seeks to learn from other leaders around the world (including religious leaders within and beyond our Anglican Communion partners) who play a role in deradicalization, helping possible violent extremists to reject their ideology and reintegrate into communities;

Resolved, That the Executive Council recognizes that The Episcopal Church is ideally situated to respond by preventing people from joining extremist groups, offering an alternative for those who have already joined, as well as by challenging and disrupting the ideology of those who cling to wicked ideologies, and expanding the possibility of reconciliation and forgiveness;

Resolved, That the Executive Council asks the Office of Government Relations and the Office for Ecumenical and Inter-Religious Relations to consult with ecumenical and interfaith partners, Anglican Communion partners, and other departments in the DFMS to develop a plan for The Episcopal Church's holistic response to Christian nationalism and violent white supremacy, and report its progress to the next meeting of Executive Council.

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