

**THE EPISCOPAL CHURCH IN THE  
DIOCESE OF FLORIDA'S  
RESPONSE TO THE WRITTEN  
OBJECTIONS DATED MAY 23, 2022  
TO THE MAY 14, 2022 ELECTION OF A  
BISHOP COADJUTOR**

**Submitted July 1, 2022**

**By:**

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## **SUMMARY OF THE EPISCOPAL CHURCH IN THE DIOCESE SPECIAL CONVENTION PROCESS**

The Episcopal Church in the Diocese of Florida, having been established in 1838, is the progenitor Diocese to all the Dioceses in Florida. The Diocese of Florida precedes the founding of the State of Florida which occurred in 1845.

On January 30, 2021, at The Diocese of Florida's Annual Diocesan Convention, The Rt. Reverend Samuel Johnson Howard called for the election of a Bishop Coadjutor to be his successor upon his retirement in the fall of 2023. On February 4, 2021, the Diocesan Standing Committee conducted a Zoom call with The Rt. Reverend Todd Ousley seeking his advice regarding a search process for a Bishop Coadjutor. In March of 2021, at the recommendation of Bishop Ousley, the Standing Committee hired Judy Stark to be the consultant for the Standing Committee and the Nominating Committee.

On April 8, 2021, the Standing Committee sought applications for the Nominating Committee tasked to select the candidates for Bishop Coadjutor. On April 23, 2021, the Standing Committee appointed a 16 member Nominating Committee which represented the breadth of the Diocese. The Nominating Committee was comprised of 10 laypersons and 6 clergy. The Nominating Committee was compromised of Black, White, Hispanic, straight, gay, male, female, old, young, big church, small church, urban, suburban, and rural persons. Of that group, a chairperson was selected.

In early October, 2021, the Standing Committee sought applications for the Transition Committee. On October 26, 2021, the Standing Committee selected the 16 member Transition Committee. The Transition Committee was comprised of 10 lay persons and 6 clergy. Its members were Black, White, Hispanic, straight, gay, male, female, old, young, big church, small church, urban, suburban, and rural persons. Two members were appointed co-chairs.

At the January 20, 2022 Annual Convention of the Diocese of Florida, the President of the Standing Committee, The Rev. Joe Gibbes, updated the Convention on the election process, advising the Convention that should COVID-19 conditions require it, the Standing Committee and Diocesan Communications Team would be ready to hold the Convention electronically. He also shared the claim of the consultant, Judy Stark, that this was one of the healthiest processes

of which she had ever been a part. Throughout the entire process it has always been the intent of the Standing Committee, the Nominating Committee, and all persons involved in this process to be fair, transparent, honest, and truthful to all concerned.

On March 1, 2022, the petition process was announced by electronic means to the Diocese. On March 10, 2022, the final slate of candidates was announced to the Diocese and the petition process opened. The petition process was closed at midnight on March 17, 2022, with no petition candidates applying.

From May 3 through May 6, 2022, the Transition Committee hosted 6 “Meet and Greet” functions with the candidates throughout the Diocese. At each of the six gatherings, each candidate answered the same four questions for a total of 24 questions.

The Articles of Reincorporation of the Episcopal Church in the Diocese of Florida were originally adopted on February 4, 1972. According to the Articles of Reincorporation, a “quorum required for the election of a Bishop shall be two-thirds of all clergy entitled to vote.” Florida Canon 1. Section 3(a) defines clergy entitled to seat, voice, and vote to be “all canonically resident clergy of the Diocese in good standing”. The two-thirds quorum requirement, as stated in the Articles of Reincorporation, is only used every 15 to 20 years when a new Bishop is elected. For reference, Florida Canon 1. Section 2(c) Quorum provides “a quorum of any Diocesan Convention or any meeting thereof shall be one-half of the clergy in good standing having cure in the Diocese...” Our typical standard for a clergy quorum which is used at all Annual Diocesan Conventions, is much lower.

The number of clergy canonically resident in The Diocese of Florida has substantially grown over the past 20 years. Of the 174 canonically resident clergy, nearly half are inactive (not with cure), retired, physically incapacitated and/or physically live outside the Diocese of Florida. Additionally, the Diocese of Florida has endured the challenges the entire nation has suffered relative to COVID-19. There is no way that those who originally wrote and passed the Articles of Reincorporation could have imagined these dueling scenarios. Achieving a quorum of two-thirds of those clergy canonically resident in the Diocese of Florida is an enormously high standard, a standard not fully appreciated until the Special Convention registration deadline neared.

As the registration deadline grew near, several clergy who had registered tested positive for COVID-19 and a few others had travel plans that they could not reschedule. On May 9, 2022,

the Standing Committee determined that the 111 registered clergy delegates was not a sufficient amount to form the two-thirds quorum requirement of 116 clergy delegates needed a quorum for the election of a Bishop Coadjutor. It became clear to the Standing Committee, Chancellor, and the Bishop, looking at the high standard for a quorum and the list of canonically resident clergy who had not registered (nearly all of whom were without cure, elderly, or lived out of town), that an electronic option was the only way we could achieve a quorum.

As we considered delaying the convention, we considered the thousands of hours of hard work from so many people, the many thousands of dollars already spent, the emotional energy of the candidates themselves and their congregations, the fact that many delegates had already made special arrangements (travel, hotel reservations, time away from family, etc.) to be present, and the overall good of the Diocese itself - we concluded that if we could find a way to hold the Special Convention within the confines of the Canons, we should. We believe that we did, and by doing so we allowed many more delegates to participate in this most important event. In fact, within just a few hours of online registration being open, we had more than enough registered clergy delegates to achieve a quorum in a hybrid convention because many of the clergy who could not make it due to distance and/or illness were very interested and wanted to attend. Because of that decision, several clergy who had previously registered to physically attend switched to electronic attendance. We received many words of thanks for the online option from clergy delegates who were distant or sick (several of whom are signatories of the objection).

Florida Canon 29 (of Rules and Procedure), states as follows:

“The Convention and all Diocesan agencies may adopt such rules of procedure as are not inconsistent with the Articles of Reincorporation, these Canons, or those as set forth by the General Convention; and in all matters of procedure not otherwise provided for, Robert’s Rules of Order as revised shall be followed.”

Florida Canon 10, Section 9 states as follows:

“Powers. The Diocesan Counsel shall have the following powers:

(a) Powers of the Diocesan Convention:

The council shall have all the powers of Diocesan Convention when the latter is not in session except the power to elect a Bishop, to amend the Articles of Reincorporation or the Canons or to adopt rules of convention.”

On May 14, 2022 at 8:30 A.M., Diocesan Council, pursuant to Florida Canon 29, clarified attendance to permit electronic attendance and voting. No substantive changes to the Articles of Reincorporation or Florida Canons were made. There was no change to the quorum requirement. Procedural clarifications were made to permit electronic attendance and voting.

At the beginning of the Special Convention, it was announced that some of the delegates were attending electronically. More importantly, it was announced that a quorum, combining those clergy who were electronically and-physically present, had been attained. Thereafter, the Amended Special Rules of Order and the Agenda were adopted **unanimously**.

The Amended Special Rules of Order required that a quorum be announced before each vote. A quorum was announced at the formation of the Special Convention and before each of the three ballots. A quorum was announced four (4) separate times. **No delegate objected to or raised a point of order relative to the achievement of or the formation of a quorum.** Additionally, Florida Canon 29 states that, “in all matters of procedure not otherwise provided for, Robert’s Rules of Order as revised shall be followed”.

Robert’s Rules of Order, Newly Revised 12<sup>th</sup> Edition, 40:11-12, states as follows:

**Manner of Enforcing the Quorum Requirement**

- 40:11 Before the presiding officer calls a meeting to order, it is his duty to determine, although he need not announce, that a quorum is present. If a quorum is not present, the chair waits until there is one, or until, after a reasonable time, there appears to be no prospect that a quorum will assemble. If a quorum cannot be obtained, the chair calls the meeting to order, announces the absence of a quorum, and entertains a motion to adjourn or one of the other motions allowed, as described above.
- 40:12 When the chair has called a meeting to order after finding that a quorum is present, the continued presence of a quorum is presumed unless the chair or a member notices that a quorum is no longer present. If the chair notices the absence of a quorum, it is his duty to declare the fact, at least before taking any vote or stating the question on any new motion – which he can no longer do except in connection with the permissible proceedings related to the absence of a quorum, as explained above. **Any member noticing the apparent absence of a quorum can make a point of order to that effect at any time so long as he does not interrupt a person who is speaking. Debate on a question already pending can be allowed to continue at length after a quorum is no longer present, however, until a member raises the point. Because of the difficulty likely to be encountered in determining exactly how long the meeting has been without a quorum in such cases, a point of order relating to the absence of a quorum is generally not permitted to affect prior action, but upon clear and convincing proof, such a point of order can be given effect retrospectively by a ruling of the presiding officer, subject to appeal (emphasis added).**

According to Robert's Rules of Order, *supra*, once a quorum was declared by the Chair, The Rt. Reverend S. Johnson Howard, a quorum is continued until the Chair announces there is no longer a quorum or until a member or delegate raises the quorum issue. Thereafter, the quorum issue has been waived. It cannot be raised after the election of a Bishop Coadjutor and after the adjournment to the Special Convention. This opinion is supported by Mark Moriarty, PRP, JD (Professional Registered Parliamentarian), whose Parliamentarian Opinion is attached hereto, along with his biography, as Appendix 1.

At any time during the four (4) occasions when a quorum was declared, clergy could have removed themselves from the Special Convention or simply turned off their computers or a delegate could have objected or raised a point of order, but none did so. If a candidate other than Bishop Coadjutor Charlie Holt had prevailed, there would be no reason for the Objectors to have filed their Petition. In other words, the objection officially concerns the process, but the concern of the objectors isn't about the process, but about the results of the election.

From the Standing Committee's Zoom call to Bishop Ousley on February 4, 2021 until the Special Convention to elect a Bishop Coadjutor on May 14, 2022, some 15½ months, the Diocese of Florida invested a great deal of money. Moreover, hundreds of people and the candidates themselves worked tirelessly to bring about a fair and impartial process to elect a Bishop Coadjutor at the Special Convention.

Florida Canons do not specify in its Canons that convention attendance must be physical or that attendance may not be electronic. Further, there is ample precedent for online convention attendance as the entire 2021 Annual Diocesan Convention was held online, complete with the passing of a budget and the election of Diocesan positions. Just to be 100% sure that the Special Convention was in compliance with state law, Diocesan Council passed a procedural clarification to permit online attendance and authorize voting through electronic means. A quorum was declared without objection from any delegate. Additionally, The Convention passed the Amended Special Rules of Order which permitted electronic voting. At all times there was a quorum present at the May 14, 2022 Special Convention.

In a world that has been shuttered by the pandemic, to suggest that online attendance at any meeting is not allowable is absurd and contrary to good pastoral care. Although the situation was fluid, all requirements for a bonafide Special Convention for the election of a Bishop Coadjutor were fulfilled.

**DIOCESAN RESPONSE TO THE OBJECTIONS FILED BY LAY DELEGATES  
AND CLERGY DELEGATES TO THE SPECIAL CONVENTION  
OF MAY 14, 2022 TO ELECT A BISHOP COADJUTOR**

For the ease of the Court of Review, The Diocese of Florida has hereinafter set forth the Objections filed by the lay and clergy delegates and responds accordingly.

The Delegate Objectors cite three objections to the May 14, 2022 election of a Bishop Coadjutor.

- “1. There was not a clergy quorum at the May 14, 2022 election as the governing documents (i.e. Constitutions, Canons, and Articles of Reincorporation) of the Diocese of Florida were not followed.
2. The Agenda for the May 14, 2022 convention stated there would be two ballots then a break for lunch. There was no break between the second and third ballot. At least one candidate was not given an opportunity to withdraw between the second and third ballots.
3. For clergy on the remote Zoom, there were procedural and technical flaws which preventing voting and which prevented in-person attendees from seeing and hearing those on Zoom.”

The Diocesan Responses to the Delegate’s Objections are as follows:

**I. No Clergy Quorum**

**OBJECTION 1:** The Diocese of Florida Articles of Reincorporation provide that quorum to elect a bishop is two-thirds of each order. Florida Articles VII, Section 4.

**DIOCESAN RESPONSE:** Admit.

The Articles of Reincorporation of the Episcopal Church in the Diocese of Florida, Article VII, Section 4 provides as follows:

“The election of a Bishop of the Diocese shall be had in Regular or Special Diocesan Convention. The quorum required for the election of a Bishop shall be two-thirds of all Clergy entitled to vote and two-thirds of all Lay Delegates entitled to be members of the Diocesan Convention.”

Florida Canon 1, Section 1 provides as follows:

“The Diocesan Convention will be composed of the following who shall have seat, voice and vote unless otherwise prohibited by Section 2 of this Canon:

(a) Clergy Delegates. All canonically resident Clergy of the Diocese in good standing.”



**OBJECTION 2:** It has been reported that there are 174 Canonically Resident Clergy in Florida. This is the same number as stated by the election officials on May 14, 2022.

**DIOCESAN RESPONSE:** Admit.

**OBJECTION 3:** Two-thirds of 174 is 116.

**DIOCESAN RESPONSE:** Admit.

**OBJECTION 4:** The Canons of the Diocese of Florida provide that it "... shall be the duty of every clergy delegate to the Diocesan Convention to attend every meeting thereof." Florida Canon 2, Section 1.

**DIOCESAN RESPONSE:** Florida Canon 2, Section 1 provides: "It shall be the duty of every clergy delegate to the Diocesan Convention to attend every meeting thereof." There is no Diocesan definition of the word "attend" nor is there a prohibition of electronic attendance. There is no requirement that clergy be physically present.

**OBJECTION 5:** There is nothing specific in the Florida Canons about clergy attendance at Special Conventions.

**DIOCESAN RESPONSE:** Canon 2, Section 1 states as follows:

"It shall be the duty of every clergy delegate to the Diocesan Convention to attend every meeting thereof."

Canon 1, Section 2.(a) and (b) state as follows:

- (a) **Annual Meeting.** There shall be an annual meeting of the Diocesan Convention at such time and place as may be determined by the preceding annual meeting; but, for sufficient cause, the Ecclesiastical Authority of the Diocese shall have power to change the time or place, or both; provided, however, that reasonable notice thereof shall be given to all clergy and congregations entitled to representation.
- (b) **Special Diocesan Convention.** The Diocesan Convention may be called to special meeting by the Ecclesiastical Authority at any time on reasonable written notice. The notice shall state the business to be considered by the Convention. No other business shall be considered except upon a three-fourths vote of the members in attendance at such meeting.

There is no canonical definition of "attendance" nor is there a definition or distinction between types of convention (i.e., annual or special) other than those set forth above.

**OBJECTION 6:** The Florida Canons and other governing documents may only be revised by Diocesan Convention. Florida Canon 31, Section 1.

**DIOCESAN RESPONSE:** Florida Canon 31, Section 1 provides:

**“SECTION 1. In General.** No proposed alteration of, or addition to, these Canons shall be considered by the Diocesan Convention unless:

(a) such alteration or addition shall have been referred to, and a recommendation made to the Convention by, the Convention Committee on Charter and Canons;

or,

(b) by unanimous consent of the Convention.

Such alterations or additions to the Canons may be adopted by a two-thirds vote of the same Convention.”

Notwithstanding, Florida Canon 31, Florida Canon 29 entitled “Of Rules and Procedure” states as follows:

“The Convention and all Diocesan agencies may adopt such rules of procedure as are not inconsistent with the Articles of Reincorporation, these Canons, or those as set forth by the General Convention; and in all matters of procedure not otherwise provided for, Robert’s Rules of Order as revised shall be followed.”

Florida Canon 29 authorizes Diocesan Council to adopt rules of procedure as are not inconsistent with the Articles of Reincorporation, Florida Canons or those set forth by General Convention.

Florida Canon 10, Section 9, as it pertains to Diocesan Council, provides:

“The Council shall have all the powers of the Diocesan Convention when the latter is not in session except the power to elect a Bishop, amend the Articles of Reincorporation or the Canons or to adopt Rules of Convention.”

Prior to convention, Diocesan Council used its legislative authority to adopt procedures to authorize electronic attendance and voting by clergy at the May 14, 2022 Special Convention but did nothing to change the substantive law or requirements of the Articles of Reincorporation or the Canons or adopt Rules of Convention, i.e., it did not change the requirement for a quorum. The change to permit electronic voting was within the permitted scope of Florida Canon 29 and Florida Canon 31.

**OBJECTION 7:** The Florida Articles of Reincorporation may only be revised by two successive Annual Diocesan Conventions. Florida Articles of Reincorporation; Florida Article X.

**DIOCESAN RESPONSE:** Admit.

**OBJECTION 8:** The Diocesan Council is empowered to promulgate rules. Yet, "The procedural rules so adopted shall not be in conflict with the Constitution or Canons of the Diocese." Florida Canon 10, Section 7.

**DIOCESAN RESPONSE:** Florida Canon 10, Section 7 provides:

**"Rules and Procedures.** The Diocesan Council shall have the power and authority to prescribe its own procedural rules for the performance of its duties and for the carrying out of its function. The procedural rules so adopted shall not be in conflict with the Constitution or Canons of the Diocese."

The objectors have misused Florida Canon 10, Section 7. This section applies to "its own procedural rules for the performance of its duties and for the carrying out of its functions." This Canon addresses the operation and internal rules, procedures and function of Diocesan Council in its meetings. To interpret it otherwise would place Florida Canon 10 in conflict with Florida Canon 29.

**OBJECTION 9:** The Diocesan Council is specially deprived of the ability to revise the governing documents: "The Council shall have all the powers of the Diocesan Convention when the latter is not in session except the power to elect a Bishop, to amend the Articles of Reincorporation or the Canons or to adopt rules of Convention." Florida Canon 10, Section 9(a).

**DIOCESAN RESPONSE:** Please see Diocesan Response to Objection 6 above. Additionally, no substantive changes, such as to change the required quorum amount, were made to the Articles of Reincorporation, or the Canons or to adopt Rules of Convention. Pursuant to Florida Canon 29, only procedural clarifications were made to permit electronic attendance and voting.

**OBJECTION 10:** The April 7, 2022 registration for lay delegates and clergy stated: "In a manner heightened above the Annual Conventions we have enjoyed of late, the integrity of the election at this Special Convention will require that we pay very close attention to who is present. Therefore, **if you do not register by the deadline, you will not be allowed to attend. There will be no exceptions.**" (Emphasis original as in the email notice from the Diocese)

**DIOCESAN RESPONSE:** Admit. The purpose of this statement was to facilitate the organization of the convention, namely to print credentials and delegate packets, and to determine an accurate count for food and beverages. Historically, people have shown up at regular Diocesan conventions who have not registered. We attempted to avoid that. We wanted the delegates to know that there would be an accurate delegate count for the integrity of the election.

**OBJECTION 11:** Registration ended at noon on Monday, May 9, 2022 and cost \$55.00 per delegate.

**DIOCESAN RESPONSE:** Admit.

**OBJECTION 12:** At that time, there were fewer than 89 in-person clergy registrations.

**DIOCESAN RESPONSE:** Deny. On May 9, 2022, 111 clergy were registered; 116 were needed for a quorum.

**OBJECTION 13:** In-person registration was permitted to continue in limited circumstances after the registration deadline.

**DIOCESAN RESPONSE:** Admit. In limited circumstances, clergy who had thought they had registered, for instance, by their parish administrator, but in fact were not registered, were allowed to register. This enabled the greatest number of clergy to participate in the election of a Bishop Coadjutor. This turned out to be the largest number of clergy participants for any convention ever held in The Diocese of Florida.

**OBJECTION 14:** Two days before the Special Convention, on Thursday, May 12, 2022 at 1:25pm the Diocese announced there was a lack of quorum in the Clergy order for the Special Convention on Saturday, May 14, 2022.

**DIOCESAN RESPONSE:** Admit. As of May 12, 2022 at 1:25 P.M., the Diocese announced that a clergy quorum had not yet been attained. 111 clergy were registered and 116 were needed for a quorum. The Diocese had begun receiving chatter from the clergy delegates requesting on-line/electronic attendance and voting due to COVID-19, infirmity/sickness, or travel distances.

**OBJECTION 15:** At that time, the Diocese announced that clergy who had not yet registered were eligible for registration by Zoom. Registration would not be \$55.00 per delegate but rather be free.

**DIOCESAN RESPONSE:** Admit. The Diocese felt it would be unfair to charge clergy delegates who did not physically attend the Special Convention and partake in the luncheon or require convention materials.

**OBJECTION 16:** At the same time, the Diocese announced that remote voting available for clergy would not be available for lay delegates. Similarly, if clergy delegates had previously registered in-person, they may not appear by Zoom but must attend in-person.

**DIOCESAN RESPONSE:** Deny. The Diocesan response made provision for clergy who had registered to attend in-person to elect to attend electronically. Physical attendance was encouraged but if COVID-19, infirmity/sickness, travel distance or pastoral considerations occurred, that attendance could be maintained electronically. 16 clergy delegates who had registered previously were allowed to switch their status from being physically present to online attendance.

The reason for extending electronic voting to clergy and not to laity is that the clergy number is finite and the laity had the ability to designate alternate delegates right up until the time for the Special Convention. The electronic option to clergy was clearly stated in the May 12, 2022 Diocesan email which was sent to all delegates.

**OBJECTION 17:** On Friday, May 13, 2022 at 12:28pm the Diocese announced a clergy quorum had been achieved: "...literally all around the world - who will be joining us remotely."

**DIOCESAN RESPONSE:** Admit.

**OBJECTION 18:** Friday, May 13, 2022 at 12:28pm was approximately 20 hours prior to the start of the electing convention.

**DIOCESAN RESPONSE:** Admit.

**OBJECTION 19:** The Friday, May 13, 2022 announcement also stated "The Call to Order will be at 9 a.m. EDT - we will establish a quorum of clergy and laity, and adopt the Special Rules of Order and the Agenda for the day."

**DIOCESAN RESPONSE:** Admit.

**OBJECTION 20:** Ultimately 89 clergy registered and attended the Special Convention. By the third ballot, that number was announced as 87.

**DIOCESAN RESPONSE:** Deny. 127 clergy were registered. Of that amount, 89 clergy attended the Special Convention in person and 38 attended electronically. Two (2) clergy arrived late and voted in the second ballot. Some clergy who had registered to be physically present changed to electronic voting.

**OBJECTION 21:** The Florida Canons do not provide for remote voting for lay or clergy.

**DIOCESAN RESPONSE:** Florida Canons do not prohibit remote voting. This is the age of COVID-19 and other contagious diseases. The Diocese utilized remote voting in order to make this Special Convention available to as many clergy as possible.

**OBJECTION 22:** As recently as registration for the Special Convention, in-person attendance was required due to the "... manner heightened above the Annual Conventions we have enjoyed of late..." (quoting email from Diocese on April 7, 2022).

**DIOCESAN RESPONSE:** The purpose of the initial requirement to have in-person attendance was to preserve the integrity of the Special Convention and to have an accurate count of those present.

**OBJECTION 23:** The Florida Canons do not differentiate between clergy and laity voting rights and procedures.

**DIOCESAN RESPONSE:** Admit with regard to the voting rights of each order. Procedurally, there is a distinction in that the laity have alternate delegates not available to the clergy, whose number is finite.

**OBJECTION 24:** At the Special Convention, clergy and laity had different voting procedures.

**DIOCESAN RESPONSE:** As the Special Convention date approached, clergy voiced concerns that some of their number had COVID-19 or did not feel safe to attend due to COVID-19. Additionally, The Diocese of Florida has a great number of retired clergy or clergy without cure who never attend convention. Electronic voting was permitted to facilitate attendance. Lay delegates were afforded alternate delegates which permitted lay delegates to substitute delegates for those who chose not to be physically present. Clergy delegates had no such option. The clergy number is finite.

**OBJECTION 25:** The Florida governing documents have never provided for remote voting.

**DIOCESAN RESPONSE:** Deny. Diocesan Council enacted procedural rules prior to the Special Convention which permitted electronic attendance and voting and the Amended Special Rules of Order unanimously adopted by Convention permitted electronic or Zoom voting for clergy not present. Further, the entire Annual Convention of the Diocese of Florida held on January 30, 2021 was held electronically due to and impacted by COVID-19 concerns.

**OBJECTION 26:** The Florida governing documents have never been interpreted as allowing remote voting.

**DIOCESAN RESPONSE:** Deny. See response to Objection 25 above.

**OBJECTION 27:** The call to Special Convention to elect a bishop coadjutor only allowed in-person voting for lay and clergy.

**DIOCESAN RESPONSE:** Deny. At the January 29, 2022 Annual Convention, the Chairman of the Standing Committee announced as follows:

“We have every intention of meeting in-person at the Cathedral, but since we have no way of predicting what COVID-19 will do, we will *also* be doing our level best to put everything in place to hold a virtual election. Should we need to make that call, we will be ready, and delegates will be informed with as much advance notice as possible.”

**OBJECTION 28:** The Florida governing documents can only be changed by a Diocesan Convention. As stated above, the Articles of Incorporation (which establish the quorum requirement) can only be changed by two successive Diocesan Conventions.

**DIOCESAN RESPONSE:** Deny. The substantive governing documents or substantive Florida Canonical law can only be changed by Diocesan Convention. No substantive law was changed; procedural clarifications were enacted to accommodate electronic attendance and voting pursuant to Florida Canon 29. The quorum set forth in the Articles of Reincorporation and canonical attendance requirements were not changed; they were clarified to allow electronic attendance and to vote electronically.

**OBJECTION 29:** Special Conventions are specifically excluded from considering any matter other than that for which the Special Convention was called. Florida Canon 1, Section 2(b).

**DIOCESAN RESPONSE:** The Delegate Objectors have not fully stated Florida Canon 1, Section 2(b), which states:

“**Special Diocesan Convention.** The Diocesan Convention may be called to special meeting by the Ecclesiastical Authority at any time on reasonable written notice. The notice shall state the business to be considered by the Convention. No other business shall be considered except upon a three-fourths vote of the members in attendance at such meeting.”

All actions taken by the Special Convention of May 14, 2022, other than the election of a Bishop Coadjutor, including the adoption of the Amended Special Rules of Order and the Agenda, were taken by more than three-fourths of the members in attendance at such meeting.

**OBJECTION 30:** The Saturday, May 14, 2022 Special Convention was called only to elect a bishop coadjutor.

**DIOCESAN RESPONSE:** Admit.

**OBJECTION 31:** All conventions, whether Special or regular, must have a quorum in both clergy and lay orders.

**DIOCESAN RESPONSE:** Admit. The quorum requirement for a regular or annual Diocesan Convention, Florida Canon 1, Section 2(c) defines a quorum as “one-half of the clergy in good standing having cure in the Diocese and one-half of the duly elected lay delegates, but a less number may adjourn from day-to-day.” This language is very different from the two-thirds quorum required to elect a Bishop as stated in The Articles of Reincorporation of the Episcopal Diocese of Florida referred to in Diocesan Response Number 1 above. The Canons and The Articles of Reincorporation do not distinguish between the quorum requirement for a “Bishop” or “Bishop Coadjutor”.

It is important to note that after a quorum was declared based upon both the physical attendance and electronic attendance of delegates, no delegate and none of the candidates raised a point of order regarding the declaration or formation of a quorum. According to the Amended Special Rules of Order, a quorum was required and announced prior to each ballot. A quorum was confirmed and announced prior to each ballot. No objection was made at any of the four opportunities to make such an objection. A quorum was achieved in accordance with Robert’s Rules of Order as heretofore set forth in the Summary Section which precedes this Diocesan Response. RONR (12<sup>th</sup> Ed.) 40:11-12, *supra*, Page 6.

**OBJECTION 32:** On the morning of Saturday, May 14, 2022 at approximately 8:30am immediately prior to the start of the Special Convention, the Diocesan Council met and attempted to change in (sic) governing documents.

**DIOCESAN RESPONSE:** Deny. The Diocesan Counsel met and enacted procedural clarification to permit electronic voting. No substantive changes were made to the Florida governing documents. Two candidates for Bishop Coadjutor sit on Diocesan Council and neither of them voted against or objected to the use of electronic voting.



**OBJECTION 33:** Any actual or attempted change in rules the morning of an electing convention violated Episcopal Church Canon III.11.1(a) as it was not " ... sufficient time preceding the election of the Bishop...". This canon regarding "sufficient time preceding the election ..." applies to the election of a Bishop Coadjutor. Episcopal Church Canon, Title III.9(a)(1).

**DIOCESAN RESPONSE:** Episcopal Church Canon III.11.1(a) provides:

"Discernment of vocation to be a Bishop occurs through a process of election in accordance with the rules prescribed by the Convention of the Diocese and pursuant to the provision of the Constitution and Canons of this Church. With respect to the election of a Bishop Suffragan, the Diocese shall establish a nominating process either by Canon or by the adoption of rules and procedure for the election of the Bishop Suffragan at a regular or special Diocesan Convention with the sufficient time preceding the election of the Bishop Suffragan."

Although this Canon refers to the election of a Bishop Suffragan, Canon III.9(a)(1) includes the election of a Bishop Coadjutor. This language is taken out of context by the objectors. The Diocese of Florida did "establish a nominating process either by Canon or by the adoption of rules and procedure for the election of a Bishop.....with sufficient time preceding the election of a Bishop." This language refers to the selection and nominating process of candidates - not electronic attendance and voting as permitted by Diocesan Council.

**OBJECTION 34:** When the Special Convention was called to order minutes thereafter, "Amended Special Rules of Order" were presented. Presumably, these were different from the "Special Rules of Order" referenced in the Diocesan email the day before on Friday, May 13, 2022.

**DIOCESAN RESPONSE:** There were two differences between the Amended Special Rules of Order and the Special Rules of Order. The first was the allowance of Zoom or electronic voting and the second was the widely proclaimed "no nominations from the floor". These differences were explained thoroughly to convention by the President of the Standing Committee prior to the adoption of the Amended Special Rules of Order. The Amended Special Rules of Order were adopted by a unanimous vote of Convention.

**OBJECTION 35:** Later that morning, the assembly attempted to consider a change in governing documents.

**DIOCESAN RESPONSE:** Deny. The assembly never attempted to change the governing documents.

**OBJECTION 36:** The May 14, 2022 assembly was a Special Convention.

**DIOCESAN RESPONSE:** Admit.

**OBJECTION 37:** The May 14, 2022 Special Convention was called solely to elect a bishop coadjutor.

**DIOCESAN RESPONSE:** Admit. Notwithstanding, the convention has the inherent right to adopt its Amended Special Rules of Order and its Agenda, which it did.

**OBJECTION 38:** Any actions taken at the May 14, 2022 Special Convention were ineffective.

**DIOCESAN RESPONSE:** Deny.

In conclusion, Florida Canons do not define attendance or voting at convention in its Canons, and therefore have never prohibited online attendance nor electronic voting. Diocesan Council passed a procedural clarification to define attendance and to authorize voting through electronic means. A quorum was declared on four different occasions during the Special Convention without objection from any delegate as is required by Robert's Rules of Order. Additionally, The Convention unanimously passed the Amended Special Rules of Order which permitted electronic voting. At all times there was a quorum present at the May 14, 2022 Special Convention. A valid Special Election was held electing The Rev. Charlie Holt as Bishop Coadjutor.

## **II. The rules of the electing convention were not followed**

The Agenda for the May 14, 2022 convention stated there would be two ballots then a break for lunch. There was no break between the second and third ballot. At least one candidate was not given an opportunity to withdraw between the second and third ballots.

**DIOCESAN RESPONSE:** At noon, the time designated for lunch on the Agenda, the Presiding Officer of the Special Convention advised the delegates that the luncheon meal had not yet been delivered and then polled the delegates as to whether or not they wanted to continue to vote or break for lunch. The delegates overwhelmingly indicated that they favored continuing with the third ballot which ultimately provided the votes necessary to elect a Bishop Coadjutor.

Regarding the candidate not being given the opportunity to withdraw:

Each candidate was assigned a "shepherd" from the Transition Committee. After the results of the second ballot were tallied, the Convention Secretary sent the shepherds to their candidates with the results of the second ballot. She instructed them to let her know the wishes of their candidate. One candidate withdrew in writing. While we cannot claim to know the specifics of

the conversations between the shepherds and the candidates, the Convention Secretary believed she had heard from each of the other four shepherds that their candidates were ready to proceed. The Special Convention would absolutely not have proceeded if it was not believed that the candidates were ready to continue.

### **III. Procedural and technical issues prevented remote voting**

For clergy who were attempting to be present on remote voting, there was no orientation of how to vote, no testing of communications systems, no 'trial vote' to test whether all could vote, and in fact, at least two clergy could not see or hear the proceedings. When voting was taken, in at least one instance, the votes were not registered.

Also, in-person delegates could not see nor could they hear the Zoom clergy.

### **DIOCESAN RESPONSE:**

A total of thirty-eight (38) clergy participated in the Zoom online voting platform. Once everyone was online it was verbally explained to them that they needed to be online with their device cameras on in order to be seen and accounted for as present in order to be able to vote in the election. Everyone activated their cameras in order to verify that everyone was in compliance with the rules. A few people stated they might have to deactivate their cameras between ballots which we told them was fine but to remember they needed to have the camera activated again prior to voting. Those individuals were able to do so. Prior to each ballot everyone was reminded again via Chat (which was open and available throughout the entire proceedings) to be online with their device cameras on so they could be counted as present and able to vote.

It was verbally explained to the participants that the ballot would be shown to them with each of the candidates listed in alphabetical order. The ballot would automatically appear on their screen as a "pop-up" window. They were to simply cast their vote for the candidate of their choice by clicking the button next to the candidate's name and that vote would be relayed (anonymously) through the Zoom platform for the auditor to capture and take to the Standing Committee where the votes were being counted.

It is true that no prior training or testing was done with the Zoom participants. However, it is also true that the Diocesan communication team tested the application before the convention was called to order, and it was determined to be functioning correctly. And it is true that in each successive ballot, every single participant who was on the Zoom call cast their vote successfully.

As each vote was in process, the number of participants online was displayed and the number of votes cast was displayed meaning that it was easy to determine when all participants had cast their vote. No names or other identifying information was displayed; all votes were counted anonymously. In two of the three ballots, all thirty-eight participants voted; one individual was not online and therefore unable to vote during one of the ballots. After each ballot, the auditor

captured the results (by candidate) and relayed the results to the Standing Committee for counting.

Several of the participants stated they were unable to see and/or hear the proceedings. It was suggested to them that they sign on to the Diocesan YouTube channel as it would be a much better platform to use to observe the proceedings and to simply use the Zoom platform for voting. It was asked if we could route the YouTube feed through to the Zoom platform which we were unable to do given the time and programming necessary to provide that function. From the chat comments during the proceedings, several of the participants were able to view the proceedings on the YouTube channel.

After the Special Convention, one of the online clergy delegates posted, "I voted on Zoom. Up came a list of candidates. You clicked on one and submitted. It wasn't difficult. It was hard to hear the vote counts so they copied and pasted them into the chat for us."

At the conclusion of the election, the QR code was displayed to the participants so they could certify the election.

"Also, in-person delegates could not see nor could they hear the Zoom clergy" is a correct statement. We did not have the ability at that time to electronically feed the Zoom meeting audio or video to the clergy and lay delegates gathered in St. John's Cathedral.

## **CONCLUSION**

After proper notice to all concerned, on May 14, 2022, The Diocese of Florida convened a Special Convention to elect a Bishop Coadjutor. A quorum of delegates, clergy and lay, were present in person and electronically. No delegate voiced an objection regarding the insufficiency of a quorum. No delegate objected to the use of electronic attendance by clergy delegates. No delegate voiced an objection to continuing the convention during the lunch break and as a matter of fact, no delegate voiced an objection for any reason. All actions taken by the Special Convention were in compliance with The Articles of Reincorporation of The Episcopal Church in the Diocese of Florida, the Florida Canons, the Canons of The Episcopal Church, the Amended Special Rules of Order, and the Agenda. A valid Special Election resulted in the election of The Rev. Charlie Holt as Bishop Coadjutor.

Respectfully submitted,

The Rt. Rev. S. Johnson Howard

The Rev. Joseph Gibbes, President of the  
Standing Committee of the Diocese of Florida

Fred C. Isaac, Esquire  
Chancellor of the Diocese of Florida