

Executive Committee of the Greek Orthodox Archdiocese of America
November 21, 2017

Resolutions Establishing a Special Investigative Committee (“Resolutions”)

WHEREAS, the Executive Committee (the “Board”) of the Archdiocesan Council of the Greek Orthodox Archdiocese of America (the “Archdiocese”), which is the Board of Trustees of the Archdiocese, at a special meeting duly called and held on November 21, 2017, at which a quorum was present, authorized the following Resolutions;

WHEREAS, the Archdiocese has learned of allegations of: (a) potential mismanagement of the St. Nicholas Shrine construction project; and (b) the potential use of certain St. Nicholas Shrine restricted funds for the payment of Archdiocesan general operating expenses (together, the “Allegations”);

WHEREAS, the Board has determined that it is in the best interests of the Archdiocese and its faithful to form an independent Special Investigative Committee (the “Special Investigative Committee”) to investigate and evaluate the Allegations and to make a report of its findings and recommendations to the Board, as well as to the Holy Eparchial Synod and the Archdiocesan Legal and Audit Committees (collectively, the “Recipients”);

WHEREAS, the Board has determined that the creation of a Special Investigative Committee is an appropriate means of ensuring that the Allegations are efficiently and effectively investigated and evaluated;

WHEREAS, the Board has determined that the following individuals shall be appointed to serve on the Special Investigative Committee: (1) George Canellos, (2) Nikiforos Mathews, (3) Dennis Mehiel, and (4) John Pappajohn;

WHEREAS, The Special Investigative Committee will be charged with investigating the Allegations and recommending to the Recipients a course of action to address the Allegations, if founded, as well as preparing, or having prepared, such reports of its findings for the Recipients as the Special Investigative Committee, in its discretion, deems appropriate;

WHEREAS, the Board is satisfied and has determined that each potential member of the Special Investigative Committee is, in all material respects, independent with respect to the investigation and recommendations regarding the Allegations;

NOW, THEREFORE, BE IT RESOLVED, that a Special Investigative Committee be, and it hereby is, created, which Special Investigative Committee shall consist of: (1) George Canellos, (2) Nikiforos Mathews, (3) Dennis Mehiel, and (4) John Pappajohn, who are hereby appointed to such Special Investigative Committee with the approval of the Archbishop; and

RESOLVED FURTHER, that the Special Investigative Committee be, and hereby is, authorized, empowered, charged, and directed to investigate and evaluate the Allegations, and to

prepare, or have prepared, such reports of its findings and recommendations for the Recipients as the Special Investigative Committee deems appropriate (the “Charge”); and

RESOLVED FURTHER, that the Special Investigative Committee is authorized to undertake, direct, and oversee any action necessary and appropriate to carry out its Charge; and

RESOLVED FURTHER, The Special Investigative Committee shall select one of its members to serve as the Chair of the Special Investigative Committee. In the event that the members of the Special Investigative Committee are evenly split with respect to a contemplated decision or action, and the Special Investigative Committee is unable to render a decision or take action due to a tie vote, the Chair’s vote shall determine the outcome and break the tie; and

RESOLVED FURTHER, that the Special Investigative Committee is authorized to engage such independent advisors, including its own independent legal counsel, and independent accountant or audit firm, as the Special Investigative Committee shall deem necessary or desirable in order to carry out its Charge (“Advisors”); and

RESOLVED FURTHER, that the Special Investigative Committee shall have full authority to contact, obtain information from and consult with the Archdiocese’s current and former officers, employees, volunteers and contractors, including the Archdiocese’s legal counsel (collectively, the “Information Providers”), in connection with any matters within the Special Investigative Committee’s Charge; and

RESOLVED FURTHER, that the Information Providers shall be directed by the Board to cooperate fully and in all respects with the Special Investigative Committee and its Advisors, and that such officers and employees are authorized, empowered, and directed to respond promptly to the Special Investigative Committee and its Advisors and to provide them with any and all information requested by the Special Investigative Committee and its Advisors; and

RESOLVED FURTHER, that, subject to a reasonable budget agreed upon between the Special Investigative Committee and the Board, the costs and expenses incurred by the Special Investigative Committee, including costs and expenses of Advisors, shall be paid by the Archdiocese;

RESOLVED FURTHER, That the Committee shall be asked to provide a preliminary report within ninety (90) days of the date of these Resolutions and quarterly update reports thereafter, until such time as the Committee’s Charge has been fulfilled.

The above Resolutions were duly adopted as of the date set forth above.

Attest: _____
Catherine Bouffides Walsh, Secretary