
Portland Friends of the Dhamma Special Board Meeting Minutes

April 7, 2014

Dharma Rain Zendo, 2539 SE Madison St.

Directors Present: Alistair Williamson (President), Greg Satir (Vice President), Sakula Reinard, Rachel Telesmanick (Treasurer), Jessica Swanson

Others Present: Tena Hoke (Secretary)

The meeting convened at 6:35 p.m. with a five-minute silent meditation.

The agenda was reviewed and accepted with no changes.

The minutes of the previous meeting, held March 10, were approved by acclamation.

The Board noted the resignation of Director Jim Walker, delivered by email, effective March 23rd.

Alistair presented the proposed **Conflict of Interest Policy**. Following discussion, the policy was adopted by acclamation. The policy will be combined into one document with the ByLaws and will be made available that way.

The proposed **Loan Terms** were explained by Greg and Alistair and discussed. (The Loan Terms describe the principal and interest payments for the loan from Greg and Adrienne to PFOD to purchase the Zendo; all other terms of the loan are covered in the already-approved MOU.) Following the just-adopted Conflict of Interest Policy, Greg disclosed that he had a financial interest in the discussion, and also announced his intention to recuse himself from any decision relating to the loan. Per the Conflict of Interest policy, Greg left so that the remaining Directors (see list of attendees above) could make a determination on whether there was a conflict of interest. The conclusion was that there was not in fact a conflict of interest, because although of course Greg has a financial interest in the loan, the terms of the loan are so favorable to PFOD that Greg could not possibly accrue an "excess benefit" from this transaction. However, the Board also agreed that it was prudent that Greg recuse himself although not legally required to do so, because it helps to avoid even the appearance of impropriety.

The following resolution was passed by all Directors, less Greg who was recused:

RESOLVED: The Board finds interest but finds no conflict of interest in the Loan Terms. The Board notes that conflicts of interest are likely to arise in the future, and they will be dealt with at that time.

Greg was readmitted. Although the Board found no conflict of interest, Greg still chose to recuse himself from the final discussion and decision. Greg left.

The following resolution was passed by all Directors, less Greg who was recused:

RESOLVED: To accept the Loan Terms, as follows:

The loan will provide all \$460,600 for the purchase with \$7,275 in closing cost rolled in, for a total loan of \$467,875. The term will be 9 years and the cash will be available for a close on April 18, 2014. The interest and payments will be based on the underlying sources of the money, which comes equally from two places.

The **mortgage-backed loan** comes from a mortgage on the lenders home with closing costs and interest passed through. This loan will provide \$230,300 for the purchase plus \$5300 in closing costs rolled in, for a total loan of \$235,600. The interest is 3.375% with a 30-year amortization for a monthly payment of \$1,041.58.

The **direct loan** comes directly from the lenders with the same 3.375% interest rate.. This loan will provide \$230,300 for the purchase plus \$1975 in closing costs rolled in (\$1500 for loan documents and \$475 for home appraisal from mortgage-backed loan), for a total loan of \$232,275. The monthly payments are as follows:

- **Years 1 - 3:** \$0 (No principal due or interest accrued)
- **Years 4 - 6:** \$653.27 (Interest only due)
- **Years 7 - 9:** \$1,026.88 (P&I as usual with 30 year amortization)

The **total** monthly payments will thus be:

- **Years 1 - 3:** \$1041.58
- **Years 4 - 6:** \$1694.85
- **Years 7 - 9:** \$2068.46

PFOD can make **extra principle payments** anytime. For the first three years all extra payments go toward the principle of the mortgage-backed loan. After that, the lender can decide which loan to direct prepayments to, but must alert PFOD. Here is how regular extra payment effect the loan after nine years.

Regular Extra Payment	Loan Principle Remaining after 9 Years of Payments	Loan-to-Value at \$508,258 (1.1% value increase/year)
None	\$187,855+218,142 = \$405,997	80%
\$200 extra every month	\$162,656+218,142 = \$380,798	75%
\$200/month, \$5000 once/yr	\$110,821+218,142 = \$328,963	65%

Following the passage of the above resolution Greg rejoined the meeting.

The proposal for an **Operations Team** was discussed. The following resolution was approved unanimously:

WHEREAS: The Board recognizes that running day-to-day operations is not a task appropriate to direct Board management. Day-to-day operations include:

- Maintaining a clean and suitable place of practice
- Ensuring building security, access to events with an appropriate atmosphere and coordinating events--offering tea, meal set up, setting up audio system, etc.
- Managing communication within and outside the community

Therefore be it RESOLVED:

Day-to-day operations will be run by a new Operations Team (OT) coordinating the work of three teams, one for each area described above. Sakula will lead the OT and is accountable to the Board. The members of the OT are each a leader of one of the three teams described above and are accountable to Sakula.

The OT can, and may, decide to alter the makeup, number and responsibilities of the teams as they see fit, as long as they stay within the scope of their charter. If they wish to add responsibilities the Board would be happy to hear their proposal.

To set up the process the Board requests

- That Sakula further describe the scope of duty of each team by April 25th.
- That Sakula identify and nominate the initial team leaders for the OT, and present them to the board for ratification no later than the May Board meeting.
- That the OT together develop a team name and scope for each team's work to be shared with the Board by June 1
- That each team leader recruit 2 initial members to their team by June 8th.

The OT is accountable to the Board and will report to the Board at least Quarterly during regular board meetings. Recognizing that operations is both a big and important task and may need special support and resources the Operations Team leader (Sakula) has the authority to request time on the agenda of the Board and the Program Committee when needed.

The Board, Program Committee and OT will jointly review day-to-day operations at a regular Board meeting in the first quarter of 2015. The purpose will be to jointly identify improvements going forward.

This proposal includes dissolving the Communication Committee as a board committee, whose work would be fulfilled by one of the operations teams. It also satisfies the Board's desire to have the Program Committee find a Volunteer Coordinator, as stated in the Loan Memorandum of Understanding. The Board thanks the members of the Program committee for their investigation of this topic.

Finally, this leaves the Librarian unchanged as a Board-appointed role. If the OT feels that this responsibility, or others, best belongs with them they could make such a proposal to the Board.
<end of Resolution>

The Board discussed the findings of **The Mold Reporters** Inc. Because the report was just received this afternoon, only Jessica has had a chance to read it in full. The report found mold, asbestos, and evidence of rodent infestation. Greg and Alistair will study the report and then work with Jessica to come up with an estimate for the cost of remediation. In the meantime, Alistair/Greg will forward the report to Dharma Rain and let them know we are doing more research.

Alistair led a brainstorming session on upstairs rentals. Issues to be considered: morning vs. afternoon vs. evening / weekdays vs. weekend / Buddhist vs. non-Buddhist / special events / regular groups / exclusive vs. non-exclusive / slots. Reasons to rent: we have more space than we need / income necessary / lovely to share / keeps us involved in larger community and increases diversity / environmentally sound / continuing the tradition of the building / more people to help maintain the building. There was some discussion of what the evening rental rate should be, but there was not enough time or information to reach a decision, so this topic will be moved to email.

The following proposal was not dealt with due to lack of time:

Proposal to Divide Annual Meeting Between May and September

Background

The annual meeting has three key items:

- Election of directors to a two-year term
- Election of officers to a one-year term
- Formal annual reports

This year, due to being in transition, we are unprepared, and it is a poor time to elect new directors. Similarly for annual reports: last year is just not all that relevant right now.

So perhaps we reschedule those elements to September where we can attend to them in a more measured and useful way. However, we need to be careful because:

- One director (Alistair) has reached his term limits, and it's poor practice to rewrite bylaws, or make decrees to stretch term limits at the last minute. (If the affected person is also the President and a family member of the only paid member of the organization it might even be considered Putinesque.)
- One director (Sakula) will have reached the end of her term

- All officer's terms will be up

Below is a proposal to deal with this. All ideas or improvements are welcome.

Proposal

In May we conduct Annual Meeting Part 1 with

- Officer elections, including a new President
- Passing a resolution requesting that any director whose term is up and is able to stand for another term extend their current term until September.
- Passing a resolution that the current President becomes President Emeritus (a new, temporary officer, but non-voting because he's not a director anymore) responsible for completing the purchase and move in.

This is pretty much identical to what we did with the treasurer transition where Jim had continuing responsibility to close out the year while Rachel took over duties for the next year.

In September we have Annual Meeting Part 2 with director elections and annual reports and hopefully reports on our 3-5 year planning.

The meeting adjourned at 9:30 pm.

Additional Decisions Approved by E-Mail:

The following resolution was approved by acclamation by Alistair, Sakula and Rachel. Greg and Jessica stood aside due to declared conflicts of interest:

April 15, 2014: RESOLVED: That we insure our first year with Church Mutual as quoted (\$2437 per year for \$1000 deductible / \$508,000 building / \$76,000 contents) plus earthquake insurance (\$211), to be effective Tuesday 22nd April. That the treasurer is authorized to pay the first year's premium. That we review insurance costs and needs before we renew next year.

The following resolution was approved unanimously by email on April 30, 2014:

RESOLVED: That Sakula inform the Thursday night representative (Marjory B.) that PFOd will grant them 3 daylongs per year on a Saturday and in accord with what Alistair had written (see below)* in gratitude and in exchange for their voluntarily raising their rent to a sustainable \$300 a month. That we also offer the same to Rinzan for the use of Wednesday evenings at \$300 with the additional lease of Sunday nights at \$250 for a total of \$550 a month and 3 daylongs. And that we send our regrets to the group asking to lease on Monday nights.

*I also think it wise to write a paragraph for the leases that describes how Saturday day longs get scheduled and on what conditions they might be bumped.

Also what it might cost (in this first year) to rent the space for any additional full days (e.g. \$200?) or an additional evenings for a visiting speaker (\$80?)