

REFUGE RECOVERY BOARD OF DIRECTORS
REGULAR MEETING
7:30 TO 10:00 AM PST: JUNE 16, 2018

Attendance: Ben (left at 8:30), Brent, Chris, Dave, Erin (left at 8:30), Gensho, John, Joseph, Rosy, Don, Jean

Not Able to Attend: Daniel

Minutes: Don W., Secretary

Topic	Discussion	Summary of Key Points/ Action Items
Call to order and agenda	<p>Meeting was called to order by Jean. She presented as agenda items:</p> <ol style="list-style-type: none"> 1. Suggestions to improve group process 2. Asset Sharing and Tax Liability 3. Director's Report 4. Ethics Committee update 5. Annual Report 6. Approval of minutes-3 meetings 7. Financial Report 8. Date and Time for next meeting 9. Dedication of Merit 	
Approval of Minutes	<ul style="list-style-type: none"> ▪ Minutes from the May 12 regular meeting of the Board were presented. Chris moved acceptance, Brent seconded, minutes were approved with Rosy abstaining. ▪ Minutes of the May 26 emergency meeting of the board were presented, with the reminder that due to the nature of the subject matter, the minutes (conflicts or status of board member) were not part of the public record. John moved, and Brent seconded acceptance, and the minutes were approved as submitted, with Rosy abstaining. ▪ Minutes of the June 2 emergency meeting of the board were presented, again with the reminder that the minutes were not part of public record (due to subject matter of ongoing legal dispute and status of board member). Gensho moved adoption, Joseph seconded. Minutes were adopted, with Rosy abstaining and Jean abstaining due to her absence from the meeting. 	Rosy pointed out that the extensive minutes arrived without enough time for thorough review and abstained because of this lack of time to carefully consider the lengthy submission.
Ethics Committee Report	<p>Jean turned the meeting over to Don and Erin to present the recommendations of the Ethics Committee, which had been submitted to the Board the day before. Erin stated she did not feel prepared to discuss the report and deferred to Don.</p> <ul style="list-style-type: none"> ▪ Don began by explaining that the Committee had sought to arrange a meeting with Noah during RefCon, received a letter from Noah's attorney asking for written questions in advance, and decided to decline to meet with Noah. Don introduced the first recommendation of the Committee, which was that the Board vote to reaffirm its commitment to the Bylaws adopted by the Board and govern itself according to the procedures laid out in that document. ▪ Joseph stated that he proposes amending the bylaws to eliminate the sections of ethical qualifications of Board Members and the section setting out the procedure for an Ethics Committee, and for suspension of Board Members during an investigation. He suggested that we needed to have, as a Board, a long conversation about these sections and principles, that he felt the Board had rushed to adopt the bylaws without sufficient time to consider all of the ramifications, and that where there were laws governing behavior, we did not need to have a code of ethics. Joseph 	After considerable discussion, the recommendations of the Ethics Committee were tabled, with no action taken.

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	<p>stated that it was his opinion that we should rely on the legal system and not our own judgments about behavior to make important decisions affecting a person's role in the organization, their livelihood, and their reputation.</p> <ul style="list-style-type: none">▪ Chris stated that he had so far stayed out of the ethical questions, but that his study of other nonprofits made it clear to him that it was essential for liability reasons that we have ethics policy and a system for dealing with ethical questions or grievances. He suggested that we do have an active ethics concern before the board, that a police report was filed and that while we could debate about what our response should be, it was not responsible to say it was not in front of us.▪ Dave stated that to his knowledge, most boards do set up code of ethics and that, as a Buddhist organization, the precepts were a reasonable basis for our ethical code. He also stated that he felt we do not need to conduct an investigation into the allegations made about Noah's behavior, but if we did, we should consider hiring an investigator as we have neither the skill set or the process for conducting our own investigation.▪ Ben stated that he wanted to know the reasoning behind the second and third recommendations of the Committee, that the Board formally vote to suspend Noah from the Board and refrain from allowing or accepting lobbying or participation from suspended Board Members until such time as the Ethics Committee has made its final report to the Board and the Board has acted on those recommendations, including but not limited to participation in meetings of the Board or its committees. Don offered the explanation that these recommendations followed from the first recommendation and were based on specific language currently contained in the bylaws that the Committee was concerned were not being followed.▪ Rosy stated that she was uncomfortable speaking to this matter, as she feels both she personally and the Organization have benefitted from Noah and his efforts on behalf of Refuge. Don suggested that the procedures should be considered as they might apply to any Board Member, and to consider the principles, not the individual affected.▪ Joseph stated that the question was when it was appropriate to address Board Member violations of the law, and that due process requires that we only do so in the event there is a conviction for a crime. He offered his concern that the ethics system as incorporated in our bylaws would lead to instability at a time when growth in the organization necessitated stability.▪ Gensho stated his concern that the bylaws were adopted after decision had been made by Noah to suspend his involvement on the Board, and that there was friction created by trying to retroactively align Noah's voluntary suspension with the bylaws language related to suspension by the Board during an investigation by the Ethics Committee. He suggested the clause about suspension did not apply to this case, as Noah was not effectively a Board Member when the bylaws were adopted.▪ John echoed Gensho's thoughts, that Noah was already not on the Board when the bylaws were adopted, and stated his general concern about how	

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	<p>far can we take applying actions retroactively? He suggested any actions needed more thought and more discussion.</p> <ul style="list-style-type: none"> ▪ Brent stated that in reality, the controversy regarding Noah had already affected public opinion and perception of Refuge Recovery. He felt that our priority should be to ensure a healthy community, that we cannot sidestep ethical issues and that Noah's own actions demanded a response in the creation of an ethics process to address harm within the organization. ▪ Erin expressed her discomfort with the word "allegations." She added that testimony is actually evidence that needs to be weighed along with any other information and not just dismissed. She pointed out that convictions on rape allegations are statistically difficult to obtain and should not be our only concern. Erin stated that most concerning to her was that Noah's response felt like he was lacking any care or concern for what we as a community are going through. ▪ Brent added that one guide might be to ask how we would handle this regarding service within the intersanghas or local groups. He suggested asking the person to step aside would be an obvious action. ▪ Jean reminded the Board that she had recused herself from matters involving the investigation into the grievances concerning Noah and had offered no opinions during this meeting as a result. Jean added that we still had two asks from Noah that had not been addressed: that we ignore the ATS investigation, and that we make no major changes in Refuge Recovery during Noah's voluntary suspension. ▪ Erin and Ben had to leave the call, but in parting both stated that they did not feel ready to vote on any of these concerns and that any vote today would feel rushed. Joseph suggested we delay any action pending further, more complete discussion about amending the bylaws. Gensho stated that we could ignore the asks, and we should not feel compelled to respond. John agreed that we should take no action at this time. Jean stated that she would schedule an emergency meeting to consider our response to Noah's asks in the context of possible amendments to our bylaws. ▪ The recommendations of the Ethics Committee were tabled with no action taken. Don stated for the record his position that the Board was not recognizing its ethical duties and responsibility to the community by deferring action on matters that have been before the Board since April, and about which considerable concern exist in the Refuge community broadly and objected to the tabling of the matters raised by the Ethics Committee. 	
Suggestions to improve group processes	Jean stated that Erin had some suggestions for improving board communication and process, but that this matter would be tabled until our next regular board meeting.	Matter was deferred until next regularly scheduled Board meeting.
Asset Sharing and Tax Liability	<ul style="list-style-type: none"> ▪ Chris stated that he wanted to focus time on a tax issue that had been brought to his attention that may affect other actions before the Board. He related advice he had gotten from a tax attorney who is expert at nonprofit tax matters that there is a conflict of interest with Noah's position on the 	Telephone conference with tax attorney, Noah, and Chris scheduled for June 21, 2018. Report of results

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	<p>Board, influence over the decisions of the Organization, and his financially benefitting from the Organization.</p> <ul style="list-style-type: none"> Examples of benefit to Noah include royalties from the sale of the book "Refuge Recovery," which is promoted on our website and in out meetings, and provision of opportunities for speaking engagements for which Noah is paid. This creates, according to the attorney, liability for potential penalties imposed by the IRS on Noah, the Officers of Refuge Recovery, and the Organization as a whole. Solutions are separation of Noah from the Board, or divestiture (giving up) of any financial gain by Noah. Chris presented this conflict to Noah, who asked that he be given an opportunity to ask the tax attorney some questions regarding her findings. Chris has scheduled a phone conference with the tax attorney, Noah, and the Executive Committee for the Thursday following the Board Meeting and anticipates speedy resolution of this matter. Dave asked if the Board would get a report of the phone conference prior to our next meeting, and Jean said such a report would be provided. 	will be provided to the Board.
Financial Report	Chris offered the financial reports that had been submitted to the Board and were current as of the day of the meeting. Reports accepted as prepared with no questions from the Board.	
Annual Report	Chris asked for approval of the Annual Report that was provided to the Board for review. It was noted that the Report was posted to the Website in advance of approval by the Board but was promptly removed pending approval. Gensho moved approval, Brent seconded, and report was approved with Rosy abstaining.	
Director's Report	<ul style="list-style-type: none"> Jean reported that she felt RefCon4 went well. Live streaming was well received. Lots of opportunity for sangha and many good panels. Jean thanked the Board for its participation. There was discussion about moving the conference next year to the middle of the country, with Detroit, St Louis, and Chicago all offering to host. Chicago has free space available if we locate there. Jean pointed out that we were truly a broad-based organization, with locations spread throughout the world, and we no longer needed to be tied to Los Angeles as a base. Jean noted that Hillary had resigned from the Board and added that the Executive Committee had been in the process of asking the Board to vote on her removal due to recent postings on Facebook. Joseph objected to the idea that we were responsible for postings by our partners; Brent pointed out that we were responsible for confidentiality even as to our discussions with our partners. 	
Next meetings	<ul style="list-style-type: none"> Next regular meeting of the Board was scheduled for Saturday, July 21st, at 7:30 am Pacific time. John asked that at our regular meeting we have a discussion to consider updating and amending the bylaws, and that time be allowed for a full discussion of the need for amendment. Emergency meeting scheduled for Sunday, June 24, at 4:30 PM PST to consider Noah's asks of the board in the bylaws. Jean asked that emails and email responses be "kept to a dull roar" to prevent overload and allow all members to process what information had already been distributed. 	Jean has issued invites to the scheduled meetings.

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Dedication of Merit	Gensho offered a dedication of merit and the meeting was adjourned.	
Minutes Submitted	June 18, 2108	Don W., Secretary