

## Minutes of Green Pastures Quarterly Meeting

Saturday, May 20, 2017

Michigan Friends Center, 7748 Clarks Lake Road, Chelsea, Michigan 48118

Attending:

From Ann Arbor Monthly Meeting: Susan Hartman, Christa Williams, John Williams, Johanna Kowitz, Al Connor, Dwight Wilson, Nancy Taylor, Thomas Taylor, Jim Crowfoot, Joan Sampieri, Jeff Cooper, Peggy Daub, Tom Blackwell

From Birmingham Monthly Meeting: Marvin Barnes, Ellen Barnes, Harriet Greenwood, Pam Melick

From Detroit Monthly Meeting: Bob Orr, Pam Melick

From Kalamazoo Monthly Meeting: Raelyn Joyce, Joe Mills, Linda Mills, Flo Friender

From Red Cedar Monthly Meeting: April Allison

[1] The meeting began at 9:30 am with a half hour of silent worship.

[2] Facing Racism in our Meetings

Pam Melick and Marvin Barnes wanted to bring results from the MidWinter Gathering's examination of racism in our Meetings back to the group and extend the discussions. Three friends offered brief summaries of their learning from the MidWinter Gathering. The meeting then broke into small groups for discussion around specific topics suggested by those present.

[3] The meeting for business began at 1:30 pm.

[4] Roll call:

Ann Arbor	-	12
Birmingham	-	3
Detroit	-	1
Grand Rapids	-	0
Holland	-	0
Kalamazoo	-	4
Pine River	-	0
Red Cedar	-	1

[5] Approval of Minutes

Minutes from the September 18, 2016 meeting were approved.

[6] Treasurer's Report

The Treasurer's report (attached) shows total income of \$14,773 and expenditures of \$13,347.50 for the year July 1, 2016 – June 30, 2017. Three checks written in April had not yet cleared in the checking account balance reported. Separate accounting was provided for the Friends School Medical Expense Fund (next item). It was noted that the payment to Michigan Friends Center exceeds the budgeted amount. Following the report from Michigan Friends Center it was decided to let this stand as an additional contribution to MFC in the current year. The Treasurer's report was accepted.

[7] Friends School Medical Expense Fund

More money was offered by Friends than was needed to cover the medical expenses of a former teacher at Friends School in Detroit. The debts have been paid and excess funds returned to the donors.

[8] Contribution to Friends School in Detroit

The meeting approved making the contribution of \$2,250 in the current budget for Friends School in Detroit. This will help to cover holding expenses until the property is sold.

[9] Arthur Larrabee Clerking Workshop

Joan Sampieri reported on the Clerking Workshop held at Michigan Friends Center on Saturday March 4, 2017. Arthur Larrabee came from Philadelphia to lead a workshop on Clerking in Friends Meetings. Thirty-four enthusiastic Friends attended. In Art's words, a distinguishing feature of Friends decision-making is that the Meeting seeks the will of God in a particular matter, also described as "seeking a Godly outcome". "A sense of the meeting is an awareness of how the Spirit has moved among us." Next, Art addressed the roles of those present in Meeting, the role of the clerk, the role of committees and the conduct of meetings. Throughout, Art utilized the Socratic Method effectively, getting lively participation of those attending. Handouts were provided for many of the subjects covered. Thanks were expressed to Joe Mills for suggesting the event and to Geoff Brieger for handling registration and arrangements.

[10] Michigan Quakers for Environmental Action

Peggy Daub reported that she and Phil Volk hope to make this an organized voice of Quakers from throughout the state. Previous issues have been closing pipeline 5 across the Mackinac strait, legislative regulation of solar power and environmental cleanup. Every two years there is a new legislature and they are currently waiting to coordinate with elected members and to see what new legislative priorities might be. They welcome participation from additional Quakers around the state, especially those with legislative contacts.

[11] Friends Lake Cooperative Community

A written report was provided by Richard Tucker, who was not able to attend.

[12] Michigan Friends Center

John Williams presented a written report describing the current Board activities, facilities, finances and programming. He made two requests, first for additional Quaker trustees and second, that Green Pastures Quarterly Meeting become an organizational member of Michigan Friends Center, as it presently is for the Friends Lake Cooperative Community. This entails an annual contribution of \$ 1,200 in place of \$ 600 in the present budget. Ann Arbor Friends Meeting and the Friends Lake Cooperative Community are already organizational members of Michigan Friends Center.

[13] Organizational Membership in Michigan Friends Center

Green Pastures Quarterly Meeting agrees to become an organizational member of Michigan Friends Center and requests the Finance Committee to include a \$ 1,200 contribution in next year's budget.

[14] Nominations

A slate consisting of the current officers of Green Pastures Quarterly Meeting was presented for the year 2017 – 2018: Raelyn Joyce, Clerk; Joan Sampieri, Assistant Clerk; Linda Mills, Treasurer; Tom Blackwell, Recording Clerk; Jeff Cooper, Resident Agent. All agreed to serve. The Meeting approved these officers with thanks.

[15] Friends School in Detroit

Joe Mills provided a written report from the Board of Trustees of Friends School in Detroit (attached). The current trustees are Joe Mills (Kalamazoo), Joan Sampieri (Ann Arbor), Kevin Howley (Birmingham), Marvin Barnes (Birmingham), Geoff Brieger (Birmingham), Jeff Cooper (Ann Arbor), Harriet Greenwood (Birmingham), Susan Hartman (Ann Arbor) and Bob Orr (Detroit). The Board has agreed to sign a listing agreement with Aaron Moore of Jones, Lang, LaSalle to list the property for sale. This is a 4 acre property in a prime development area, currently zoned multifamily residential. The Board intends to make this an unpriced listing. The written report provides many details of the process which led to this decision. The proceeds of sale will belong to the School corporation, and there is a dedication clause in the bylaws which requires the money to be used for educational purposes. The Board's current task is to list and sell the property, then think about dissolving the corporation. The Board has formed a committee to address issues of record retention.

[15] Friends School in Detroit (continued)

A Friend spoke movingly of his long involvement with the School.

The Meeting minutes immense thanks to the current Board for proceeding with this difficult and heart-wrenching task. This will bring clean closure to an institution which positively affected thousands of children in Detroit – one which changed lives and is still changing lives. The Quarter wishes to thank all of the donors, teachers, administrators, parents and children who made the school possible.

[16] Reappointment of Trustee

The Meeting approves re-appointing Marvin Barnes to the Board of Trustees of Friends School in Detroit.

[17] News about individual Meetings

Theresa Lindsay emailed to say that the Fremont Worship Group will likely be laid down next year when she and her husband Herb move out of state. Theresa's email has been forwarded to Mike Holaday of Grand Rapids Monthly Meeting and to Mathilda Navias for Lake Erie Yearly Meeting.

Email sent by Wayne Norlin of Grand Rapids Monthly Meeting notes that they will have no Clerk when their current Clerk, Laura Arcila, moves out of state. They will fill in with rotating interim clerks and may need to reconsider their status as a Monthly Meeting.

Flo Friender from Kalamazoo Monthly Meeting explained that years ago they created a childrens playground on the property around the Meetinghouse. This is used a great deal. In the last year, vandalism and rowdy behavior have forced them to hire guards to keep the playground available to neighborhood children. The Meeting has allowed \$ 12,000 for this in next year's budget, and they ask for financial support from other Meetings and individual Friends.

[18] Support for the Kalamazoo Peace Park

The Finance Committee is requested to consider possible support from Green Pastures Quarterly Meeting to help with expenses of the Kalamazoo Peace Park.

[19] Upcoming events

Next Saturday, May 27, 2017, will be an all day planning meeting in Ann Arbor for the 2018 Friends General Conference Gathering to be held July 1 – 7, 2018 in Toledo, Ohio.

The annual midsummer Meeting and picnic for Hiroshima day will be held at 11 am on Sunday August 6, 2017 at Quaker Park in Battle Creek.

The Fall Quarterly Meeting will be held in Ann Arbor on Saturday, September 16, 2017. (This was subsequently postponed to Saturday October 14, 2017, to avoid conflicting with the opening weekend retreat for 2017–2018 Spiritual Formation Groups.)

Next year's White Privilege Conference will take place April 4 – 7, 2018 in Grand Rapids.

[20] The meeting closed with silence at 4:15 pm.

<b>GPQM</b>					
<b>FINANCIAL RECORDS</b>		<b>2016-2017</b>			
5/1/17					
<b>INCOME</b>	<b># Members</b>	<b>Assessment</b>	<b>Date Rec'd</b>	<b>Payment</b>	<b>Difference</b>
<b>MONTHLY MTG</b>	Self reported	LE Rec'd		Rec'd	
Ann Arbor	127		1/9/17	5,418	
Birmingham	17		12/7/17	731	
Detroit	22		12/3/17	946	
Grand Rapids	18		3/8/17	774	
Holland	4		2/8/17	200	
Kalamazoo	34		3/1/17	1,505	
Pine River	11		1/27/17	473	
Red Cedar	71		12/19/16	3,053	
May Quarterly: received for Larrabee wksp				\$28 1,575	
GPQM Mid-winter gathering			2/27/17	70	
<b>TOTAL</b>	<b>304</b>			<b>14,773</b>	
<b>EXPENDITURES</b>					
		<b>Budgeted</b>	<b>Date Sent</b>	<b>Amount Sent</b>	
Administration-Checks					
State of Michigan		30	9/17/16	20	
<b>Service Chg returned check</b>				13	
<b>Adult Programs:</b>		1,000			
<b>Mid-Winter Gathering</b>			3/6/17	\$127.50	
<b>Larrabee Clerking Wkshop</b>			3/13/17	2,585	
Youth		200			
Friends Lake Community		870	1/10/17	870	
Michigan Friends Center		600	3/6/17	870	
Friends School in Detroit		2,250			
Workshop carpet cleaning			3/13/17	120	
AFSC		8,050	4/23/17	8,050	
FCNL		350	4/23/17	350	
Intsitude for Global Educ.		200	4/23/17	200	
Fall Food expenses			9/1/17	42	
AFSC			8/29/16	50	
FCNL			8/29/16	50	
<b>TOTAL</b>		<b>13,550</b>		<b>13,347.50</b>	
<b>BANK BALANCE:</b>	6/30/16	2,859.02			
(Checking Acct)	4/30/17	13,670.58			

*Report from the Board of Trustees of Friends School in Detroit to  
Green Pastures Quarterly Meeting*

5/20/2017

At its September 2016 meeting, Green Pastures Quarterly Meeting minuted: "It is our intention to proceed with selling the school's property to cover the debts on January 17, 2017, unless all of the debts are paid or otherwise accounted for by that date." Such condition was not met but the then Board of the Friends School, at a telephone meeting held on 1/27/2017, was advised of a financing proposal whereby Chemical Bank would lend the school \$1,000,000 on a secured basis to pay off the School's debts. After that meeting of the Board of Trustees, Joseph Mills contacted David Provost of Chemical Bank to discuss details of the refinancing and to assess the likelihood of the loan being consummated in a timely fashion. Joseph Mills and Kevin Howley then shared this information with the officers of the Quarterly Meeting. The officers decided it would be best to replace the current Board of Friends School Detroit with a new board consisting entirely of Friends committed to paying off the School's debt. The new Board was charged with further exploring the refinancing proposal and considering options for selling the School's property. In the meantime the new Board would continue to manage and oversee the property.

The new School Trustees that were appointed by the Trustees of the Quarterly Meeting consists of: Joe Mills, Clerk (Kalamazoo) Joan Sampieri, Recording Clerk (Ann Arbor), Kevin Howley, Treasurer (Birmingham) Marvin Barnes (Birmingham) Geoff Brieger (Birmingham) Jeff Cooper (Ann Arbor), Harriet Greenwood (Birmingham), Susan Hartman (Ann Arbor), and Bob Orr (Detroit). In early February 2017 the new Board had two telephone conferences where the Chemical Bank loan was considered, officers selected, access to the school's checking account arranged, and access to and management of the School's property taken care of.

At the second telephone meeting in February, we met with Alex May, a consultant that was retained by an Advisory Group interested in continuing Friends School Detroit. We asked about her work and details about steps to restart the school. At this meeting the Quarterly Meeting minutes on the subject were reviewed.

On 3/14/2017 an in person meeting of the new Board was held at the Ann Arbor Friends Meetinghouse. We shared concerns about the viability of plans for restarting the School, but we did receive a report from Friends Council on Education offering positive support and oversight for relaunching the School. At this meeting, a formal written proposal for the refinancing from Alex May was presented with David Provost lending personally rather than through Chemical Bank. The loan amount was reduced to \$910,000, would be short term, and would most likely be repaid from the proceeds of sale of some of the School's land.

A sticking point that developed was the original plan was for Quarterly Meeting to withdraw its membership from the Friends School Corporation and convert it to a Directorship Corporation once all the debts were paid. Only the Quarterly Meeting could affirm and execute that decision to withdraw, the Board of Friends School Detroit has no authority to do so. . We agreed at the March meeting that a few designated Trustees would prepare a counter-proposal

that we might present to Alex and the Advisory Group. Shortly after the March meeting, we received a "clarification" from Alex stating that their position was that "GPQM must relinquish oversight at the time of the loan closing."

The new Board of Trustees at times struggled to reach unity. There were questions about its true charge from the Quarterly Meeting, some Trustees feeling we should proceed to sell the property. There were concerns about integrity in surrendering control to the Advisory Group without a viable plan to continue a school. We also struggled with selling a School in a way that would be supportive of either a new independent school or a relocated Friends School, As a result of some of this disunity, Marvin Barnes resigned from the Board in April.

At a final meeting in Ann Arbor held on 4/ 11 /2017, the Board agreed to submit a counter-proposal for the mortgage refinancing providing the following material terms

1. The Board would give a mortgage to David Provost for \$910,000 payable by 9/1/18 at 3% interest.
2. Upon closing, the debts would be paid from the loan proceeds as soon as practical.
3. Upon payment of the School's debts, new or replacement Board members interested in carrying on a Friends School in Detroit would be appointed to the Board
4. The Friends School Board would recommend to the Quarterly Meeting that it withdraw its membership in the school corporation upon payment of the debts and that documents be amended to convert the corporation to a directorship corporation whereby the directors would appoint the Trustees to the Board. The amended documents would be acceptable to Friends Council on Education. The Board would assist in preparing the documents to effectuate this transfer such that they would be nearly in place by the time of the May meeting of the Quarterly Meeting. Other matters of concern, such as School and student records, would be addressed by both groups.

As an alternative, the Board proposed selling the school's property to the Advisory Group or a selected entity formed by them for \$2,000,000 for the purpose of possibly continuing a school at the present location which price was thought to be nearly 75% of fair value.

On 4/ 15/ 2017 the Advisory Group informed the Board of Trustees that the terms of our counter-proposal were not be acceptable and it declined to accept the purchase offer. Thereafter, the Board pursued efforts to list the property for sale. A committee consisting of Harriet Greenwood, Robert Orr, and Geoff Brieger was formed to select a listing realtor and recommend the key terms of sale. A few realtor firms were considered and the Board has selected Aaron Moore of JLL for listing and marketing the School's property. We are hopeful that the sale can be consummated fairly soon so that continuing holding costs for the property can be minimized and the debts more seasonably paid. We have also formed a committee to address issues of record retention.

Joseph Mills, clerk of the Board of Trustees of Friends School in Detroit