

## Excerpts from the 2008 NEYM Sessions Minutes on Moses Brown School

26. Richard Frechette (Smith), clerk of Permanent Board, presented recommendations about the Yearly Meeting's relationship with Moses Brown School. NEYM owns the land on which the school is built, and is responsible for nurturance and care of Quaker education at the school in perpetuity by virtue of accepting the deeded gift from Friend Moses Brown. Mindful of this we were asked to consider the following for approval:

1. Creation of a new corporation which will own and maintain the buildings and facilities. NEYM will maintain ownership of the land and will lease it to this new corporation for a nominal fee.
2. Delegation to Permanent Board the development of incorporation papers as a Rhode Island non-profit corporation, recognizing that it will be structured in accordance with the existing by-laws of Moses Brown School.
3. Authorization of the Permanent Board to give final approval to the new corporate structure.

Friends were not yet clear to move forward with these proposals but hope to return later during YM Sessions, after meeting with those concerned.

*See minute 57 for the continuation of this business item.*

*See page 82 for the Moses Brown School Project Committee's report.*

57. Richard Frechette, clerk of Permanent Board, communicated a list of concerns about the ongoing relationship between NEYM and Moses Brown School. These were discussed in two threshing sessions during the week. After hearing responses from the body, we directed the Permanent Board to consider all the concerns stated and to discern whether it is necessary to create a new corporate structure to ensure, as Friend Moses Brown mandated "the continued effective governance" of the school, given the financial and legal realities of today. We expect Permanent Board will come back to the body with a recommendation for our approval. While noting that some Friends were not easy with this proposal, the clerk stated our unity to so instruct the Permanent Board.

### **PB: Report of the Ad Hoc Moses Brown School Project**

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The Project Committee has been meeting for several years to address issues in the relationship between Moses Brown School and the New England Yearly Meeting (NEYM). Its recommendations were submitted to the 2007 NEYM general session last August. The committee members (except Phil Stone) have continued to meet since then and have agreed on a modification of their recommendation regarding separate incorporation of Moses Brown School. A revised version of the committee's 2007 recommendations and report showing the changes will be available at YM 2008 as an extra hand-out. We now have reached unity on the following overall conclusions:

It is important to make clear that NEYM and Moses Brown School maintain a spiritual care relationship, in which both the School and the Yearly Meeting will seek to deepen the School's mission as a Friends School whose values and beliefs reflect those of the Religious Society of Friends. To that end, NEYM and the School have created, and will rely on, an ad hoc Committee for Continuing Care of Moses Brown School, the membership of which is attached. In addition, the Moses Brown Board of Overseers will make an annual report to NEYM, including summary financial information, and will give serious consideration to concerns forwarded to it by NEYM.

A new Moses Brown School Corporation will be formed to own and maintain the School's buildings and facilities. NEYM will maintain ownership of the land and will lease it to this corporation for a nominal fee.

With this new incorporation, it is the intent of NEYM for the Moses Brown Board of Overseers to continue without interruption, but in corporate form under the existing Moses Brown bylaws (previously approved by NEYM) with minimal changes, the operation of Moses Brown School as a Quaker school as it now exists and as it may evolve in the future.

The Project Committee recommends that NEYM authorize the Permanent Board to give the final approval to the proposed corporate restructuring, which is consistent with the present Brown School bylaws, and the transfer of ownership of the buildings and facilities.

The foregoing views represent our effort to honor Moses Brown's instruction to "hereafter set forth the structure for effective governance" of the School to be established pursuant to his deed. As we have learned from the experience of other Quaker schools as well as Moses Brown School, we do not currently have the most effective governing structure and spiritual relationship for dealing with the modern realities of the financial and legal world.

— THE PROJECT COMMITTEE

## Committee Reports (2008)

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### Permanent Board

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#### **NEYM/Moses Brown School (MBS) Relationship**

Following up on YM Sessions in 2007, Permanent Board established a working group to discern the intent of the original deed of trust from Moses Brown and whether we are fulfilling the terms of that trust. Their discernment led them to make several recommendations including: that NEYM, Providence MM, and Smithfield QM explore the possibility of offering a five-day home boarding option; that NEYM explore and promote the idea of endowing scholarships for Quaker students at MBS, possibly to be used for any Quaker school; that NEYM facilitate gatherings of Friends Schools in New England. (*The full recommendation of this working group can be found in the NEYM Web site under Permanent Board 3/15/2008 meeting*).

Permanent Board has come to the understanding that what NEYM owns is not so much the land, as a responsibility to be really involved in the Moses Brown.

Permanent Board worked closely with Moses Brown to establish an ad hoc Committee for the Continuing Care of Moses Brown School. Twelve persons have been named to this committee, six by NEYM (representing four quarters), four by MBS, and the Head of School and the Director of Friends Education & Service Learning as ex-officio members. The committee will hold its first meeting during the 2008 YM Sessions.

Permanent Board also approved recommendations by the MBS Project relating to corporate and relational structure.

— RICHARD FRECHETTE, CLERK

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### **Excerpts from the 2008–2009 Permanent Board Minutes on Moses Brown School**

**2008–78 Moses Brown/NEYM relationship.** Richard Frechette read the minutes of the yearly meeting in sessions which described Friends reactions to the recommendations which the Project group made concerning Moses Brown School (NEYM 2008-25 and 2008-57). These minutes called for Permanent Board to discern whether separate incorporation was necessary and to report back to Friends at Sessions 2009.

Richard asked the Permanent Board to consider what would be needed to fulfill Yearly Meeting's charge to us during the coming year. Permanent Board's understanding was that this was a request to develop and share the details of what would need to be done to carry out the Project Groups recommendation.

In working on this it would be essential to be clear with those at Moses Brown that the development of a detailed plan would not mean that Permanent Board could move forward to approval of that plan. Approval would be in the hands of the Yearly Meeting in Sessions. It is also important that Yearly Meeting Friends continue the work of building relationship with the School.

An ad hoc group was set up to work out the details. The group consisting of Richard Frechette, Christopher McCandless, and Rebecca Leuchak (if she agreed), was asked to bring a recommendation of specific steps to take back to the November Permanent Board meeting.

**2008–79 Report of the ad hoc Committee for the Continuing Care of Moses Brown School.** Andrew Grannell reported that a 1<sup>st</sup> meeting had been held and had gone very well. The next meeting was set for September. The group acknowledged that the Continuing Care Committee's charge extended beyond care for Moses Brown School to include concern for Friends education throughout New England.

We were reminded that, in this case and always, members of Permanent Board needs to own the issues we decide to forward to Sessions—to be able to explain the facts and articulate the spirit of our decisions.

**2008–88 Ad Hoc Committee for the Continuing Care of Moses Brown School.** Report was given by Elizabeth Zimmerman. A total of 5 meetings of the committee were held to date. The work of the committee centers on deepening the educational efforts within the Yearly Meeting and strengthening the relationship between the Yearly Meeting and the school. The ad hoc committee approved a minute at their second meeting which supported the ongoing process of corporate restructuring within deep, spiritually based concerns about the impact of the current financial situation on this process and upon both the school and the Yearly Meeting. The Committee also proposed a change of name.

Permanent Board approved the change of the ad hoc committee's name to The Committee on Nurturing Friends Education at Moses Brown School. A formal decision will be made at a later date for this to become a standing committee of Yearly Meeting.

**2008-89 The corporate relationship between Moses Brown School and New England Yearly Meeting.** Jim Nagle gave some background information on the realization of the extensive need for upgrading the physical and program maintenance upon his and Joanne Hoffman's arrival at the school some years ago. These and other issues have been complicated of late by insurance and bonding issues and by the current financial market with the corporate structuring of the school in relationship to Yearly Meeting. Recently, because of this cumbersome structure, costs for the school have risen in excess of \$100,000 in interest payments as well as legal and other fees. Habib Gorgi spoke to the point that if the school were a separate corporation, this process could have been reduced to approximately 30 days.

Habib Gorgi reported that the search for a new head is down to 3 finalists, all from Quaker schools. There is no sense that the school is drifting away from its Quaker heritage.

Joanne Hoffman reiterated that there is a structural connection between NEYM and Moses Brown School which can be rejuvenated by the Committee on Nurturing Friends Education at Moses Brown School.

The by-laws of the school would remain the same with slight modifications. Decision making would continue to be made in the manner of Friends. The Board of Overseers would continue to include Quakers, which names would be put forward by NEYM.

Several Friends spoke eloquently of the need to release Moses Brown from the present, antiquated structure in relationship to Yearly Meeting. One Friend raised the concern that incorporation would significantly change the relationship to Yearly Meeting. Another raised the concern that Permanent Board has not been sufficiently articulate in stating the need for incorporation of the school. We were reminded that the school's founder, Moses Brown, charged Friends to oversee the good governance of the school. We have been remiss in making the needed changes. And we have returned, in recent months, to concern for the spiritual nurturing of the school, in keeping with Friends' educational mission. At the same time we can let go the need for financial oversight as a Yearly Meeting. The challenge of incorporation has provided a great opportunity for a deepening of the recognition of the importance of Friends' processes in all governance aspects of the school, including the provision of financial aid to those students in need and the addressing of the concerns of some that the school deepen their mission of Quaker education.

Permanent Board recommends that the incorporation of Moses Brown School be approved at the 2009 Sessions. Finer details will be worked out with a smaller group of representatives from Moses Brown and Permanent Board and will include the drafting of new by-laws to be completed before sessions. Friends approved the following people to this small group from Permanent Board: Christopher McCandless, Richard Frechette. A progress report will be given at the January meeting.

**2009-8 Status Report – Ad Hoc committee on Moses Brown By-Laws.** Richard Frechette passed on the regrets of the Moses Brown School reps (head of school Joanne Hoffman, Clerk of the Board Habib Gorgi, and Chief Financial Officer James Nagle), all three of whom were sidelined by injuries, and were unable to personally present this report. On their behalf, Richard, who was appointed by PB to represent NEYM on this ad-hoc committee, presented the report.

Draft by-laws, a proposed structure graphic, and draft articles of incorporation were distributed and are attached to these minutes. Richard presented an overview of the proposed by-laws, noting any major changes from current by-laws, and highlighting the particularly Quaker flavor of the document. He noted that the proposed by-laws recognized the perpetual relationship of NEYM and MBS. Members were asked to review these documents carefully, to contact the NEYM reps on the by-laws committee (Christopher McCandless, Betsy Zimmerman and Richard Frechette) with any concerns, and to prepare discernment at the March meeting of Permanent Board.

Friends recommended a change for the final sentence of Article XII: that it repeat the language in the final sentence of Article XI. Article XII Section 1, Effective Date would now read, "These Bylaws shall go into effect immediately upon their adoption by the Board and the approval by the New England Yearly Meeting of Friends at Sessions or through its Permanent Board."

**2009-21 Moses Brown School.** On behalf of the ad-hoc Moses Brown School by-laws committee (which consisted of Russell Carpenter, Richard Frechette, Habib Gorgi, Joanne Hoffman, Christopher McCandless, James Reavis and Betsy Zimmerman), Richard Frechette presented the latest draft of the by-laws, which address comments of Permanent Board members. These are a necessary part of a recommendation to incorporate the Moses Brown School. We approve the proposed by-laws. We will recommend to sessions that MBS become incorporated. We understand that these bylaws call us to a deeper nurture of and engagement with the school. They affirm our mutual goal of Quaker education for all, including Quaker children and poor children. We trust the Committee for Nurturing Friends Education at Moses Brown School will ensure continuing evaluation and growth.

**2009-43 Moses Brown School.** Friends approved a change in the by-laws, Articles II and III, to the Clerk's term on the Board.

"The Clerk shall serve for an initial term of three years; thereafter the Clerk may serve for such additional term or terms as approved by the Board, with the length of such additional term(s) to be determined by the Board. It is the expectation that the Clerk will provide the Executive Committee of the Board with not less than 18 months prior notice of his or her desire to step down as Clerk."

## Excerpts from the 2007 NEYM Sessions Minutes on Moses Brown School

30. In 2006, upon receiving the report from the Permanent Board ad hoc Committee on Corporate Restructure (formed in 2002) to look at the YMs relationship with the Moses Brown School, Permanent Board and Moses Brown appointed members to a small committee known as “The Project,” which met together over a period of ten months, facilitated by Arthur Larrabee, currently the General Secretary of PYM. The clerk of Permanent Board presented the following recommendations from The Project:

- That NEYM and Moses Brown School establish a caring and nurturing relationship.
- That the title to all real estate used by the school be transferred into a new corporate identity.
- That the expectations of the roles and policies of the Overseers be clarified.
- That the school and YM undertake to address the concerns of Providence MM with respect to these recommendations.

The recommendations will be considered for approval later in the week.

*See Minute 60 for the continuation of this business item.*

60. Richard Frechette (Smith), incoming clerk of Permanent Board, reported on the threshing session held Monday afternoon on concerns over the proposed recommendations for our relationship with Moses Brown School. These were put forward by the Permanent Board and were based on the work of The Project Committee. (See Minute 30). He shared their process with us to help inform our consideration of the recommendations. Our history with Moses Brown School is complicated, and this was reflected in the many divergent, passionate views expressed by Friends during our consideration of the Permanent Board’s recommendations on Monday.

The presiding clerk expressed our appreciation for the great amount of work done, earlier by the Ad Hoc Committee on Corporate Re-structure, and more recently by The Project. It is clear that the recommendations put forward by Permanent Board do not speak to our condition as a body. The desire is strong to do something about this relationship and to carefully discern the responsibilities that have been laid on us by the initial trust from Friend Moses Brown, our own neglect as a body of our responsibilities to this trust, and the present mix of passionate support, deep disappointment, and desire for a relationship that works for both NEYM and Moses Brown School.

*See Minute 72 for the continuation of this business item.*

72. Nancy Haines reported on the work of a group of Friends who met Wednesday afternoon to continue discernment on the relationship between NEYM and the Moses Brown School. They made the following proposal:

- That NEYM appoint an ad hoc committee to examine the original deed of trust and to determine whether we are fulfilling the terms of that trust.
- That NEYM establish an ad hoc nurture and care committee consisting of 12 members: six appointed by NEYM; four appointed by the MBS Board of Overseers; the Head of School; and the School’s Friends Education Coordinator. The Clerk of the committee shall be appointed by the YM. This committee will continue the work of fostering understanding and appreciation between the school and the YM, and of building up the trust relationship between NEYM and Moses Brown School that has already begun.
- That NEYM and Moses Brown School undertake to address the concerns of Providence MM in order to strengthen the relationship between Providence MM and the school.

As the work of these committees’ progresses, NEYM will continue to consider other aspects of our relationship. Friends approved.

### Annual Reports (2007)

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#### Permanent Board

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#### Moses Brown School

Permanent Board and the Moses Brown Board of Overseers appointed members to a small committee (called The Project) to meet over a period of ten months. The school and yearly meeting shared the cost of hiring a Quaker facilitator, Arthur Larrabee. The Project members worked together to find a way to honor the intent of the original will, strengthen the spiritual ties between the school and the yearly meeting, and seek a relationship between NEYM and Moses Brown School that will meet current and future legal and financial concerns. The Project developed a set of recommendations covering spiritual care, property issues, and governance. Permanent Board united in asking YM Sessions to approve the recommendations. Permanent Board authorized Moses Brown School to sell two houses on Hope Street, which are not part of the original bequest. The proceeds will be used to demolish two other structures, which are in significant disrepair, and to remodel two buildings that can be used for educational

— NANCY HAINES, CLERK