

**NORTHWEST NEIGHBORHOOD CULTURAL CENTER BOARD  
EXECUTIVE SESSION  
Hosted at Windermere Stellar, 733 NW 20th Ave, Portland, OR 97209**

**FINAL Minutes of February 19, 2018**

**Directors Present (in person):** Elizabeth Aaby, Dan Anderson, Susanna Duke, Don Genasci, Bill Harris, Roger Jennings, Dan Volkmer, George Wright

**Directors Present (by phone):** Gordon Allen, Ginger Burke

**I. Call to Order**

Dan Volkmer called the meeting to order at 9:00 am

**II. Budget**

Approved.

**III. Approval of Minutes for 1/25/2018**

Motion: Dan Anderson moved to approve the meeting minutes for the 1/25/2018 Executive Session

Second: Don Genasci

Vote: Unanimously approved

**IV. Annual Meeting**

The building is reserved for Thursday April 26. The annual meeting must occur between April 3 and April 29 to comply with notice requirements and NNCC Bylaws. April 3 is 30 days after the next publication date of NW Examiner. April 29 is 60 days following the last day of February. Directors will be elected and any new business before the board will be dealt with. It is unlikely that we'll need the sanctuary given termination of the NWCT deal. Dan Volkmer will determine availability of smaller rooms and report back to the board. Regardless, the annual meeting will be held on the 26th at NNCC.

Motion: Dan Anderson moved that the annual meeting be held 4/26/18 and that the record date be fixed on 3/3/18

Second: Don Genasci

Vote: Unanimously approved

Dan Anderson presented the proposed form of notice (see Supplements). He will fill in the blanks and send it to the Examiner for publication.

## **V. Letter from Carolyn Sheldon (see Supplements)**

Discussion about the letter from Carolyn Sheldon announcing the NWCT withdrawal from the transaction. Negotiations never reached the stage at which Dan Volkmer, Dan Anderson and Susanna Duke met with members of the NWCT board to discuss final details. There was a series of email exchanges that will shed more light on the NWCT's position with respect to withdrawal from the transaction. (See Supplements)

Bill Harris suggested that if the underlying problem for the NWCT is that the fundraising goal is unattainable we cannot correct for that. However, if the underlying problem for the NWCT is something different, our board might consider some adjustments. Elizabeth, George, Gordy and Dan Volkmer believe the NWCT's decision is final.

Gordy Allen stated he believes this decision was about money and that the NWCT ultimately determined they didn't have the ability to raise the money to accomplish the building rehabilitation required by the Terms sheet.

Dan Volkmer thanked Bill Harris for his efforts to keep the deal alive, but announced that as a board we need to move on. We've negotiated for 6 years and are on version 12 of the Terms Sheet. The NWCT has decided to move on and is actively looking for a new home.

Dan Anderson stated we need to update the website to reflect the termination of the proposed transfer to the NWCT. We can use the website to announce the annual meeting agenda as it develops.

Dan Volkmer will contact Steve Janik to determine what our board must do for Mr. Janik in order to terminate his pro bono services as they relate to this transaction. Dan will also write a thank you note to Mr. Janik.

Don Genasci will send a letter to Peter Meijer advising him that the deal with NWCT has terminated and we will not currently need his services but would like the opportunity to contact him in the future should his services be needed.

## **VI. Directors' Terms**

Roger Jennings and Dan Volkmer term out at the annual meeting. Dan Anderson will review the most current director matrix and determine who is eligible for re-election. (See Supplements)

George will not to run for re-election which will create one additional opening on the board.

Bill Harris will run for re-election.

## **VII. Adjournment**

The meeting was adjourned at 9:50 am.

**Dated:** February 19, 2018

Respectfully submitted,

Ginger Burke, Secretary

NNCC Board of Directors

**Approved: May 7, 2018**

