

# Board of Directors – Mandate, Responsibilities, Composition, Process & Relationships to Other Councils

*In a limited but very real sense, the Board's mandate is specified by Oregon law.*

The Board is responsible for operating in a way that continues the temple's status as a tax-exempt non-profit organization. This generally means assuring that Dharma Rain's income is used to further its mission as defined in the Articles of Incorporation and Bylaws.\*

\* The Directors can be held individually and personally liable should DRZC run afoul of the law, be subject to a civil suit, or default on debts. The fact that DRZC's general liability insurance indemnifies Directors does not completely mitigate this risk.

## Board of Directors Responsibilities

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*Board has Stewardship* of the following areas:

### *Vision*

- Fulfillment of mission statement (as defined in the Articles of Incorporation and Bylaws).
- Strategic planning for future function and evolution of the temple, in cooperation with the Dharma Council. Board pays particular attention to the Operations (Yellow and Green) functions of the temple.

### *Fiduciary Matters*

- Ensure the financial health of the temple in order to deliver its programs and services, care for its ordained, maintain its facilities and save for its future needs.
- Prepare and adopt an annual budget for all operations and programs of the temple prior to the beginning of each fiscal year.
- Monitor the approved budget by reviewing financial statements, including an income and expense statement and a balance sheet, at least quarterly.
- Review and approve variations from the adopted budget if in excess of \$2000 in any line item in advance of the expenditure.
- Prepare and adopt an annual revenue plan for the temple prior to the beginning of each fiscal year, including both earned and contributed income.
- Participate in and actively promote the fundraising activities of the temple.
- Review and approve any property purchase and/or sale, and all capital improvements.
- Planning for any short and long-term monetary and physical support of the ordained who devote themselves full-time to service to the DRZC Sangha.

### *Legal Matters*

- All legal matters, including liability.
- Government relations.

### *Internal Governance*

- Changes to Bylaws, as determined necessary by the Board, with a 2/3 majority vote.
- Determining levels or categories of membership.
- Determining eligibility of members to vote for Directors.
- Election and oversight of corporate officers (President, Treasurer, Corporate Secretary).
- Establishing committees and councils to assist with fulfilling the temple's mission or assisting with operations and growth. Examples include the Elders Council, Ethics Council, fund-raising committees, Safe Environment Committee, and Emergency Preparedness Team.

### *Employees of the Temple*

- Oversee Abbot, including regular performance review. If necessary, initiate and conduct impeachment proceedings against the Abbot as specified in the Bylaws.
- Establish policies and procedures regarding volunteers and employees of the temple. This includes defining terms and conditions of employment, creating and/or approving job descriptions, and determining compensation and benefits.

### *Internal Communication*

- Regular communication with the Sangha regarding mission and vision, strategic planning, financial status, policies, and operations.

### ***Board has Oversight*** in the following areas:

- Hiring and termination of employees.
- Major changes to the Mandala Model (changes also require approval from the Dharma Council).
- Yellow & Green Family decisions where policy is being made or precedents are established.
- Decisions in any Buddha Family involving expenditures over a specified amount (see Fiduciary Matters on page 1 for details).
- Decisions in any Buddha Family that raise concerns in one of the Board's areas of Stewardship.

## **Composition of Board of Directors**

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- The Board consist of 5-12 members, including Directors (elected by general membership); Trustees (appointed by the Abbot); and the Corporate President and Treasurer (ex-officio members). Ex-officio members and Trustees may number no more than 1/3 of the Board.
- Eligibility and terms of service for Directors is specified in the Bylaws, and thus determined by the Board.
- Directors must be Full Members of DRZC.
- Directors may serve for up to two consecutive three-year terms. A Director may serve additional terms after at least one term off the Board. Or they may be appointed as a Trustee.
- The Board nominates candidates for Director vacancies, though nominees may be suggested by any Sangha member (including oneself).
- Directors may not also serve as voting members of the Dharma Council or the Mandala Council.
- Trustees do not have term limits.

## **Board of Directors Process**

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- The Board of Directors operates according to the processes outlined in the Bylaws and as specified by Oregon law.
- A Director involved as a party to a grievance procedure conducted by the Ethics Council or an escalation to the Elders' Council must recuse themselves from any Board decisions relating to the grievance or escalation.

## **Relationship of Board to Other Councils**

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- A majority of the Board can vote to escalate a disagreement to the Elders' Council.
- The Dharma Council escalates concerns to the Elders' Council or the Board of Directors, depending on the issue. Note that the Board does not escalate concerns to the Dharma Council, acknowledging the need to keep the Board fairly independent, and that the Elders' Council should be able to address Dharma issues. In the case of escalation over an operations-type issue, on the other hand, it seems appropriate for the Dharma Council to turn to the Board.
- Except in legal and financial matters, for the most part the Dharma Council functions at the same hierarchical level as the Board. The Board and the Dharma Council will need to be mindful of each other's areas of stewardship, respectful of each other's areas of oversight, and attentive to situations in which consultation and cooperation are called for.
- Although the Dharma Council oversees the Red and Blue families and the Board oversees the Yellow and Green families, family "boundaries" do not apply when the Board or Dharma Council are addressing concerns within their own areas of Stewardship or Oversight.
- The Mandala Council may escalate concerns to the Board (or the Dharma Council, depending on the concern).
- Appeals to decisions of the Ethics Council come to the Board, and the Ethics Council may consult the Board in the case of an internal conflict, concern or impasse.