

Zen Center of Los Angeles, Inc.

MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS

November 8, 2015

The Board of Directors of Zen Center of Los Angeles, Inc., a California nonprofit corporation, held a regular meeting at 1:30 p.m. on Sunday, November 8, 2015 at 923 South Normandie Ave., Los Angeles, California.

The following directors, constituting a quorum, were present: Darla Myoho Fjeld, Wendy Egyoku Nakao (*ex officio* director and Abbot), Thomas Dharma-Joy Reichert (CFO), Robert Swan, Deborah Faith-Mind Thoresen, Tina Jitsujo Gauthier and Bill Earth-Mirror Corcoran.

The following directors were absent: Betsy Enduring-Vow Brown (Secretary); Patricia Muso Giggans (President); John Plum-Hermit Swanger.

Rev. Kodo Watanabe witnessed the meeting.

Darla Myoho Fjeld served as recording secretary.

Zen Center Mission Statement

To know the Self, maintain the precepts and serve others. We provide the teaching, training, and transmission of Zen Buddhism.

Board Mission and Vision Statement

In the Resource Sphere of All-Enriching Wisdom, the Board of Directors oversees all legal and fiduciary matters. We actively support the Mandala, Mission and Vision, Core Values and Core Practices of the Zen Center of Los Angeles / Great Dragon Mountain - Buddha Essence Temple. We maintain a place for practice, rooted in our Bodhisattva Lineage, and nurture the widest possible view.

1. Welcome, Zazen, and Check-In Round

Dharma-Joy called the meeting to order and welcomed everyone. The Board sat zazen and did a check-in round.

2. Teaching

Dharma-Joy offered a teaching from Kosho Uchiyama's *Opening the Hand of Thought*.

3. Review of Agenda

The Board reviewed the agenda.

4. Review of Action Items & Approval of Minutes of Prior Meeting

4.1 Review of Action Items

1. ACTION ITEM: ZCLA Mission Statement. Dharma-Joy & Roshi to draft revisions. – This will be discussed at CAAW2 meeting.
2. ACTION ITEM: Myoho to provide Development Circle 2016 budget estimates to Finance Committee. Completed.
3. ACTION ITEM: Dharma-Joy to create a CCL decision tree & rights/restrictions documents for distribution with the talks. Completed.
4. ACTION ITEM: Dharma-Joy, Enduring-Vow and Faith-Mind to coordinate distribution to WP teachers. – The Board discussed the pricing of the USB thumb-drives. We decided to charge \$75 to White Plum teachers and \$100 for the wider distribution.
5. ACTION ITEM: Dharma-Joy & Enduring-Vow to investigate the wider distribution of talks. On going.
6. ACTION ITEM: Dharma-Joy will check ZCLA policy coverages as they relate to volunteers. – Dharma-Joy reported that the ZCLA insurance policy covers volunteers under certain circumstances, depending on the factual situation. Completed.
7. ACTION ITEM: Dharma-Joy will check the volume of minutes and get quotes to scan the minutes. – Dharma-Joy found someone to scan the ZCLA Minutes that are going to the UCLA archives; the work is being done for free by a vendor that his firm uses regularly for large projects. The scanning was ongoing at the time of the meeting and has now been completed.
8. ACTION ITEM: Coordinating Webinar – will be viewed during next board meeting. Completed.
9. ACTION ITEM: Muso will confer with temple-Co Directors re Board housekeeping documents such as Onboarding Process, Job Descriptions and the creation of a Board Manual in advance of the September Meeting. Carry forward.

4.2 Approval of Minutes.

Dharma-Joy moved to approve the September 20, 2015 minutes; Bob seconded. The board unanimously approved the September minutes.

5. Committee Reports

5.1 Finance Committee Report

Dharma-Joy summarized the Financial Report. Both our revenue and expenses are below budget, but overall our expenses are currently \$27,048 higher than revenue. We are hoping that our Annual Fund appeal, which has a goal of \$65,000 this year, will help to balance the budget.

Dharma-Joy also reported that, while the Finance Committee has been meeting in advance of regular Board meetings, there will be an extra End-of-the-Year Finance Committee meeting in December to keep track of where we are.

5.2 Endowment Report

Bob will be forwarding the endowment report as soon as he gets updated statements from Merrill Lynch. Based on market volatility this year, we are down for the year, but ahead of the normal market indicators.

5.3 Temple Co-Directors' Report

The Temple Co-Directors' Report had been circulated in advance of the meeting. Myoho asked for comments or questions on the written report. No one had any.

5.4 Abbots Reflections

Roshi sent out a written report to everyone before the meeting. We briefly discussed various items included therein.

6. Old Business

UCLA Archive Agreement: Roshi presented the written UCLA "Deed of Gift" to the Board. It states specifically that the Archives are considered to be a gift from ZCLA to UCLA. This is in lieu of the de minimis sale agreement that the Board had approved at the September meeting.

After discussion, on motion made and duly seconded, the Board unanimously passed the following resolution:

IT IS HEREBY RESOLVED that the Board delegates to Wendy Egyoku Nakao and Patti Muso Giggans the authority to execute the UCLA "Deed of Gift" and thereby to donate the items described therein to UCLA pursuant to the terms and conditions contained therein.

Digital Talk Distribution Plan: Enduring-Vow circulated pricing for the USB thumb-drives. They will be available through ZCLA's website. Sensei Ryodo is working on building

the order page. The cost for 150 pre-loaded thumb drives will be approximately \$3000. The Board agreed that ZCLA will make them available to White Plum teachers for \$75 and to the general public for \$100.

7. New Business

7.1 Dharma-Joy's Announcement

Dharma-Joy announced that he will be taking a 6 month sabbatical from the Zen Center starting January 1, 2016. He suggested Myoho take on the role of interim CFO while he is away. After discussion, on motion made and duly seconded, the Board unanimously passed the following resolution:

IT IS HEREBY RESOLVED that Myoho will be the interim CFO from January 1 to July 1, 2016.

7.2 Election of Board Members:

Enduring-Vow's, Dharma-Joy's and Faith-Mind's terms are due to expire at the end of December. After discussion, on motion to reelect them and duly seconded, pursuant to the terms set forth in the Restated Bylaws, the Board and Abbot unanimously passed the following resolution:

IT IS HEREBY RESOLVED that Enduring-Vow, Dharma-Joy and Faith-Mind are reelected to the Board for another three-year term.

7.3 2016 Budget:

On behalf of the Finance Committee, Dharma-Joy presented the Draft 2016 Budget Worksheet to the Board, highlighting increases in salaries and in Residential Membership fees. He also recommended that \$8,000 allocated for the painting of the Pine House and \$5,500 for the installation and cost of a new ventilation hood for the Sangha House stove be earmarked out of the Re-finance Funds that are being carried as an Internally-Restricted Fund on the Zen Center's Balance Sheet. After discussion, on motion made and duly seconded, the Board unanimously passed the following resolution:

IT IS HEREBY RESOLVED that we approve ZCLA's 2016 Budget, and that the funds for the painting of the Pine House and for the purchase and installation of a new hood for the Sangha House stove come from the Refinance Funds.

8. COUNCIL

The Board held council.

9. Checkout/Four Vows

Following council, the Board concluded the meeting with a checkout round and the Four Vows.

Date: _____, 2015

Patricia Muso Giggans (President)

Date: _____, 2015

Betsy Enduring-Vow Brown (Secretary)

Attachments to the minutes, which were distributed to the Board:

- 1) Agenda 2) November 2015 Financial Statement 3) Balance Sheet 4) Profit & Loss
- 5) Statement of Cash Flows 11) Temple Co-Director's Report 12) Abbot's Report

2016 Board Meeting dates:

Sunday, January 31 – lunch with residents followed by a Board meeting 1:30-4:40 p.m.
Sunday, March 13 – 1:30-4:40 p.m.
Sunday, May 15 – 1:30-4:40 p.m.
Sunday, July 10 – 1:30-4:40 p.m.
Sunday, September 18 – 1:30-4:40 p.m.
Sunday, November 13 – 1:30-4:40 p.m.

**Terms of Directors
(3 year terms):**

Roshi Wendy Egyoku Nakao as Abbot is an ex officio director and is not included in election.

Until December 31, 2015	Until December 31, 2016	Until December 31, 2017
Betsy Enduring-Vow Brown	John Plum-Hermit Swanger	Darla Myoho Fjeld
Thomas Dharma-Joy Reichert	Tina Jitsujo Gauthier	Patricia Muso Giggans
Deborah Faith-Mind Thoresen	William Earth-Mirror Corcoran	Robert Swan

November 8, 2015 – ACTION ITEMS

General Procedures

Current Board reports and signed minutes from the previous meeting will be given to Mary Rios/Business Manager as soon after the meeting as possible.

Faith-Mind & Myoho/Temple Co-Directors will report Board decisions and other necessary information to Mary/Business Manager as soon after the meeting as possible.

Notification of decisions and information will be given to those effected (i.e. Residents, Teachers, Circles, Staff, etc.) prior to posting Board minutes.

Recording Secretary will forward the approved minutes to the Program Steward for posting on the Board section of ZCLA website.

Decisions and votes of the Board will be stated and recorded as resolutions and will be maintained in an annual list by the Recording Secretary.

Action Items from November 8, 2015 Meeting:

1. ACTION ITEM: Muso will confer with temple-Co Directors re Board housekeeping documents such as Onboarding Process, Job Descriptions and the creation of a Board Manual in advance of the September Meeting.
2. ACTION ITEM: Dharma-Joy, Enduring-Vow and Faith-Mind to coordinate distribution to WP teachers. – The Board discussed the pricing of the USB thumb-drives. We decided to charge \$75 to White Plum teachers and \$100 for the wider distribution. There is still ongoing work to be done on this.
3. ACTION ITEM: Dharma-Joy & Enduring-Vow to investigate the wider distribution of talks. On going.