

**Zen Center of Los Angeles, Inc.**

MINUTES OF A REGULAR MEETING OF THE  
BOARD OF DIRECTORS

February 1, 2009

The Board of Directors of Zen Center of Los Angeles, Inc., a California nonprofit corporation, held a meeting at 1:30 p.m. February 1, 2009, at 923 S. Normandie Avenue, Los Angeles, California. The following directors were present: Darla Myoho Fjeld, Patti Muso Giggans (President), Thomas Dharma-Joy Reichert (CFO), Hillary Radiant-Vow Stephenson (Secretary), DeWayne Gojitsu Snodgrass, Robert Swan, Roshi Wendy Egyoku Nakao (Abbot), John Daishin Buksbazen, and John Plum-Hermit Swanger. Jean Dokai Dickenson (Development Steward) and Penelope Luminous-Heart Thompson (ZCLA member) were present as witnesses.

Hillary Radiant-Vow Stephenson served as recording secretary of the meeting.

**1. Greetings and Introductions**

Muso called the meeting to order and welcomed everyone present. Those present sat zazen, and then participated in a check-in round.

**2. Review of Agenda and Priority Setting**

Muso led the Board in a review of the agenda, a copy of which is attached, to establish priorities for discussion.

**3. Review and Approval of Minutes from November 2008 Meeting**

Radiant-Vow led a review and discussion of the draft Board Minutes from the November 2008 Board meeting.

Missing from the minutes presented were notes about decisions made during Executive Session. There was agreement that if the Board is in Executive Session, this will be reflected in the minutes and that the minutes will indicate any decisions that were made during that session.

The above correction was made and the minutes were unanimously approved and executed.

Roshi requested that in the future Board minutes be distributed to the Board as soon after the meeting as possible, and suggested that Board minutes be sent out to the Sangha.

Plum Hermit suggested posting the Board agenda and resolutions online. Dharma-Joy suggested posting the agenda and the minutes on the Member's section of the website. The Board discussed these items and agreed that to take care in writing and approving the minutes in such a way that they be clear and presentable to members.

Approved Board minutes will be distributed to Sangha members to honor our core value of transparency.

#### **4. Review of Action Commitments from November 2008 Meeting**

Radiant-Vow led a review of action commitments from the November 2008 meeting.

- 4.1** Muso/Gojitsu/Myoho – personnel policy manual. Myoho is taking over the completion of the first draft and will send to Gojitsu, Dharma-Joy, Muso, EC, and Day Group. This is still in process. Carry forward.
- 4.2** Bob – finalize Center investment policy statement language. Bob will send this out to everyone Friday, February 6<sup>th</sup>, and will also send out a year-end investment review.
- 4.3** Dharma-Joy/Finance Committee - develop recommendation on long term issues involving financial support for abbots in retirement. This is on hold for now, pending resolution of the Mountain Hut fund. Finance Committee will contact other Zen centers in order to find out possible options and what others are doing. Carry Forward.
- 4.4** Jifu/EC/Heart-Mirror – continue disaster preparedness efforts for the Center. Gemmon as Program Steward has taken over stewardship of this. The Disaster Preparedness circle has a meeting in February. This action item will be taken off the action items list and moved to the EC report.
- 4.5** Finance Committee – address rental housing situation, monastery housing fees. This item is up for discussion later in the agenda. Refer to notes in that section.
- 4.6** Finance Committee – prepare and submit 2009 budget draft. Completed.
- 4.7** Dharma-Joy/Finance Committee – mortgage refinance. There is a lending freeze at the moment. Union Bank of California (UBOC), is no longer lending to nonprofit organizations. ZCLA's mortgage rate remains at 7.5%. The hope is to find a better rate in the future. In order to seek approval from additional banks, ZCLA would have to produce audited financials and this service is expensive. As a solution, the Board discusses attempting to obtain the services of a group of retired executives who will prepare an audit of ZCLA's financials pro bono. Muso asks Gojitsu to contact them. Carry forward.
- 4.8** Muso/Fundraising Committee- formally draft mission statement. Muso mentions that it is really the Board whose responsibility it is to develop this mission statement for the Board, and that this action item should have indicated that a formal mission statement is needed for the Board. Plum-Hermit suggests having an

all-day Board meeting in 2009 and using the second-half of the day to draft a mission statement. Carry forward.

## **5. Schedule of 2009 Meeting Dates:**

The Board added an additional meeting in April. The remaining meeting dates for 2009 are: April 19<sup>th</sup>, May 31<sup>st</sup>, July 19<sup>th</sup>, September 27<sup>th</sup>, November 15<sup>th</sup>. The May 31<sup>st</sup> meeting will be an all-day meeting from 10:00am to 4:30pm.

## **6. Reports**

### **6.1 Officer And Board Member Term Limit and Board Recruitment**

Dharma -Joy reminds the Board that the terms of service for Board members Dharma-Joy and Radiant-Vow are almost up.

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

**IT IS RESOLVED THAT** Thomas Dharma-Joy Reichert and Hillary Radiant-Vow Stephenson are each appointed to another 3-year term as Board members.

Muso gives a report on Board member recruitment. Our goal was to fill 3 positions. Sensei Daishin's election to the Board filled one position. Muso would like to remind the Board that we are still looking to fill 2 positions. We are looking for members with skills in finance, bookkeeping, fundraising, and other technical skills to support the Board. Board recruitment will be added to the actions items list.

### **6.2 Financial Report**

Dharma-Joy handed out a series of financial reports, copies of which are attached hereto as an exhibit. He then gave a brief report on the Center's financial status. The Center finished 2008 with less than a \$3,000. budget deficit. Much of this is due to a successful year-end appeal. Dharma-Joy mentions this affirms the fact that much of ZCLA revenue comes at year-end, and this has been consistently observed to be true year after year.

Roshi requests that recovering ZCLA funds from the collateral loan to the Zen Peacemakers become an action item for 2009.

### **6.3 Finance Committee Reports**

.Dharma-Joy reports that an account representative needs to be added to the Merrill Lynch account. Former Board member Gary Koan Janka was the only previous signer. The Finance Committee recommends Dharma-Joy become a signer.

A motion is made to approve a resolution to establish Dharma-Joy as a signer on the Merrill Lynch account and

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

**IT IS RESOLVED THAT** Thomas Dharma-Joy Reichert become a signer on the Merrill Lynch account.

Dharma-Joy distributes a resolution for the board to sign and it is signed by those present.

Dharma-Joy led a review of the 2009 Budget Worksheet. Dharma-Joy wishes to disclose that in this document the Finance Committee has assumed we will receive \$20,000. in revenue from the Angell Foundation. This is indicated in item 4250 in the 2009 Budget Worksheet.

The Finance Committee also assumes a 5% increase in monastery housing fees as indicated in item 4410 on the 2009 Budget Worksheet.

Dharma-Joy asserts it is important to include the Mountain Hut fund in the 2009 budget regardless of fluctuation of budget year to year. Plum Hermit raises the point that the initial commitment among the Board was to add 5,000 dollars per year to the Mountain Hut fund and it be reviewed year by year. With this in mind the Finance Committee decided to maintain this commitment and include the fund in the 2009 budget.

Dharma-Joy notes that if it were not for the Capital Expenses listed on page 8 of the 2009 Budget Worksheet, ZCLA would have shown a \$28, 074.00 surplus. The Capital Expenses result in a \$48, 000. deficit. The Board approved payments from restricted accounts to cover these expenses and there is agreement among the Board that these improvements are important.

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

**IT IS RESOLVED THAT** the Board approves the ZCLA Budget for 2009.

Muso would like it to be shown in the Board Minutes that when the EC makes recommendations to the Board for expenditures, that in the recommendation the EC will include recommendation for the source of this funds. Following this the next step will be approval from the Finance Committee, who will then make a recommendation to the Board.

#### **6.4 EC Recommendations for Buildings and Grounds**

Myoho distributes a list of facilities projects for 2009, a copy of which is attached hereto as an exhibit.

Myoho reports that work on the Dokusan room is progressing nicely. New wiring is needed and Charles Duran will take care of this. New landscaping will be needed as well. The project is expected to be completed in the next few weeks.

The Dharma Hall painting is completed.

Faith-Mind has been contributing immensely to the landscaping of the fence area on the corner of the San Marino St. and Irolo as well as by the Dokusan room.

Muso suggests offering Dana to Mary and Faith-Mind for the extensive amount of work they have contributed to the recent buildings and grounds projects. Myoho reports that future project budgets will include a line item for Dana offered to whoever is overseeing the project at the Center.

Myoho indicates the EC got bids for the painting of the Buddha Hall and improvements to the shop and garage near the Buddha Hall. The EC will be bringing recommendations to the Board for these projects.

Dharma-Joy indicates that The Finance Committee approves the total bids for these projects of \$5,300. for painting the Buddha-Hall, the Garden Shop, and touch up of the Pundarika wall facing San Marino St. and recommends the Board approve the expenditure of these funds. Funds will come from restricted funds or from a project-specific capital campaign.

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

**IT IS RESOLVED THAT** the Board approves the following expenditures: \$5,300. for the painting of the Buddha Hall, painting of the garage outside the Buddha Hall, and touch up paint for the wall on the Pundarika building. All projects will be overseen by the EC.

At this time a discussion is raised about ZCLA partially subsidizing Plum-Hermit's travel costs to and from the Center for Board meetings as well as his stay while at the Center. Plum-Hermit currently lives in Texas. The Finance Committee recommends the Board approve a travel subsidy for Plum-Hermit so that he may attend Board Meetings and invite Plum-Hermit to use Guest Housing free of charge while he is here.

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

**IT IS RESOLVED THAT** the Board approves an expenditure of \$800. to support Plum-Hermit's attendance at Board meetings. Dharma-Joy will revise the 2009 budget to reflect this change.

Roshi suggests additional funds be secured through asking members to donate frequent flyer miles.

## **6.6 Fundraising Committee**

Muso suggests initiating a mini-capital campaign for small buildings and grounds projects specifically to get these projects accomplished.

Muso wants to acknowledge Dokai for her support of the development work at ZCLA as the Development Steward.

Dokai leads a discussion of the Board Fundraising Committee Report, generated by the fundraising database, a copy of which is attached hereto as an exhibit. Dokai leads us through a report of the 2006 fundraising and 2007 fundraising figures, noting that many generous gifts were made in 2007. Dokai notes that a "General Donations" category was added to the 2008 figures that was not previously included in the 2006 and 2007 Fundraising Committee reports.

The amount raised for the Dharma Training fund is declining roughly \$500 to \$1,000 each year. ZCLA saw a very successful Annual Fund (year-end appeal) for 2008. Roshi acknowledges that the personal phone calls made to members had a positive effect on the success of the campaign. Dharma-Joy also acknowledges that the email he sent out updating the Sangha on the financial picture of ZCLA may have had a positive effect on the year-end appeal.

In addition to a small campaign in order to cover expenses for specific projects such as painting of the Buddha Hall, Dokai reports that the Fundraising Committee is seeking to do some kind of appeal to bring up the donation revenue for the Dharma Training Fund.

Muso reports on the legacy circle noting that currently 27 individuals and 6 couples are participating in the Legacy Circle.

Roshi suggests the Fundraising Committee do an updated mailing appeal for the Legacy Circle and send it out again to the Sangha.

Plum-Hermit raises a question of how much money from the Dharma Training funds are being spent because it seems that there is a relatively high balance being carried over from year to year. Dokai reminds the Board that the money is also used for visiting teachers so it is important to keep some money in the fund year to year for this purpose. Because it is a mid-year appeal, Muso suggests we make sure to keep enough funds to carry us through the first half of the year.

### **6.7 Many Hands and Eyes (MHAE)**

Luminous-Heart leads a discussion on the proposal of a Right Response Circle, a copy of which is attached hereto as an exhibit. The function of this group is to provide oversight for Michael Jimyo Smith's participation at the Zen Center. Luminous-Heart will Steward the Right Response Circle.

Roshi leads an update on member Jimyo and his participation at the Center. An agreement was reached through Roshi's communication with Sangha members and the MHAE circle that Jimyo's attendance on Thursday nights would be appropriate with support and oversight from the Right Response Circle.

A Limited Access Agreement was developed for review by the Board, a copy of which is attached hereto as an exhibit. When final, this agreement will be signed by Jimyo and is intended to provide parameters and conditions for Jimyo's participation. Dharma-Joy suggests that language be included that ZCLA can revoke this agreement at any time, since this agreement is not an enforceable contract. The Board suggests minor language changes to the document such as changing all points into first person language. Muso suggests that the document be officially titled "Limited Access Agreement".

Sensei Daishin agrees to be the Board representative on the Right Response Circle.

Muso initiates a formal affirmation that the Board endorses the creation of the Right Response Circle and the creation of the Limited Access Agreement by the Many Hands and Eyes Circle. The Board agrees that it is important for the Board to endorse such actions and that the Board have a clear understanding of what we are endorsing, and reminds Sensei Daishin that his participation as the Board member representative on the Right Response Circle is critical.

Muso requests from Luminous-Heart that a summary of the entire history and current aspect of the situation surrounding Jimyo from the Many Hands and Eyes Circle be provided to the Board and kept with documents provided to the meeting today and attached.

There was a discussion among various members of the Board about liability issues arising from Jimyo's continued presence and participation. Dharma-Joy offers his views that the role of ZCLA, as a practice and training center, is not to avoid acting in the face of risk, but to balance our mission against the risk presented in any situation. Dharma-Joy endorses a revised version of the Limited Access Agreement and the process it sets out.

The Board agrees that this process created by the Many Hands and Eyes Circle should not be considered as precedent for future situations and is not meant to be understood as a general Center policy. This is solely an agreement for Michael Jimyo Smith.

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

**IT IS RESOLVED THAT** the Board approves adoption of a Limited Access Agreement for Michael Jimyo Smith following amendment as suggested at the meeting.

### **6.8 Collective Wisdom Regarding Roshi's Leave-taking**

Roshi initiated a discussion of a Many Hands and Eyes version of gathering collective wisdom to address Center restructuring as she prepares to take here leave of the Center in two years. This would be a circle dedicated to cultivating the collective wisdom of the Center.

Dharma-Joy and Plum-Hermit raise the question of there being ambiguity among Sangha members about whether or not Roshi is leaving indefinitely in 2011 or if she is leaving for a 2-year period. Roshi asserts that because ZCLA is Maezumi Roshi's founding temple of the White

Plum, she cannot leave indefinitely unless it is clear that someone else in the White Plum Sangha could take over as Abbot.

In the next few months this group will begin to take shape under Roshi's direction.

### **7. Closed Session:**

The board went into a Closed Session, and witnesses Luminous-Heart and Dokai were asked to exit the meeting.

In Myoho's absence, Dharma-Joy leads a discussion of the restructuring of the monastery housing fee schedule and a Housing Analysis report developed by Myoho, a copy of which is attached hereto as an exhibit.

After a lengthy discussion, the Board agrees to postpone final decision on the incremental increase after April 2009 to the April meeting

Announcing of a 5% increase to the resident fees in April 2009 will be done by Mary.

### **8. Check-Out Round and Adjournment**

The Board had a check-out round, and then adjourned.

Date: April \_\_\_\_, 2009

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Hillary Radiant-Vow Stephenson  
Recording Secretary

**Approved:**

Date: April \_\_\_\_, 2009

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Darla Myoho Fjeld

Date: April \_\_\_\_, 2009

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Patti Muso Giggans

Date: April \_\_\_\_, 2009

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DeWayne Gojitsu Snodgrass

Date: April \_\_\_\_, 2009

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Sensei Daishin Buksbazen

Date: April \_\_\_\_, 2009

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Robert Swan

Date: April \_\_\_\_, 2009

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Roshi Wendy Egyoku Nakao

Date: April \_\_\_\_, 2009

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John Plum-Hermit Swanger

Date: April \_\_\_\_, 2009

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Thomas Dharma-Joy Reichert