

Zen Center of Los Angeles, Inc.

MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS

May 19, 2013

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, May 19, 2013 at 923 South Normandie Ave., Los Angeles, California.

The following directors were present: Patricia Muso Giggans (President), Darla Myoho Fjeld, Thomas Dharma-Joy Reichert (CFO), Betsy Enduring-Vow Brown (Secretary) Roshi Wendy Egyoku Nakao, Cliff Shishin Collins, Deborah Faith-Mind Thoresen, John Plum-Hermit Swanger (by Skype), DeWayne Gojitsu Snodgrass.

Bob Swan was absent.

John Plum-Hermit Swanger served as recording secretary.

ZCLA 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, Check In Round and Teaching

Muso called the meeting to order and welcomed everyone.

Everyone sat zazen and then did a check-in round.

Faith-Mind read a brief teaching to anchor the meeting as a sphere of practice.

2. Council Practice

It was agreed that Council would be postponed until later in the meeting.

3. Review of Agenda and Introduction of Meeting Protocol

The Board reviewed and approved the agenda. (Attached).

4. Approval of Minutes

The Board previously approved and signed the minutes from the March 24, 2013 meeting.

5. Review of Action Items

The action items were reviewed.

- 1) Muso – Continue Board discussion on a ZCLA Loan protocol or organizational precept.
- 2) Muso – Continue Board discussion on putting some of every bequest into the Endowment. **#1 and #2 will be moved to the Finance Committee for discussion/recommendation to the Board**
- 3) Dharma-Joy – Circulate revisions to the ZCLA Protocol for Former Inmates prior to May meeting. **Completed / On agenda.**
- 4) Shishin – Refinance communications with Opus Bank and Mary as needed. **Completed.**
- 5) Faith-Mind (with Mary) – Assess staff needs, recommendations and report to Board, mid-May. **Completed / On agenda.**
- 6) Dharma-Joy – 2012 Financial Report to the Sangha, mid-April. **Completed.**
- 7) Faith-Mind (with others) – Prioritize Capital Improvements list for Board discussion. **Completed / On agenda.**
- 8) Enduring-Vow / Plum-Hermit - Officers and Directors elections as needed. **Completed.**

6. Abbot's Reflections

Roshi discussed some differences between 'policies' and 'organizational precepts'. Precepts convey a sense of flexibility, being open to re-examination and responding to specific contexts. Like the Vinaya, they arise out of specific circumstances and act as guiding principles.

Roshi offered reflections about the 'story' of ZCLA. For the past 16+ years this has been about the death of Maezumi Roshi and the healing and re-building of ZCLA that followed.

For Roshi this is now an old story and no longer a living story – it is done. The new story has to do with the emergence of many collective practices including Council, Shared Stewardship and Collective Awakening. Roshi will continue to focus on the teachings that underlie and support these practices and on developing new upayas for collective practice/awakening.

Roshi cited several examples of current teaching forms that align with this, including, the formation of the Tenzo Circle and the Ox-Herding class series.

7. Financial Reports

Dharma-Joy presented his current financial report and the supporting financial documents (Those documents are attached).

Dharma-Joy reported that revenue and expenses are both currently below budget projections. The operational budget is about even, while capital expenses are about \$15,000 over budget to date.

He pointed out that End of Life Services account for \$10,000 of income in the 2013 budget. Those services and costs are still being developed and no income has been received in that category.

The re-finance of the Pundarika apartment building mortgage is very close to completion and funding. The necessary master insurance policy changes have been made, as required, for the re-finance. The cost impact of those changes won't be known until later in the year. Dharma-Joy will keep the Board informed regarding the re-finance.

After discussion, on motion duly made and seconded, the following resolution was unanimously adopted:

Resolved: “The Board approves the following bank account signatory changes:

Dharma-Joy and Enduring-Vow are authorized as signatories on the new Opus Bank account;

Roshi, Dharma-Joy, Enduring-Vow, Faith-Mind and Senshin are authorized as signatories on the Union Bank account; and

Roshi, Dharma-Joy, Enduring-Vow and Faith-Mind are authorized as signatories on the Merrill Lynch account.”

(Dharma-Joy will supply the exact Board resolution wording to the banks).

An Endowment Report was sent to the Board prior to the meeting. (Attached).

8. Executive Circle Report

Myoho reported that Tim Zamora has joined the EC.

The EC is recommending that the ZCLA car be replaced. The Board agreed that Roshi and Mary should begin looking into options for a replacement car.

A tank-less water heater was installed for the Zendo. It was an emergency replacement and cost \$3,400.

Faith-Mind led a discussion of the Capital Improvements List and Priorities List that she sent to the Board prior to the meeting. (Both are attached). Faith-Mind, Myoho and the EC recommended that all the 'safety' items plus the Buddha Hall Altar and the Website re-design be approved and funded.

After discussion, on motion duly made and seconded, the following resolution was unanimously adopted:

Resolved: "The Board approves the following projects with funding up to \$75,000:

- Pine House Retaining Wall and driveway behind Sangha House
- Sangha House Heat/AC ---2nd floor
- Nilotpala Concrete
- Nilotpala Fence
- Zendo Bathroom Window
- Laundry Room
- Black top at Nilotpala parking inside and outside garages
- Buddha Hall Altar
- Website upgrade"

It was agreed that Faith-Mind, in consultation with Roshi, Tim Zamora (architect) and others as needed, would begin to develop a comprehensive analysis or plan for the street side yards and driveways of the Dharma Hall and the Buddha Hall.

9. Development Circle Report

A development report was sent to the Board prior to the meeting. (Attached).

10. Staff Assessment

Faith-Mind presented the Staff Assessment that she and Mary prepared at the request of the Board. (The Staff Assessment with recommendations is attached).

Facilities Supervisor / General Maintenance Technician – New staff position. Faith-Mind led a discussion of the current needs for this position and how this work is currently being

covered. It was recommended that this staff position include residency at ZCLA and that the person also serve as the emergency on-site manager.

Discussion of salary, benefits, housing and other costs. The recommendation projects that all but app. \$10,000 of the compensation would be offset by the reduction of other current costs and a 3% increase in monastery housing fees.

After discussion, on motion duly made and seconded, the following resolution was adopted (all voting in favor, except for one abstention):

Resolved: “The Board approves creating and funding the new staff facilities position as described and recommended in the attached staff assessment document.”

Faith-Mind and Mary will implement the distribution of the job description and the hiring process in consultation with the EC, the Finance Committee and others as needed.

Development Steward – The Board approved continuing to review this staff position as recommended in the assessment. An option is to consolidate the various pieces of the position that are currently being covered by several different people and to expand on the position.

Myoho, Enduring-Vow, Muso, Faith-Mind, Plum-Hermit, Mary and Yudo (with Roshi’s consultation) will explore this and work toward a specific recommendation to the Board by September 2013.

Faith-Mind described the immediate need for increased office support in the areas of organizing photography, website updates, document preparation and related tasks. It was recommended that Tom Yudo Burger fill this position through 2013 at a rate of \$20 per hour for an estimated 160 hours.

After discussion, on motion duly made and seconded, the following resolution was unanimously adopted:

Resolved: “The Board approves compensation up to \$3,200 in 2013 for office support by Tom Yudo Burger or another individual with similar skills.”

11. ZCLA Protocol for Former Inmates

Dharma-Joy led a discussion of the revised Protocol that he distributed before the meeting and of the flowchart that Roshi developed and distributed. (These documents are attached).

There was discussion of the history and development of the protocol; a current ‘test case’; aspects of who needs to know what, when; what the approval process is and the importance

of communication flow and close linking between the Abbot, mentor, Membership Steward and former inmate. The Board's role was considered, as was the difference between a former inmate wanting to visit and wanting to apply for membership.

It was agreed that Roshi and Dharma-Joy would work together on a simplified revision of the protocol.

12. Closing

Check-out Round

Chant the Four Vows.

The meeting adjourned at 4:55 p.m.

Respectfully submitted by John Plum-Hermit Swanger, Recording Secretary.

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

1) Agenda. 2) 2012 Financial Report to the Sangha. 3) May Financial Report. 4) P &L. 5) Balance Sheet. 6) Cash Statement. 7) Endowment Report. 8) Development Report. 9) Staff Assessment. 10) Capital Improvements List. 11) Capital Improvements Priorities. 12) Revised Former Inmate Protocol. 13) Former Inmate Protocol Flowchart.

2013 Board Meeting dates:

Saturday, January 26, All Day Retreat, 9:00 – 4:30

Sunday, January 27, Lunch with Residents

Sunday, March 24, 1:30 – 4:30

Sunday, May 19, 1:30 – 4:30

Sunday, July 14, 1:30 – 4:30

Sunday, September 22, 1:30 – 4:30

Sunday, November 10, 1:30 – 4:30

Approved

Date: July ____, 2013

Patricia Muso Giggans (President)

Date: July ____, 2013

Thomas Dharma-Joy Reichert (CFO)

Date: July ____, 2013

Betsy Enduring-Vow Brown (Secretary)

MAY 2013 – 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.

Myoho/EC Steward 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.

Decisions and votes of the Board will be stated and recorded as resolutions.

Action Items:

1. Finance Committee – Continue discussion of designating a portion of bequests to the Endowment. Submit recommendation to Board.
2. Finance Committee – Continue discussion on developing a ZCLA loan protocol or organizational precept. Submit recommendation to Board.
3. Faith-Mind (with others) – Develop plan for Buddha Hall & Dharma Hall street side yards and driveway areas.
4. Faith-Mind and Mary – Distribute Facilities staff position description and implement hiring process.
5. Myoho, Muso and all – Consider the Development Steward position and make recommendations to Board by September.
6. Dharma-Joy and Roshi – Revise ZCLA Protocol for Former Inmates.

Someday Items:

1. Dharma-Joy – recommendations regarding financial support for Abbots in retirement