

Zen Center of Los Angeles, Inc.

MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS

March 24, 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, March 24, 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 and John Plum-Hermit Swanger (by Skype).

DeWayne Gojitsu Snodgrass and Bob Swan were 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 and Check In Round

Muso called the meeting to order and welcomed everyone.

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

Roshi read a brief teaching to anchor the meeting as a sphere of practice.

2. Council Practice.

The Board held Council until 2:15 p.m.

3. Review of Agenda and Introduction of Meeting Protocol

The Board reviewed the agenda. (Attached).

Faith-Mind introduced the new meeting format that is being developed by a CAAW pod comprised of Roshi, Faith-Mind, Senshin and Enduring-Vow. All Circles, including the Board, will use this format to create meeting spaces as spheres of study and practice. The intention is to clarify meetings as containers of spiritual practice that emphasize moving away from the self and seeing what best serves the whole. It was suggested to use a bell in each meeting and to have bells available in all places where meetings are held.

4. Approval of Minutes and Board Retreat Review

The Board approved and signed the minutes from the January 26, 2013 all day retreat.

Roshi noted that no action plan had been developed from the Board retreat and suggested that a document be developed that summarizes the themes and issues that the Board should continue to be aware of and work with (in addition to the Focal Points for Discussion, minutes and other supporting documents). It wasn't resolved who would do this.

It was agreed that it would be good to schedule additional all day Board retreats in the future.

5. Review of Action Items

The action items were reviewed.

The need to review the current directors' and officers' terms and hold elections as needed was noted. Dharma-Joy and Plum-Hermit will circulate the list of terms and election dates.

Following discussion, motion and vote, the following resolution was unanimously adopted:

Resolved: "The current corporate officers are re-elected to their positions for 2013 as follows:"

President: Patti Giggans

Secretary: Betsy Brown

Chief Financial Officer: Thomas Reichert

6. Abbot's Observations and Concerns

Roshi discussed shifts that are occurring at Zen Center and two main areas that she feels need the attention of the Board and others.

A) Staffing. Roshi expressed concerns about how to continue with maintenance and facilities upkeep, including contractor and projects supervision. Charles Duran has been instrumental in these areas for many years and is now 84. Faith-Mind and Mary Rios are very involved in these areas but have many other responsibilities that are more central to their positions. Some

alternatives need to be identified. A second area of staffing that needs attention is the development/communications desk vacated by Jeanne Dokai Dickenson several years ago. That staff position was divided up among a number of people. Though that has worked as an interim solution some gaps continue to be felt. It was agreed that the staff and the Day Group have done very well under the circumstances and that it is now necessary to re-evaluate the staff positions and explore alternatives.

There was discussion of contacting outside consultants to assist with this process. There was also discussion of using outside consultants to assist in focusing or clarifying the mission, offerings or 'brand' of Zen Center to increase outreach.

A suggestion was made to consider business/service opportunities that could involve the community and create income (example: local seamstresses sewing sitting clothes, clerical robes and vestments). The question was raised about where a further, in depth conversation on these kinds of ideas could take place.

Following discussion and motion, the following resolution was unanimously adopted:

Resolved: "The Board authorizes Mary Rios and Deb Faith-Mind Thoresen to undertake an assessment of staff needs, consider recommendations and to submit a report to the Board by mid-May".

B) Residency: Roshi described changes in the resident community including some long time residents who are or will be moving. Resident reviews will held in the next year or so and this may also impact some current residents.

Roshi is considering who could step into the recently vacated Buddha Hand Circle steward position and is considering increasing her own involvement with the resident community in an oversight, guiding and teaching role. Other questions included: how does residency continue to be sustained, what are other scenarios for residency, what all is required to sustain the resident community?

The desire for deeper connection among and between the residents (and the Sangha generally) was discussed. The importance for many members, new and old, of connecting in smaller groups and with Roshi was also noted.

7. Financial Reports

Dharma-Joy presented the 2012 Year End and the 2013 1st Quarter financial reports and supporting financial documents (All those documents are attached).

Dharma-Joy reported that 2012 ended with \$19,000 of positive revenue on the operating side of the budget. These funds along with \$52,000 from the Teido Cartee bequest (designated by the Board for that purpose) were used to offset \$71,000 in capital expenses in 2012.

Dharma-Joy will prepare and distribute the 2012 Financial Report to the Sangha in mid-April.

In the 1st quarter of 2013 the projected budget is generally on track. Because it is early in the year and many aspects of revenue and expenses are seasonal, it is too soon to make any predictions about the 2012 finances.

No Endowment Report was submitted.

8. Executive Circle Report

Myoho reported that the EC, in consultation with the Day Group and the Guest Steward, approved raising the monthly guest housing fee from \$605 to \$705.

The ‘red books’, which outline disaster resources and procedures are being finalized and will be distributed to the residents, guest rooms and public buildings.

A proposal for the Maezumi Roshi Archives was presented with a recommendation from the EC that it be approved and funded. This will involve sorting and properly storing books, papers, documents and scrolls that belonged to Maezumi Roshi for future archive use. Roshi and Mary will oversee this project and also continue to devote time to it.

Following discussion and motion, the following resolution was unanimously approved:

Resolved: “The Board approves up to \$11,000 for the Maezumi Roshi Archive project proposal.”

9. Introduction to Development

Muso and Enduring-Vow led a discussion of development. (Documents attached).

Muso briefly described her professional experience in development, the movement at Zen Center from fundraising to development and the on-going importance of linking development to teaching and spiritual practice. She introduced some highlights from the Development Circle Guiding Document (attached) and asked each Board member to read one or two items and talk about them.

Enduring-Vow gave a presentation on the Fundraising from the Heart workshop by Lynne Twist that she and Muso attended last year at Upaya Zen Center in Santa Fe. (A comprehensive report on the workshop is attached).

Enduring-Vow highlighted some principles from the workshop including: honoring relationships, seeing the sacred connections of generosity, moving away from fear, experiencing asking as a form of generosity, offering people the opportunity for connection, involving others in a clear mission/vision and giving people the opportunity to contribute or invest in a shared vision of a better future.

10. Pundarika Refinance

Shishin presented the opportunity for refinancing the Pundarika apartment building. This is the only mortgage that ZCLA carries. Information and details pertaining to this were circulated to the

Board in late February. The Board previously approved proceeding with the refinance process. The loan application has been submitted and the appraisal has been done. The results of the appraisal and an evaluation by Opus Bank will be forthcoming.

The refinance would replace the current 30 year (with 20 years remaining), variable interest loan (currently at 7.5%, on \$400,000 still owed) with a 15 year, fixed rate mortgage at 4.5%.

The Board discussed the benefits of the refinance and also the amount of the refinance. Costs and benefits of various mortgage amounts between \$400,000 and \$600,000 were discussed. The Board reviewed an updated capital projects bid list provided by Mary (attached). It was generally agreed that additional funds from the refinance could be used for numerous, needed capital improvements.

Roshi introduced the Gradients of Agreement document (attached) and the Board used this to reach consensus.

After discussion, a motion was made and the following resolution was unanimously approved:

Resolved: “The Board approves the refinance of the Pundarika building, located at 933-935 South Normandie Avenue, Los Angeles, California, through Opus Bank with a 15 year fixed mortgage at 4-1/2%, and that the amount of the loan be set at \$550,000.”

It was agreed that Faith-Mind, in consultation with others as needed, would oversee prioritizing the capital improvements list for future Board discussions.

11. Closing

Check-out Round

Chant the Four Vows.

The meeting adjourned at 5:45 p.m.

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

Approved

Date: April ___, 2013

Patricia Muso Giggans, President

Date: March____, 2013

Betsy Brown, Secretary

Date: March____, 2013

Thomas V. Reichert, Chief Financial Officer

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

1) Agenda. 2) 2012 Year End Financial Report, P &L, Balance Sheet, Cash Statement. 3) 2013 1st Quarter Financial Report, P & L, Balance Sheet, Cash Statement. 4) Capital Improvements List. 5) Gradients of Agreement. 6) Guidelines that Inform Board Practice. 7) Fundraising from the Heart. 8) Development Circle (DC) 2012 Annual Report & 2013 Plan. 9) DC 2012 Overview. 10) DC Guiding Principles. 11) Officers and Terms of Directors.

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

MARCH 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. Muso – Continue Board discussion of designating a portion of bequests to the Endowment.
2. Muso – Continue Board discussion on developing a ZCLA Loan Policy.
3. Dharma-Joy – Circulate revisions to the ZCLA Protocol for Former Inmates prior to May meeting.
4. Shishin – Refinance communications with Opus Bank and Mary as needed.
5. Faith-Mind (with Mary) – Assess staff needs, recommendations and report to Board, mid-May.
6. Dharma-Joy – 2012 Financial Report to the Sangha, mid-April.
7. Faith-Mind (with others) – Prioritize Capital Improvements list for Board discussion.
8. Enduring-Vow / Plum-Hermit - Officers and Directors elections as needed.

SOMEDAY

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