

Zen Center of Los Angeles, Inc.

MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS

November 14, 2010

The Board of Directors of Zen Center of Los Angeles, Inc., a California nonprofit corporation, held a meeting at 9:45 a.m., November 14, 2010 at 923 S. Normandie Avenue, Los Angeles, California.

The following directors were present: Thomas Dharma-Joy Reichert (CFO), Roshi Wendy Egyoku Nakao, Darla Myoho Fjeld, Sensei John Daishin Buksbazen (Secretary-Treasurer) and Betsy Enduring-Vow Brown.

The following directors were absent: Patti Muso Giggans (President), Dewayne Gojitsu Snodgrass, John Plum-Hermit Swanger, Bob Swan, (Darla Myoho Fjeld filled in for John Plum-Hermit Swanger as recording secretary of the meeting).

1. Dharma-Joy called the meeting to order and welcomed everyone. Those present sat zazen.
2. Check-in Round
3. Dharma-Joy facilitated Council
4. Dharma-Joy led a review and discussion of the Draft Mission and Vision Statement of the Board. Additions and changes were made that Roshi recorded for us on her laptop.

The business portion of the meeting began for the Board at 1:30 p.m.

4. Review of Agenda

Dharma-Joy led the Board in a review of the agenda, a copy of which is attached. It was noted that although we had a quorum, since four members were absent, we would pass resolutions by Yahoo Polling.

5. Approval of Minutes

The Board approved and signed the minutes from the September 26, 2010 meeting.

6. Review of Action Items

1. The Board reviewed the newest draft of the Personnel Policies, made two changes. Myoho will send the final draft to Board members to approve via Yahoo Vote.
2. The Master Plan was sent to all Board members electronically by Plum-Hermit and was reviewed by Board members at the November meeting.
3. The Board's Mission/Core Values statement was reviewed, reorganized and expanded upon at the November Board meeting.
4. Myoho sent the Board electronic copies of the Abbot Seat Holder job description.
5. Myoho sent the Board electronic copies of the Resident Steward job description after reviewing it with Sensei Koan and going over it with Gessho.
6. Dharma-Joy handed out copies of the draft 2011 Budget to the members present at the November Board meeting.
7. Dharma-Joy posted past Board minutes on the ZCLA website.

The revised Action Items list is attached at the end of the minutes.

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7a. Financial Report

FINANCIAL REPORT:

Dharma-Joy presented a Financial Report that is attached. It shows the Center's budget vs. actual reflecting a \$19,000 deficit. This is due to lower than expected revenue in some categories and capital expenses, including emergency maintenance work.

Roshi mentioned that she and Muso will be meeting with Perry Oretsky of the Angell Foundation sometime this month.

Dharma-Joy updated the Board on where we are with Teido Cartee's estate. We should know something solid by early 2011.

Board members discussed Mary's proposal (see attached) for replacing our outgoing bookkeeper Haydee with Bedford. Bedford lives in North Carolina and the proposal is that she do the work remotely. Dharma-Joy thinks that this will work well because Mary is so solid and Bedford worked with us before. Roshi voiced a question about Bedford's ability to change things in the bookkeeping system.

Bookkeeper Proposal. Dharma-Joy moved and Enduring-Vow seconded, the following resolution: Resolved that ZCLA is authorized to engage the services of Bedford Lawry as its bookkeeper at the rate of \$45 per hour. (Vote will be conducted on Yahoo Polling.)

Policy on Teacher's Dana: Roshi provided a preface for the policy that the Board looked at at our last meeting. This preface provides a context for the policy and also expanded it to include current practice for Buddhist teachers and master teachers. We made an addition of academia/scholars. Roshi will provide us with copies. (See attached)

Teacher Dana Proposal. On the Teacher Dana Proposal, a copy of which was circulated at the Board meeting, Dharma-Joy moved and Sensei Daishin seconded, the following resolution: "Resolved, that the Board adopt the Teacher Dana Proposal, as amended following discussion at the Board meeting. (Vote will be conducted on Yahoo Polling).

Budget Worksheet for 2011 Budget: Dharma-Joy distributed the worksheet to Board members and led a Budget discussion. It became clear that the budget could not be completed until more was known about what the staff transition would cost. We decided to wait to approve the 2011 budget at our January 2011 meeting. In addition, it was mentioned that we need a clear policy on inter-sangha support. It was suggested that perhaps we create "an emergency benevolence fund" line in the budget for things like requests that we get from other organizations and for such things as disaster relief. Roshi also asked that our annual Koroda family gifts be entered into the notes of the gift expense on line 6030 of the budget. A discussion also ensued regarding budget line 4930 Capital Campaign expenses.

7b. Endowment and Investment Reports

Bob Swan could not be at this meeting, so we called him. The endowment is at approximately \$108,000 about \$2,000 more than was reported in September.

8. Election of Officers

Resolution from the Board of Directors' Meeting. Resolved that the following people shall be elected to the specified offices for 2011: Patti Muso Giggins - President, Tom Dharma-Joy Reichert - CFO, Sensei John Daishin Buksbazen - Secretary.

On Sensei Kodo being given Roshi's vote. Roshi moved and Dharma-Joy seconded, that Sensei Kodo be given Roshi's vote during the time that Roshi is on sabbatical. The Board voted and approved this. Dharma-Joy will amend the by-laws to take care of this.

The Board voted yes to accept Jotai's resignation from the Board.

9. Executive Circle / Finance Committee Report

Myoho reported that the EC voted that Mary will be our new Staff Oversight person and updated the Board on where we are at with the staff transition proposal. A meeting will be held on Wednesday of the staff transition committee. Things should be more firm after that meeting.

The Chiden Room proposal will be voted on via Yahoo-Polling.

Employee Handbook. At the Board meeting, the revised draft of the employee handbook was distributed, discussed, and amended. A copy as amended at the meeting was circulated by Myoho last night. At the Board meeting Sensei Daishin moved, and Enduring-Vow seconded, the following resolution: Resolved, that the Board approve and adopt the "Employee Handbook for the Zen Center of Los Angeles" as amended. (Vote will be conducted via Yahoo Polling.)

10. Development Circle Report

Enduring-Vow reported that the Annual Fund mailing is on schedule to be mailed out on time and that the Legacy Circle Tea is scheduled for February 5, 2011. Roshi pointed out that the death day of Hakuju Daiosho is February 4 and that perhaps that can be worked in somewhere.

Board members discussed whether there was a need for another mini-capital campaign in 2011. Roshi pointed out that the items listed fall into the routine maintenance category and that due to the extensive work done on the facilities over the years, the Board needs to be looking at prioritizing major projects. More discussion is needed on this before campaign can be approved.

11. Final MHAEC-CAAW Report

Roshi reported that the MHAEC-CAAW group held its final meeting and met with the Sangha on November 13, 2010 to discuss the Statement of Right Conduct. Roshi will be making some changes based on what was heard at the meeting. She will expand a few sections, such as defining "triangulation" and guidelines for speaking directly to another person. The Teacher's Ethics Statement still needs to be added. Following another round of revisions with MHAEC-CAAW and Sangha, the whole statement will come to the Board for approval. She is proposing that every member of the Zen Center of Los Angeles sign onto the Statement of Right Conduct and will propose a plan for implementation.

Roshi also reported that the MHAEC-CAAW circle will be officially be closed out on December 31st when Sensei Kodo is installed as the Abbot Seat Holder. Sensei Kodo will bring together a new circle that will probably be called the Mandala Circle.

12. Master Plan

Roshi and Plum-Hermit submitted a draft of the Master Plan, which she reviewed with the Board members present. The projects are organized according to the Mandala. Roshi and Plum-Hermit will assign categories to each proposed project and will also present a list of project priorities for the Board to consider. She noted that due to the extensive work already accomplished over the years and that we have a handle on routine maintenance and upkeep, we are down the the "big ticket" items.

13. Closing

Roshi announced that this is her last Board meeting until 2012. She acknowledged the work of the Board and expressed her appreciation for this work and her confidence in the Board, stewards, and Sangha during her sabbatical year 2011.

Check-out Round, Chant the Four Vows.

The meeting adjourned at 5:15 p.m.

Respectfully submitted by Darla Myoho Fjeld for John Plum-Hermit Swanger, Recording Secretary

Approved

Date: Jan. ____, 2011 _____
Patti Muso Giggans

Date: Jan. ____, 2011 _____
Roshi Wendy Egyoku Nakao

Date: Jan. ____, 2011 _____
Darla Myoho Fjeld

Date: Jan. ____, 2011 _____
Dewayne Gojitsu Snodgrass

Date: Jan. ____, 2011 _____
Thomas Dharma-Joy Reichert

Date: Jan. ____, 2011 _____
Bob Swan

Date: Jan. ____, 2011 _____
John Plum-Hermit Swanger

ACTION ITEMS FROM November 2010 MEETING

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. Dharma-Joy - ZCLA audit / Send Membersflash to Sangha re: referrals or accounting connections.
2. Muso – Peacemaker Loan / Resume inquires.
3. Myoho will discuss with Mary (Business Manager) notifying residents of the upcoming April 2011 housing fee increase prior to the posting of the September Board minutes.
4. Myoho -- Policy on Center donations to other groups/causes. Do we solicit from other Centers? Myoho will try to find the policy that the EC has used for giving to other Centers that make requests.
5. Muso -- write a letter of thanks to Jotai for his Board service.
6. Dharma-Joy -- amend the by-laws to include Sensei Kodo as a voting member of the board while she is abbot-seat holder.

SOMEDAY

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