

Zen Center of Los Angeles, Inc.

MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS

November 13, 2011

The Board of Directors of Zen Center of Los Angeles, Inc., a California nonprofit corporation, held a meeting at 1:30 p.m. on November 13, 2011, at 923 S. Normandie Avenue, Los Angeles, California. The following directors were present: Sensei Merle Kodo Boyd (Abbot Seat Holder), Betsy Enduring-Vow Brown, Sensei John Daishin Buksbazu (Secretary), Darla Myoho Fjeld, Patti Muso Giggans (President), Thomas Dharma-Joy Reichert (Chief Financial Officer), and DeWayne Gojitsu Snodgrass. The following directors were absent: Robert Swan and John Plum-Hermit Swanger.

Thomas Dharma-Joy Reichert 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 July 2008 Meeting**

Dharma-Joy led a review and discussion of the draft Board Minutes from the September 2011 Board meeting. Following review and discussion, the minutes were approved and executed.

4. **Review of Action Commitments from Prior Meetings**

Dharma-Joy led a review of action commitments from the September meeting.

- 4.1 Myoho – Revise Dana Policy and return to Board for adoption. On agenda.
- 4.2 Plum-Hermit – Present projects priorities from Master Plan for Board consideration. Since Plum-Hermit was not present, this was carried forward.
- 4.3 Plum-Hermit/Dharma-Joy – Bring finalized draft of the Statement of Right Conduct to the Board for adoption at November meeting. On agenda.
- 4.4 Muso – Continue Board discussion of designating a portion of all bequests to the Endowment. On agenda.

- 4.5 Sensei Kodo – Convey Board process and decision on ZP loan to the Teachers Circle. Invite Teachers Circle to the November Board meeting. Sensei Kodo reported that this was completed, but that the Teachers Circle could not attend the Board meeting because they had decided they needed a separate meeting of their own the day before. This linking process was continued as a point to consider in the new year.
- 4.6 Dharma-Joy – Present 2012 Budget at November meeting for approval. On agenda.
- 4.7 Bob Swan – Send Third Quarter Endowment report to Board. Since Bob was not present, this was carried forward.
- 4.8 Plum-Hermit, Sensei Kodo, Enduring-Vow – Draft letter to Sangha on ZP loan decision for Board approval. Assemble and send out letter and documents. Completed.
- 4.9 Muso – Continue discussion in Board on Loan Policy. On agenda.

5. **Reports**

5.1 **Financial Reports**

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, which is reflected in the reports.

Dharma-Joy reported that some important and time-sensitive repair work had been identified for the electrical wiring in the Zendo, and that the Board needed to approve an expenditure, outside the approved budget, of not more than \$6,000 to address it. After discussion, on motion duly made, seconded, and carried unanimously, the Board adopted the following resolution:

IT IS RESOLVED THAT the EC is authorized to proceed with the electrical wiring work in the Zendo and that \$6,000 is authorized for this project.

Dharma-Joy also reported on a proposal from the IT Circle regarding changes to the ZCLA IT system and staffing. In light of Sensei Ryodo's decision to step away from his role in this area, the IT Circle has been considering how to proceed forward. After research and discussion, its recommendation is that ZCLA should engage an outside vendor, Everon, to provide support on a contractual basis, and also to engage Ty Jotai Webb as an on-premises resource and backup to Everon. After discussion, on motion duly made, seconded, and carried unanimously, the Board adopted the following resolution:

IT IS RESOLVED THAT the proposal from the IT Circle is approved, that ZCLA is authorized to proceed to engage Everon pursuant to the terms of its proposal and to engage Ty Jotai Webb as an on-premises resource and backup to Everon.

Dharma-Joy reported that the Board had not yet approved a write-down of our balance sheet to reflect the forgiveness of the Peacemaker loan, but that this should be done before year end. After discussion, on motion duly made, seconded, and carried unanimously, the Board adopted the following resolution:

IT IS RESOLVED THAT the Zen Center's Balance Sheet shall be adjusted by writing down the amount of the Lowell Bequest carried thereon in the amount of the Peacemaker Loan that was forgiven during the September 2011 Board meeting.

Dharma-Joy then handed out a revised budget worksheet for 2012, a copy of which is attached. The original draft had been distributed during the September 2011 Board meeting, and the current draft was updated based on additional financial information that was obtained since that meeting. The bottom-line change in the budget figures from the first to second draft was negligible, but certain line-items in the budget had changed.

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

IT IS RESOLVED THAT the proposed 2012 Budget is approved.

5.2 Executive Circle Report

Myoho reported on items from the Executive Circle. She circulated a revised copy of the Dana Policy, a copy of which is attached, that incorporated changes and suggestions from the prior Board meeting. After discussion, on motion duly made, seconded, and carried unanimously, the Board adopted the following resolution:

IT IS RESOLVED THAT the proposed Dana Policy for the Zen Center of Los Angeles is approved.

Myoho also reported generally on the ongoing work of the EC. She indicated that the EC has been linking with the disaster preparedness group, and that they are working on organizing a CPR class to be offered early in 2012. She also reported that the membership of the EC, which had recently grown to include Conrad Butsugen Romo as a member, is remaining stable going into 2012.

5.3 Development Circle Reports

Enduring-Vow reported for the Development Circle. She indicated that the Development Circle is looking to expand its membership. It recently added 2 people, Cassie Riger and Myokai Snodgrass, and it now has linked up with a set of adjunct members in order to access different types of specialized skills that these people offer.

Enduring-Vow noted that the Year-End appeal materials look good. This year, the package will be printed, stuffed and shipped from Texas, and the pricing Plum-Hermit had obtained for this is very favorable. The appeal will be sent out directly after Thanksgiving.

Muso noted that the Development Circle still needs to work on connecting more to the Water Wheel and to Faith-Mind on the membership side.

In response to a question about the Development Circle's upcoming plans, Muso indicated that the Development Circle is trying early in 2012 to start thinking about a plan for 2012 and to review the accomplishments of 2011.

6. **Discussion Regarding Statement Of Right Conduct**

Dharma-Joy led a discussion regarding the revised Statement of Right Conduct, which had been distributed prior to the September 2011 Board meeting, and a copy of which is attached. He reviewed the history of its development and route before arriving at the Board, including the approval of the Mandala Circle and its recommendation to the Board that it be approved. After discussion, on motion duly made, seconded, and carried (all voting yes, except for one abstention because she had not had an opportunity to review the policy), the Board adopted the following resolution:

IT IS RESOLVED THAT the proposed revision to the Statement of Right Conduct is approved.

7. **January Board Meeting & Jundo**

The Board discussed the schedule for the January Board meeting, agreeing that it would be on the same day as Roshi's visit to the residents' apartments, and that the Board would join the residents for lunch, with Muso and Gojitsu cooking.

8. **Follow-Up Discussion Regarding the Zen Peacemakers Loan**

Muso led a discussion to follow up on the announcement regarding Zen Center's forgiveness of the loan to the Zen Peacemakers. She circulated the comments she had received, all of which were positive. Muso commented and expressed appreciation that, while the Board was going through its process, there was not much talk about it from people outside the Board, and that this allowed the Board to go through its deliberation process without outside influence or disruption. Everyone expressed deep appreciation to Muso for stewarding the process and expressed admiration at how well it had proceeded under her leadership.

9. **Mandala Circle Update**

Sensei Kodo provided a brief report on the workings of the Mandala Circle. The MC has been advising and supporting Sensei Kodo in her year as Abbot Seat Holder. The Mandala Circle has decided to have at least one more meeting with Roshi after her return. Roshi welcomed having the meeting, and at her request she was added to the Mandala Circle's e-group.

Gojitsu raised a question regarding the Angulimala Prison Circle. There have been some people who have been participating in various ways with the APC but who are not Zen Center members, and the Prison Circle has been working on figuring out how to handle this in terms of structure. He asked where this should be addressed within the Zen Center structure. This led to an extended

discussion about various issues concerning the Prison Circle's interface outside Zen Center and possible ramifications to ZCLA that could arise from that. No decision was made and the matter was tabled for present.

10. **Loan Policy Discussion**

Muso led the Board in a discussion regarding whether ZCLA should have a policy against loaning money to individuals or organizations. This led to a long discussion on this topic. No conclusion was reached, and the topic was carried forward for future discussion. The Board agreed, however, that it should be framed more generally as whether ZCLA should establish a loan policy.

Muso also raised the question of whether the Board should adopt a policy regarding earmarking some amount of legacy donations to the Endowment Fund. Due to time constraints, this was also carried forward.

11. **Reflections On The Board's Experience Of 2011.**

The Board spent time reflecting on the year and its experience of Roshi's sabbatical and having Sensei Kodo participate with the Board as Abbot Seat Holder. Everyone offered their reflections and their appreciation of Sensei Kodo for her guidance and insights. Everyone also commented on how Roshi's sabbatical had pushed them to hold the bigger view and appreciated Roshi's decision to create the space, through her sabbatical, for this experience.

12. **Check-Out Round and Adjournment**

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

Date: January ____, 2012

Thomas Dharma-Joy Reichert
Recording Secretary

Date: January ____, 2008

Sensei John Daishin Buksbazen
Secretary

Date: January ____, 2012

Patti Muso Giggans
Board President

ACTION ITEMS FROM NOVEMBER 2011 MEETING

1. Plum-Hermit – Present projects priorities from Master Plan for Board consideration.
2. Muso – Continue Board discussion of designating a portion of all bequests to the Endowment.
3. Muso – Continue discussion in Board on Loan Policy.