

Zen Center of Los Angeles, Inc.

MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS

September 25, 2011

The Board of Directors of Zen Center of Los Angeles, Inc., a California nonprofit corporation, held a meeting at 1:30 p.m., September 25, 2011 at 923 S. Normandie Avenue, Los Angeles, California.

The following directors were present: Patricia Muso Giggans (President), Sensei Merle Kodo Boyd, Darla Myoho Fjeld, DeWayne Gojitsu Snodgrass, John Plum-Hermit Swanger, Thomas Dharma-Joy Reichert (CFO), and Bob Swan.

The following directors were away: Sensei John Daishin Buksbazen (Secretary), Betsy Enduring-Vow Brown.

John Plum-Hermit Swanger served as recording secretary of the meeting.

1. Muso called the meeting to order and welcomed everyone. Those present sat zazen. Check-in Round
2. Council on Board practice and related matters. Council ended and the business portion of the meeting began at 2:20.

3. Review of Agenda

Muso led the Board in a review of the agenda, a copy of which is attached.

4. Approval of Minutes

The Board approved and signed the minutes from the July 31, 2011 meeting.

5. Review of Action Items

1. Myoho - Reported that the final Dana Policy would be sent to the Mandala Circle for review and then to the Board for approval. – On-going.
2. Plum-Hermit - Sent a revised Master Planning document to the Board prior to the meeting. – On-going.
3. Sensei Kodo – Explore with the Teachers Circle ways to link with the Board. – Added to agenda.
4. Bob Swan – Will send a 3rd Quarter Investment report to the Board.
5. Plum-Hermit – Statement of Right Conduct. – Tabled for Nov. meeting.
6. Muso – Letter to Bernie Roshi on collateral loan release sent – Completed.
7. Muso – 2012 proposed Board meeting dates: January 29, March 18, May 20, July 15, September 23, November 11.

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

5a. Board / TC Linking

Sensei Kodo led a discussion of ways to strengthen the link between the Board and the Teachers Circle. General discussion of ways to meet, as well as, addressing other gaps between Shared Stewardship Circles. Some questions about the level of interest among the Teachers in linking with the Board. Whether meeting was the best form of linking and other possible ways to link.

It was agreed that Sensei Kodo would invite the TC to the November Board meeting. Sensei Kodo also agreed to inform the TC about the process and outcome of the Board's deliberations on the ZP loan situation. The Board also wanted to get input from the TC on the upcoming communication to the Sangha regarding the ZP loan process and decision.

6. Financial Reports

FINANCIAL REPORT:

Dharma-Joy distributed his financial report, profit and loss, and balance sheet. These reports are attached. Dharma-Joy reported that overall revenue is slightly above projections and that overall expenses are slightly below projections. This gain is offset by about \$20,000 in capital expenses to date. The 20k capital expense is the amount budgeted in 2011.

2012 BUDGET:

Dharma-Joy presented the draft 2012 Budget that has been developed by the Finance Committee, Business Manager, and the Executive Circle. It projects a budget deficit of about \$22,000 for 2012. The draft budget is attached.

The budget includes an expanded part time staff position and travel expenses for Plum-Hermit. (He stepped out of the meeting for this part of the Board's discussion). The Board approved the expanded position and the increase in compensation and expenses.

This draft budget, with possible revisions, will be presented at the November Board meeting for adoption.

6b. Endowment and Investment Report

Bob Swan will send a 3rd Quarter report to the Board. He reported that the Endowment is generally stable with an amount of \$109,000. Bob noted that the Endowment's stability in a volatile market is due in part to having 60% of the Endowment in cash and Treasury bills.

ENDOWMENT / BEQUEST POLICY:

Muso led a discussion of whether the Board wants to create a policy to place some portion of every unrestricted bequest received into the Endowment. This has been discussed by the Finance Committee. The intention is to increase the Endowment and to have a discipline for saving.

Currently, the Board policy has been to place bequest funds into Temporarily Restricted Funds and then determine possible uses. There was some review of the current Temporarily Restricted Funds.

It was noted that the Endowment is a very important aspect of the Zen Center's portfolio. Having a mechanism for increasing the Endowment could be viewed as a positive element of financial stewardship and is something that outside entities or funding organizations might take into consideration.

There was discussion of both the desire for a discipline for saving and the desire for flexibility in the use of Zen Center funds. It was agreed to continue the discussion at upcoming meetings.

7. Zen Peacemaker Loan

A resolution was proposed, seconded, and approved by a vote of the Board, in keeping with the letter to Roshi Bernie Glassman, written and sent by Muso and previously approved by the Board. The letter from the Board to Roshi Bernie and his response are attached.

RESOLVED: “Zen Center of Los Angeles, Inc. agrees to release the Zen Peacemaker Organization, related entities, and Roshi Bernie Glassman from any obligation related to the collateral loan of \$75,000 made in 2004 by ZCLA to the Zen Peacemakers.”

(Note for the record: Two absent Board members had previously approved this action and the resolution was approved unanimously).

NOTIFICATION TO THE SANGHA:

Muso led a discussion of how best to communicate the Board’s process and decision on this matter to the Sangha. It was agreed to write and send a cover letter along with the July minutes on the ZP Loan, the letter to Roshi Bernie written by Muso and Roshi Bernie’s reply. These will all be sent to the ZCLA Stewards e-group as a Memberflash.

There was general agreement on the need to give necessary context in the cover letter but to refrain from too much explanation or ‘spin’. The consensus was to allow the first hand documents to speak for themselves, as much as possible.

It was agreed that Sensei Kodo, Enduring-Vow and Plum-Hermit would draft the cover letter for Board review.

Sensei Kodo will convey the Board’s process and decision on the ZP loan to the Teachers Circle and Roshi at their upcoming meeting and rely any input back to the Board.

7a. Loan Policy

Muso led a discussion of creating a Board policy to forego making any future loans of ZCLA funds. The Finance Committee has discussed this also and there are different views on the matter. There was spirited discussion of numerous aspects including; the differences between policy, intention, best practices, Dharma practices, expression of values, and what constitutes sound fiscal policy for the ZCLA Board.

The desire for clear policy as well as for future flexibility was expressed by differing viewpoints. It was agreed to table the discussion until upcoming meetings.

8. Executive Circle Report

DANA POLICY FOR ZCLA:

Myoho will get further input from the Mandala Circle and then present the final draft for approval at the November meeting.

DISASTER PREPAREDNESS:

Tom Pine-Ocean Cleary is overseeing this area for the EC and is linking closely with the two resident stewards and the EC. Myoho reported that this is working well.

ZCLA September 2008 Board Minutes

EC & BUDDHA HAND CIRCLE LINKING:

Gessho, the Steward of the Buddha Hand Circle, will link with Myoho for the EC and Myoho will convey needed issues or information concerning residency to the Board.

IT POSITION AND SUPPORT:

Myoho reported that Sensei Ryodo would be stepping down from his long time position as the Zen Center's IT Support Steward. The Board expressed its appreciation for Sensei Ryodo's many years of work and dana in this and related areas.

Mary Rios, the EC , and the IT Circle are exploring options for IT office support and for support of the ZCLA website. These may become two different positions.

(Due to time constraints - other business and reports were postponed).

Closing

Check-out Round
Chant the Four Vows.

The meeting adjourned at 4:30 p.m.

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

Approved

Date: Nov ____, 2011

Thomas Dharma-Joy Reichert

Date: Nov____, 2011

Darla Myoho Fjeld

Date: Nov___, 2011

DeWayne Gojitsu Snodgrass

Date: Nov___, 2011

John Plum-Hermit Swanger

Date: Nov___,2011

Sensei Merle Kodo Boyd

Date: Nov___,2011

Patricia Muso Giggans

Date: Nov___, 2011

Bob Swan

ACTION ITEMS FROM September 2011 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. Myoho -- Dana Policy. Bring back to Board for adoption.
2. Plum-Hermit – Present projects priorities from Master Plan for Board consideration.
3. Plum-Hermit/Dharma-Joy – Bring finalized draft of the Statement of Right Conduct to the Board for adoption at November meeting.
4. Muso – Continue Board discussion of designating a portion of all bequests to the Endowment.
5. Sensei Kodo – Convey Board process, decision on ZP loan to the TC. Invite TC to the November Board meeting.
6. Dharma-Joy – Present 2012 Budget at November meeting for approval.
7. Bob Swan – Send 3rd Quarter Endowment report to Board.
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.
9. Muso – Continue discussion in Board on Loan Policy.
10. Board – Letter of appreciation to Sensei Ryodo for years of IT/Website work and dana.

SOMEDAY

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