

Minutes of the Zen Desert Sangha Board of Directors meeting

Saturday July 12, 2008

3226 N. Martin Avenue

(from notes by Martin Munro)

Joe Montani chaired the meeting and acted as timekeeper; Dan Dorsey, Kim Howell, Martin Munro, Fain Rutherford, and Sue Weimer attended from the board, Evan Casler, Jim D'Elia and Bob Wallin attended from the general membership. Before the meeting started there was some informal debate about procedures: Joe said he had added agenda item three at the last minute, so understood this might be too little notice for it to be considered at this meeting. Items four and five, Old Business and New Business, were not specific proposals. Dan asked if these were just for discussion time, or if the intention was that motions could be introduced in those parts of the meeting. Joe replied that the meetings had been structured around explicit proposals that could be announced in advance; part of the reason for mentioning the Old and New Business sections before the meeting was so that the Board could expunge them from the agenda if they were thought superfluous. Sue thought they were for collecting agenda items for the next meeting; Sue and Kim thought they had been a standard part of previous meetings. Dan agreed, and thought the time allocated to those sections varied depending on how many other items were on the agenda, contracting if it was a busy meeting; he thought they should not be a time to pass motions, since those should have been announced in advance and people interested in particular topics could then attend.

To draw this discussion into the official record of the meeting, Joe then formally convened the meeting and summarized: the Old, New or Arising Business sections were not places to make official proposals, but that those should be placed on the meeting agenda by communicating them to a Board member in advance. Bob commented that the agendas were not being posted in advance, but Dan observed that the bylaws mandated this: he would like to discuss under Old or New business that the Board was not in compliance with the bylaws in many things.

Fain asked if the bylaws were on the web site; Joe explained that there had been a deliberate decision not to post them there, which would continue until the Board decided otherwise. Kim asked if there were hard copies available: there were some in the library and a master copy in the file cabinet, but the copies set out on the table next the kitchen had all gone. Martin promised to provide additional copies, and remembered that there was some strange reproduction rights management issue, with the people who originally drafted the bylaws not wanting them to be universally accessible. Dan remembered that Len Scheff and Greg Anderson had been the lawyers originally responsible, and had not wanted the bylaws to be publicly available outside the Sangha; Joe thought it was because their work had been pro bono, but they felt that it was still their intellectual property. On the other hand Bob thought that the bylaws were

a slightly modified version of the ones the Diamond Sangha had adopted. Joe observed that the decision had nevertheless been made not to post them, although this could be re-visited if necessary. Dan suggested the novel idea of moving on to the official agenda.

1. BRIEF TREASURER'S REPORT

Kim circulated a statement, remarking that she had not done much data entry in the previous month, although she would be doing it the following day, so there would be few changes from the previous statement. The checking balance of \$11,444 was now close to the balance the QuickBooks software reported, and might be even closer with some more data entry. Other than that, the statements were self-explanatory. Kim explained that the accounting arrangements were both open and transparent, so with a little advance notice she could generate a wide variety of different reports (such as expenditures by vendor).

Joe asked how the search for Kim's successor as Treasurer was progressing. She replied that she was working on an announcement to be sent out, and was wording it in terms of service on the Board in general: with three Board members leaving (including the Treasurer) there was a need to encourage interest among potential volunteers. The Board would be able to review the announcement before she issued it. Joe inquired if she had not had any luck asking people privately, but Kim said she did not know of anyone suitable. One of the requirements was access to a reasonable computer, unless ZDS wanted to buy a laptop. Fain asked about the minimum requirements, and Kim said she could include the relevant section from the QuickBooks 2006 manual: did people think this would be too much detail? Dan asked if speed or storage was the main limitation, and Sue asked how old was Kim's own computer: she replied that her son continued to add to it, so although originally cheap it was probably quite good. There was also a Mac version of the software, and the licensing permitted some simultaneous installations on different machines within the same organization, so Kim and her successor could both be running it for a while.

2. EXTENDING THE BYLAWS

Kim suggested that the regulations enacted at the special Board meeting on July 1 [see Section 3 in the minutes] should become part of the bylaws, and believed strongly that the Board itself should not amend the bylaws, but only the Sangha membership at an annual or special general meeting. Dan asked if this could be expressed as a motion. Kim explained (and Martin confirmed) that the motion had already passed at the July 1 meeting, but the details of how the general sangha membership was to amend the bylaws had been left

undefined; but Kim could make a motion to define these: that the Board place on the agenda for the annual meeting in October a Sangha vote on whether to amend the bylaws with the text that had already been set down at the July 1 meeting, and that the Board send out proxy notices ahead of time so that people who were not able to attend that October 10 meeting would still be able to vote on whether to extend the bylaws. The one thing that was open to discussion was whether to require a super-majority for this.

Bob said that the bylaws required a super-majority of a quorum, which Dan said was one third of the total membership. When the question of the number of full members came up, Kim said she had recently sent a list of between 30 and 35 names to Dan (and could copy it to other Board members on request). Joe seconded Kim's current motion, and Kim said it now included the requirement that a vote of the general sangha membership would not pass without a super-majority of the quorum participating. Bob asked if anyone had a copy of the bylaws for reference.

Sue noted, since she had been working on her CV for the past six months, that it was not unusual for people to put in their community affiliations: did the motion mean that Board members could no longer mention their ZDS affiliation in this context? Kim thought the regulations had more to do with representing an official opinion of the Board without Board approval than listing affiliations. Sue was worried that this was not stated in the motion.

Dan explained that the board had already passed all the sections of the original motion, so it was now official policy, and Kim's current motion was about including this in the bylaws; he then asked if the annual meeting was the time to do this, since it was already crowded with the Treasurer's report, President's talk, etc. (as one of the few times everyone gathered together). Kim thought that with preparation in advance (making the text of the motion available for study, enabling people to send in a proxy vote) the discussion time could be short; it was advantageous to use one of the few times everyone was assembled. If the debate dragged on, one option would be to postpone the decision to another general meeting.

Joe wondered if it was unprecedented to have a vote at the general meeting, and this might change the atmosphere there, but agreed that with preparation it could be fast. On the question of the vote being unprecedented, Kim thought the original decision to have the Steve Hagen CD classes had been at an annual meeting (it had been during the construction in the zendo with a crowd packed into the fireplace room: she could not remember if it had been a formal motion).

Dan was hesitant to vote on the current motion because the policy was a long document, and he was hesitant to amend the bylaws by adding so much. In any case, the policy would be in place for the next six months without having it be part of the bylaws, and it might be best to wait until the next board adopted it. Martin quoted the text of the decision at the July 1 meeting to bring the policy to the sangha at the annual meeting or a special general meeting for a decision on including it in the bylaws, and Dan agreed that the current debate was simply about whether this should happen at the

annual meeting. Kim asked for clarification: would the motions voted on at the July 1 meeting cease to be relevant in six months, after the end of the current Board's term? Dan said that they were now part of the current Board policy, which would remain in effect indefinitely (like the previous Board decision on the Steve Hagen classes), or until another Board changed it.

Kim said the bylaws were the main document guiding ZDS (motions were recorded in the minutes, but could be difficult to find), so she had wanted to include the policies there, where they had less chance of being forgotten. Dan said he would be continuing to the next Board, and would sure it did not overlook them. Kim worried that further in the future someone would forget. Bob thought that it was better to include the policies in the bylaws rather than having to review them annually. Dan thought that amending the bylaws was a major undertaking, and there was no urgency, so there was no reason to schedule this for the annual meeting.

Fain thought the whole idea of bylaws was to provide a stripped-down general framework, which would not include all the policies; ordinarily policies would go in some separate archive, because if the bylaws included every newly-created policy they would eventually become something cumbersome, where it was impossible to find anything. Joe agreed, saying that Len Scheff had said when he was first helping draft the bylaws that they should not be written too narrowly, since that would just encourage people to find ways to circumvent them.

Kim remembered a previous board, many years ago, adopting a statement of ethics: did anyone still have a copy? Joe pointed to the short statement on the mantelpiece, but Kim said that this had been just one thing dissolved into it; perhaps the policy could be re-worded and incorporated into a statement of ethics. Dan asked if the statement had been primarily concerned with the teacher (drafted at the time there had been controversy around John Tarrant), but various people thought it was more general, including the membership; Kim thought it was based on the Diamond Sangha ethics statement. Sue thought the three-part policy from the July 1 meeting could be expressed in a single sentence.

Kim then withdrew her motion [to have the policy brought to the sangha at the annual meeting for inclusion in the bylaws]. She suggested discussion to re-word the policies for the bylaws, or for inclusion in the ethics statement. Dan liked the idea of the policy being in the statement of ethics; Kim said Cheryl Diamond had been behind it, and might still have some of the written material. Bob said he had a file at home in which he had been accumulating policies. Joe asked if this was something a committee should discuss until it could present the Board with a finished proposal. Dan and Fain asked if Joe was proposing to set up such a committee; Joe replied that he was wondering if any existing committee ought to treat this. Kim said that years ago there had been such a committee, but it had only existed to draw up the ethics statement. Bob observed that ZDS had adopted other policies in the past, only to have them vanish to some netherworld. Kim reiterated that this was motivating her: to have something accessible to

members (not in some netherworld) if they needed to object to the actions of a Board member.

Joe reminded everyone that there had already been several time extensions: should there be another to continue discussion? Dan made a motion to that the entire issue be deferred for discussion at the next meeting: he thought it needed a lot of discussion. Sue seconded this, and everyone agreed. Bob asked if only Board members could vote, and when confirming this, Kim said that however there could be additional votes in a committee if it was discussing something before bringing it to the board. Sue said in any case the discussion on whether to set up a committee could wait until the next meeting.

Bob asked for confirmation that the policies approved at the July 1 meeting were in effect, and that the only thing being deferred was further activity: several people confirmed this. Joe thanked Dan's efforts give the issue the attention it deserved, and Kim's efforts to codify the policies.

3. PROPOSED PERIODIC REVIEW OF THE BYLAWS

Joe introduced the next item, saying it also had to do with the bylaws. Thinking that there might have been some proposal to amend the bylaws at the current meeting, he had revisited his previous proposal to have a periodic review of the bylaws, since it could have been included with that amendment rather than requiring a separate initiative. Stating this as a motion, Joe proposed that the Board review the earlier proposal he had submitted [2008 March 12, item 3. Proposal to Extend the By-laws: "...to add a line of text to the by-laws to force ZDS to review the by-laws every five years with a critical eye in the light of what is going on in the sangha at that time, either through the board or some sub-committee"]. No one seconded the motion, so there was neither further discussion, nor a vote.

4. OLD BUSINESS

Martin mentioned the signing of the letters, which had been postponed from the July 1 meeting: at least one was ready to sign. Dan thought this was best done at the end of the meeting. Kim asked if anything was to be done at the current meeting about responding to Larry Levine's request for the content of the letters. Dan said he had proposed that the Board finish up with this item: 1. that they would send the letters to the two recipients, 2. that someone would call Larry and read him the two letters verbatim once (answering any of his questions on the basis of the two public documents: the bylaws and the minutes of the meeting), and 3. that they would post the approved minutes of the meeting on the bulletin board. This could not be a formal motion at this stage, but Dan felt that once these three actions were completed, the issue would be closed and the board could move on to other things. Dan explained that proposal was to avoid hard copies of the letters being passed around and posted on the Internet.

Martin mentioned the other option he had prepared: an audio CD that included a reading of the full text of the letters, but thought reading the letters over the phone was preferable. Joe asked how they were being read: was it a robotic voice? Martin replied that it was Dan's voice, on a recording. There

was surprise and consternation from people who had not realized that Martin had been recording the meetings as an aid to compiling the minutes. Kim thought that people should be aware if they were being recorded: that was something else for the next Board meeting. Joe remarked that knowing this might shorten some of the speeches that people made at the meetings.

Dan asked if there was general agreement with what he had just proposed. Sue asked why there could not be a formal vote, but was referred back to the earlier discussion about motions in the Old Business section of the meetings, and Bob confirmed that members would want to see proposals posted in advance so they could join in the discussion of issues that interested them. In any case there was a consensus in the board that it should proceed as Dan had proposed.

Bob was concerned that for all its claimed concern for the bylaws, the Board was now ignoring them. In any case, could they not simply send copies of the letters to Larry? Various people again raised the issue of copies being broadcast. Jim commented that something had happened to Larry, so that he deserved some response, even if not the letters. Bob thought Larry was a special case, since the letters concerned him. Dan agreed with Jim that this Board owed Larry some kind of communication. Kim agreed with Dan's proposal on how to do this. Bob asked if a Board member would officially call him, and Dan repeated that a Board member would be appointed to call Larry, read him the letters, then (sticking strictly to the two public documents, the special meeting minutes and the bylaws) explain to him how the Board operated; Dan was concerned that Larry might have received a confusing impression of what had been happening. Kim added that Larry needed to understand that any decision made whether to continue the Steve Hagen classes and when would have to result from his action, bringing it to the Board (which he could do by email if he wanted); he needed to bring a proposal to the Board for the Fall classes if he wanted to do that. Dan commented that a long time before Larry had already sent him an email asking to schedule a three or four week of class starting on November 8th. Bob said that he had been in more recent communication with Larry, trying to reassure him, but that an official board member needed to speak to him. Dan was then delegated to do this; Mailing the CD was not an option.

Bob commented on the issue of privacy versus secrecy versus fairness, and said that ZDS had to honor its open group process, trying to be fair to all involved: he respected the efforts here. Joe thanked Dan for agreeing to make the phone call. Bob said Larry was upset and discouraged, and hoped that he did not quit as a result.

5. NEW BUSINESS

Dan mentioned the window in the fireplace room, which had a BB hole in it; Kim added that the vertical blinds were broken. In Dan's opinion, the window and the blinds should match what Bob had done in the zendo, because eventually he hoped they would be able to bring the stucco and insulation around. For now, if ZDS wanted to replace only the pane with the BB hole, it would cost \$18. Dan had called three places, but

none of them would commit to a bid for a low-E window replacement over the phone without the “pre-installation consultation”: they had to come out, take measurements, then send the specifications off to the factory, so Dan wanted approval to do this. He also wanted to involve Bob (who agreed), to be sure of matching what had already been done. Kim wanted to be involved in the selection of the shutters, since she did not want the exact color in the zendo duplicated in the other room, which she thought was too dark.

Dan asked if the coating of the roof had been finished: Kim confirmed that it had, with the exception of one strip where the cooler was leaking. Dan had not noticed any leaks.

Bob had some more information about the shutters: although the windows and doors had come as raw wood that people at ZDS could stain themselves, the shutters had been pre-stained and pre-sealed, and the other options had been much lighter. Kim favored a lighter shade, and Dan asked if the same style could be carried forward if they were lighter. Bob commented that wider slats were also available, and Kim favored these, commenting that there was now a committee of herself, Dan and Bob which could continue discussing the options for the window and report to the next board meeting (including the removal of the cornice, which she considered incompatible with the shutters)

Sue had something that was more a point of practice than an item for the agenda. In the past year she had noted more and more activity in the kitchen during the sit, including dokusan. She suggested clearing things away, or putting up a sign asking people to wait until 10:30 before having more coffee or peanut butter. There were comments that the jisha could be supported, told that they could ask people to leave the kitchen. Sue suggested a sign for the coffee pot, hoping it was not too dictatorial: not to be used between 9 and 10:25. Kim commented that it was less of a problem when there was no dokusan (hence no one to disturb).

Sue also thought the library was becoming a hangout, perhaps among new people who did not realize they could enter the zendo and sit, but several people agreed that people should not enter the zendo during doksan if they had not been waiting in the line, but should wait until the kinhin periods. Joe observed that during sesshin the tenzo had power to keep people out of the kitchen: was there any analog for this at ordinary sitting times? Sue thought the problem was only at Saturday sittings: when the jiki started sounding the densho for the second period, perhaps that was the time to start putting things away, and perhaps add a simple sign. Kim observed that some members had made that part of their routine to come and have coffee and hang out during the sit. Joe suggested putting up small signs in those areas saying “no admittance during zazen”, but Kim thought that people sitting quietly waiting for the next kinhin were not a problem. Martin wondered if Pat would ever appreciate a second cup of coffee, but several people thought he generally just needed it early.

Joe thought this as on the interesting line between formal codification of procedure and the welcoming looseness ZDS had always had; on the other hand, perhaps the senior practitioners could set an example an talk to new people who

were perhaps confused and disruptive. This would be following the recent idea that members should welcome newcomers, but in this case they would be directing newcomers, not greeting them.

Sue asked if people still announced ritual pointers in the closing circle of sittings. Kim said they did not, because of lack of interest and because they were no longer being published; Bob commented that many of the people involved in the current problem left before the end in any case, and Sue said that new people would not yet have had a chance to hear the announcements. Joe thought the leaders of a sit or anyone else taking an interest should address this. Sue volunteered, if she was at the next Saturday sit, to start cleaning up in the kitchen at the start of the densho sequence, announcing: “refreshments are over until 10:30”.

Bob wanted it formalized a policy or practice reminder and mentioned in the closing circle (there was an aside from Fain: just don't amend the bylaws). Kim commented that when it was first introduced there had been concern that the 8:30 to 9 AM social period might deteriorate to a level of socializing that would conflict with the next period of sitting. Joe said that the original decision had included the observation that the people coming to the early and late periods of sitting fell into two partly distinct groups. Sue and Kim remembered the 8:30 coffee and peanut butter as a more recent introduction, Sue thought that having someone who was aware of the issue available at the sit would solve most problems, and had already volunteered for the following week. Kim agreed that the jishas should also be told they had the authority to quieten people during dokusan. Martin would be jisha for the following Saturday and would put the food away if Sue was not there. Helen Amerongen might need told of this discussion.

Bob observed that in other Zen centers and sangha there was a distinction between the name of the sangha and the name of the zendo: although this was the Zen Desert Sangha, there was no name for the zendo. Kim and Sue remembered this having been raised before, and Joe being involved. Dan thought it would be a positive, exciting thing to have happen at the annual meeting: a contest to name the zendo, and Joe was also enthusiastic. Bob offered to submit it to the Board as a proposed agenda item for the next meeting.

A decision was needed on the date for the next meeting. August 2 was the talk, the second Saturday (the 9th) fell during a sesshin at Picture Rocks, but everyone could attend on August 16, except possibly Sue, who was uncertain about her availability. Discussion degenerated into past suggestions for the zendo name, including the Twin Pines zendo (before one of the trees had been cut down), or Mesquite Tree Zendo. Joe started to describe how some buildings in Japan had contained a massive tree trunk at their center, and Martin realized that he had to ask for a motion to adjourn, or he would end up inserting an account of all of this in the minutes. Bob questioned if the previous minutes had been formally approved, and was told that they had, and a copy was already on the bulletin board.

The meeting formally adjourned after around one hour (excluding time for some of the initial discussion).