

DRAFT

SFZC BOARD MEETING MINUTES

GGF - June 22, 2016

Present: Dennis, Roger, Mark L., George, Anna, Fu, Rita, Linda G, Ed, Brian, Helen, Jordan, Susan, Linda C., Piper

Absent: Mark Shieble, Larry Bye, Albert, Joe, Jeremy, Margie

Recording: Jiryu (for Jeremy)

SUMMARY OF DECISIONS:

- Minutes of April 2016 meeting unanimously approved.
- Motion to appoint Maitri Goonewardena to the Board of Directors for a roughly one and a half year term was approved unanimously.
- The Board unanimously approved a resolution to begin a capital campaign for the renovation of City Center up to \$9 million

SUMMARY OF ACTION ITEMS:

- Governance committee will send out complete revised bylaws with redlines on proposed changes. Board members are asked to review the revision, submit feedback and concerns to the Governance Committee before the next meeting, and be ready to vote on the changes at the next meeting.
- Linda, Jordan, Helen, Susan, Mary, (and possibly Sean), will meet in early July to look at long range planning numbers from Allison Crump. They will further review the data with the SIT group at its August meeting. The long range planning assessment and plan that comes out of this process will be presented for decision by the Board at the September meeting.
- Board Members are invited to offer suggestions to Larry and Brian on the content of the October Board Retreat.
- Susan will distribute to the Board the ZISL investment and partner invitations being drafted.

AGENDA ITEMS FLAGGED FOR JULY MEETING:

- Alumni Committee (Linda C.)

- Personnel Policy Revisions (Susan)
 - Sangha Project (Susan/Robert)
 - Disability Policy Revision (Susan)
 - FY17 Development Goals (Margie and Dennis)
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DETAILED MINUTES

I. Approval of agenda and minutes

DECISION: Minutes of April 2016 meeting unanimously approved.

II. Governance Committee report on revision of bylaws.

ACTION ITEM: Governance committee will send out complete revised bylaws with redlines on proposed changes. Board members are asked to review the revision, submit feedback and concerns to the Governance Committee before the next meeting, and be ready to vote on the changes at the next meeting.

Brian distributed and led a discussion of proposed changes to the SFZC bylaws. He highlighted the changes, which include those below:

From Article 4:

1) Clarifying terms for categories of Board Members (Directors). They will be of two types: *Appointed* Directors (term determined by board) and *General* (Elected) Directors (term is fixed, 3 years)

2) The Chair can serve beyond six year limit.

from Article 8:

1) Remove line about Officers being reviewed at spring meeting.

2) Removed line about Officers signing all contracts.

3) Added: Board may assign duties to the Officers.

4) Removed reference to the Financial Advisory Board.

from Article 9:

- 1) Membership description clarified. There are two types of members: Lifetime (Shuso) and Dues-paying members.
- 2) A change is proposed to reference to contribution policy

from Article 10:

- 1) Replacing EAR council with statement of principles.

Issues raised:

- Regarding Article 8, there was a brief discussion of the non-voting status of resident board members and Officers. The Board affirmed that Officers are non-voting.
- Regarding Article 9, Susan suggests striking the proposed language about board approval for membership fees change, as it may overly restrict the Development Department. Brian agreed will make the change.

III. Nomination of one appointed board member.

DECISION: Motion to appoint Maitri Goonewardena to the Board of Directors through the end of 2017 was approved unanimously.

The Governance committee nominated Maitri Goonewardena for an appointed position.

Dennis moved to appoint him for a term starting now and through the end of 2017. Helen seconds.

Motion approved unanimously.

A brief discussion followed regarding the process of orientation for new board members.

IV. Long Range Planning Task Force update

ACTION ITEMS:

- **The Long Range Planning Task Force (Larry, Linda RC, Susan, Rita, Helen, Margie, Dennis, and Jordan)—with the possible inclusion of Sean-- will meet in early July to look at long range planning numbers from Allison Crump. They will further review the data with the SIT group at its August meeting. (As board vice-chair, Brian McCaffrey would also be welcome to attend these meetings.) The long range planning assessment and plan that comes out of this process will be presented for decision by**

the Board at the September meeting. The September Board meeting will thus mark the close of this process with TDC.

ADDITIONAL ACTION ITEM: Board Members are invited to offer suggestions to Larry and Brian on the content of the October Board Retreat.

V. Alumni Committee

The owner of this agenda item was not present.

In their absence, Linda C. updated the Board on the Alumni Committee, which is being held by Nancy, Layla, and herself. This item will perhaps be revisited in July.

VI. Personnel Policy Revisions

Staff was not present to present this issue, so it will be carried over to the next meeting.

VII. Abbatial Reports

Linda: Reflected on the goals for the year, presented some areas of further/renewed effort, especially diversity and the alumni committee. Reflected on the SFZC response to issues like the mass shooting in Orlando and on sometimes lack of coordination/consistency of SFZC communications across different platforms (Facebook, Twitter, Instagram, Sangha News, etc.).

Appreciated Getty Museum trip with invited friends of SFZC and hopes that such outings will be repeated.

In response to the public policy piece, George suggests that Linda consider an SFZC position on the right-to-die legislation in California.

Piper asked about the mechanism by which SFZC communications are coordinated and noted the apparent lack of maintenance on the SFZC YouTube channel. Rita is responsible for this area and will look into the YouTube presence.

In response to the piece about SFZC outings, Brian and Dennis suggested a similar visit to the Asian Art Museum (perhaps for the July 20 opening of a relevant exhibit).

FU: Personal report and affirmation of her understanding of the Abiding Abbess role as one of abiding and getting to know the people that flow through GGF.

Fu reports that she has become the chair of the Buck Family Foundation, which has become a separate organization from MCF. A BFF Board Retreat will be held at GGF, making an important connection between the two communities.

ED: Reported on the seasonal situation at CC, including a successful practice period and the summer lul. He appreciates the vitality of Saturdays at CC and the affinity groups meeting every night, and notes the rapid changes in the neighborhood.

CC is very involved in the Pride Parade. Regular memorial services for Blanche continue in advance of her funeral, and her presence is deeply felt at CC.

Ed also reported on the residents' retreat plans for this year (more casual than last) and on changes in the building at 300 Page, including the door security system upgrade.

IIX. President's Report

ACTION ITEM: Susan will distribute to the Board the ZISL investment and partner invitations being drafted.

- Retiree issues continue to be addressed as the policy is implemented. The AEG is the decision making body on retiree requests/issues.
- A disability policy revision will go to board before next meeting. The intention is to clarify expectations around accommodations.
- Staffing and succession planning is on agenda for July SIT meeting, to continue addressing concerns about long-term leadership and continuity.
- Michael and Susan continue working on food budget cuts, per Board request. They hope that a new commitment toward kitchen money savings will be in place by September.
- Insurance investigation team: George, Jordan, Susan, and others continue exploring minimizing health insurance costs while maintaining good coverage.
- Sangha Project: Not expected to meet fundraising goals. Meetings with Robert on this topic continue, and Susan expects a proposal next month to come to the board with respect to what is doable, what is Robert's role, etc. It does appear however that this will not happen in any of the ways it has been expected it might happen. Robert will present his insights and discoveries next time, along with proposal for next steps.
- ZISL: Developing invitations for investment/donation by various entities, as well as invitations for partners. The financial model continue to be clarified as further research and surveys are conducted. Ahead of the next board meeting the invitation to potential investors and partners will be shared with board.

IX. Presentation on Master Plan and City Center Capital Campaign (Susan and Bondy Design)

DECISION: The Board unanimously approves a resolution to begin a capital campaign for the renovation of City Center up to \$9 million

Bondy Design and partners presented their conceptual design, budget, and construction phase plan for 300 Page Street. (See Powerpoint in Dropbox.)

Nancy presented the Development Department's data on the Capital Campaign strategy. (See Powerpoint in Dropbox.) She emphasized the need for passion for the project on the part of the Board and spiritual leadership, and expressed optimism that the goal can certainly be met if there is real belief in the project.

Over the course of these presentations, various points were raised, including:

- The need for a comprehensive strategy/story about the project underlying the Capital Campaign.
- Appreciation of the vital importance of 300 Page Street as, among other things:
 - An important historical building in SF worth preserving.
 - A core site in the past and present of Zen in America, one we have a responsibility to maintain and preserve.
 - The temple and sacred site of Suzuki Roshi's teaching and passing.
 - A rare example of a truly communal space, an expression of an ecology.
 - A site of welcoming, inclusivity, safety, and service to the wider SF community and world.
- A discussion of whether the concept as presented, and the Capital Campaign goals, are appropriate. While some people felt that more could be raised if there were a genuine need for it, others noted that the figure under discussion "feels right" and that the compromise plan the concept represents hits the "sweet spot" of renovation without overly radical change.
- It was acknowledged that other building on the CC campus also will in the future need considerable investment.
- Helen raises some questions with respect to the concept and figures. She is concerned that deep infrastructure of the building is not being sufficiently addressed in this concept, for example building-wide windows, heating, etc.. She also is concerned that the escalation figure budgetted is too low given the project four years plus years until construction.

X. Development Director's Report

Nancy presented a report from the Development Director (see the Powerpoint in the Dropbox). She emphasized the role of Board and SFZC members as "ambassadors" and the culture of philanthropy vs. the culture of fundraising. She asks that Board members review the table she prepared on the contrasting approaches/cultures. Since the time was insufficient to complete

the presentation, it was decided that Margie and Dennis at July meeting will bring FY 2017 goals.