

SFZC BOARD MEETING

Draft Minutes

Greens

November 16, 2016

Present: Larry Bye, Rita Cummings, Linda Cutts, Helen Degenhardt, Margie Driscoll, Maitri Goonewardena, Roger Hillyard, George Kellar, Albert Kutchins, Alicia Liu, Jeremy Levie, Brian McCaffrey, Dennis McNally, Piper Murakami, Susan O'Connell, Joe Rodriguez, Ed Sattizahn, Mark Schieble, Fu Schroeder, Eli Brown-Stevenson, and Jordan Thorn.

Absent:

Approval of Agenda and Minutes

The proposed meeting agenda was approved. The minutes were amended to correct information about the naming of two new members to the board and their associated terms. Albert moved that that the minutes be approved as amended. Helen seconded the motion. The board approved this unanimously.

Report from Health Insurance Task Force

The board went into executive session for a report from the Health Insurance Task Force. Jordan gave the report and there was general discussion about next steps in the work of assessing the options for potential changes in this area.

Board Participation in Fall Fundraising

Margie and Nancy reported that a City Center capital campaign director has been hired and that the Development Office is working on a capital campaign plan, which it hopes to present at an upcoming Board meeting. Plans are to not have a Fall Campaign this year. Instead, the Office requests the help of the board with the Year End Letter and with Giving Tuesday. They are asking all the board members to participate in matching donations on that day. Last year, the board matched donations on Giving Tuesday for a total of \$12.5K. This year, the Office is requesting that the board adopt a goal of \$14.5K.

Approval of revisions to People Policies (Piper and Eli)

Piper and Eli presented the draft revisions to the SFZC People Policies document.

Changes to the policy include a disability transition allowance, the option for those with 20+ years who have a disability to enter retirement early, increased vacation time for staff and changes to the sections on leaves of absence and procedures for resolving conflicts/complaints within the sangha.

During the discussion, it was suggested that some revision is necessary in the language about how people graduate between the steps in each personnel level in the policy. A recommendation was also made to move the legal disclaimer from the front of the document to the acknowledgments page and to add a greeting from the Abbesses/Abbots on the first page. A clarification was also offered that the policy under consideration is not the WPA policy, but staff policy. The title will be changed to reflect this. Changes were also called for in the membership policy, specifically the language on the annual election of Board of Directors, which have now changed given recent amendments to the bylaws.

Margie moved that the board accept the policy as amended. Helen seconded the motion. The board approved it unanimously.

Report on Institutional Memory and Discussion

Jeremy made a report on his work with Mike Vincenty to research a system to provide a digital archive to record high-level SFZC decision-making and to facilitate the work of the board. Initially, at Mike's request, Jeremy completed a business process worksheet for the work on improving institutional memory. Next, Jeremy prioritized the functions and tasks that would be served by the system to be put in place. Based on this work, Mike did some research and discovered that there are online board portal services that are designed to meet precisely the needs SFZC is seeking to address. Based on Mike and Jeremy's discussions, and the prioritization of the functions to be addressed, two options—Board Director (<https://www.boarddirector.co>) and BoardPaq (<https://www.boardpaq.com>)—were identified as good possibilities. They both pitch their suitability for non-profits and are relatively inexpensive, likely costing between \$149-299/mo.

The next step would be to set up trial demonstrations to compare the two options and test various scenarios for how the service would be used. A discussion ensued

during which a number of issues were raised. These included question about the merit of having restricted access to the archives, as is currently intended; the capacity to search the archive by word; instituting a SFZC-wide universal record-keeping format; and, the importance of maintaining local storage of information (as opposed to simply having it in the cloud). It was also noted that Dropbox, which we are currently using, may be able to meet many of our needs and should be compared with whatever other solutions are being considered. It was also noted that archive creation is not just a technical problem to be solved, but involves cultural changes to institutionalize the new processes, including training folks to look in the archive before starting new initiatives and building the use of the archive into job descriptions and transition practices.

The board expressed support for Jeremy and Mike to continue their work including the testing of the board portal services being considered. Jeremy will also talk with Alicia about the capabilities of Dropbox and the possible limitations of an online board portal service.

Lessons Learned from the Sangha Project

Susan gave a presentation on the history of the Sangha Project and lessons learned from efforts to develop it based on a report written by consultant Richard Landry. Susan's comments, and the board discussion that followed, suggested that the main challenges were that the project involved a cultural change from warm hand to warm hand practice to use of a new technology, one that SFZC had little experience in making. The project was also plagued by leadership interruptions due to illness, work relationship challenges between project and overall SFZC leadership, a vision that did not mesh well with existing SFZC practices and budget, insufficient collaboration with SFZC teachers, fundraising challenges and insufficient consideration of Development Office needs and interfaces with the proposed project. In total, approximately \$400K was spent on the project, approximately \$250K of which came from the last capital campaign.

The board reflected on its responsibility in this process. Was adequate scrutiny given to the plans? Was there too much eagerness given SFZC needs for expanded membership and funding? A number of board members expressed pain and regret about their inability to better express their reservations about the project. Board

members, in retrospect, questioned the model of building something big, rather than proceeding organically.

A question was raised about a statement in the report prepared by Richard Landry that the institution was inappropriately focused on organizational structure and business plan, which hindered the project. On the contrary, it was felt that these were appropriate concerns and that, if anything, that board didn't provide enough scrutiny. The Landry report had limited usefulness and the Board was not comfortable in adopting the Landry report as the definitive analysis of the Sangha Project experience.

As SFZC moves forward with online offerings, Rita emphasized the need to better integrate organizational efforts when working on projects such as this and the need to pay attention to how online participants become members, how to best work with technology platforms and how to develop a distance mentoring program as proposed in the Sangha Project.

Confirmation of the New Bylaws

Jeremy reported that the membership vote on the proposed bylaw amendments is complete. The amendments passed with 87% of the vote in favor of accepting the proposed changes. There was broad membership participation in the referendum, including a number of ballots that were sent in from overseas. Jeremy also shared with the board the concerns and questions that were raised in response to the amendments as well as the fact that there were many expressions of appreciation included with the ballots. Jeremy also reported on the process by which members of the Governance Committee responded both publically and personally to each of the individual concerns that were raised, when possible. The amended bylaws, as signed by the corporate secretary, are now in effect, and will be posted on the website.

Abbatial Reports

City Center Abiding Abbot Ed Sattizahn reported that the fall practice period continues to go well. The Vimalikirti class is well-attended. He reported that there are 70 applications for the winter practice period at Tassajara. Tim Wicks will be the shuso (following his current fulfillment of that role in the city). Ed reported on the timely response of the SFZC leadership to the election results, which sent a wave of

distress through the community. The abbatial statement was sent via email, which has become an open forum for discussion on this. He also mentioned that the CC practice leadership is working on a new RBT policy and that a guest room has been added in the city.

GGF Abiding Abbess Furu Schroeder reported that she went to Durango, Colorado for vacation where she also gave a talk for the Zen group there. She has been leading an online class, which has been time consuming, but rewarding especially during the most recent meeting in which participants responded to the election. Similarly, there has been an active response within the GGF community to the election results, including both upset and grief and an expressed greater commitment to practice that Fu finds inspiring. Marcia Lieberman has been invited to be Shuso for the spring practice period and has accepted this invitation.

President's Report

President Susan O'Connell reported that she is working closely with Linda Galijian on the presidential transition. She has also been addressing issues that have arisen recently at CC, including the number of working hours expected of staff and WPAs. She is working on a budget reforecast with Jordan and Linda G. They are working to address a current projected shortfall of ~\$130K. SFZC has received money from the insurance claim for lost ZMC summer guest season revenue due to the fire. After including the money from the insurance claim, the ZMC summer season was only ~\$5K under budget.

Susan reported that SFZC is negotiating with New Island Capital for \$12M for the first phase of the Zen Inspired Senior Living (ZISL) project. She has also been in touch with a major east coast donor about money for the project, which is likely to come when other capital has been raised. She is now involved with putting the ZISL board together. There will be four slots to be filled by SFZC. Three of these are likely to be filled by Susan, Paul Kuenstner, and Greg McClune. Susan mentioned some possible names for the fourth slot. A ZISL board retreat is scheduled for December 12-13.

Filling Open Board Seat and Election of New Board Chair

Albert reported for the Governance Committee on the process to fill the open board seat being vacated by Mark Lachmann, who is rotating off the board at the end of his second term. The Governance Committee felt someone with governance skills would be good, since Albert will be rotating off of the board next year and Brian will likely no longer serve on the Governance Committee. It would also be good to find someone with development skills, as Mark is leaving the Board. Albert mentioned a number of names of people who are being considered. The board expressed its support for the process of the Governance Committee and for the list of candidates being considered to fill the open seat.

Larry Bye is ending his service as board chair. The board expressed its great appreciation for his leadership and many years of hard work. Brian McCaffrey was put forward by the Governance Committee to be the next Board Chair. Margie made a motion to approve Brian as the new Board Chair. Fu seconded the motion. The board approved this unanimously.

Respectfully submitted,
Jeremy Levie
Secretary