

NZC Board of Directors Meeting Minutes

September 19, 2021, 12:45-2:45pm

Meeting Notification: Notice was sent out by the President on September 16 via email. The Board confirmed the date & time via email. On September 18, Pam distributed the following relevant documents by email: Meeting agenda, draft Bylaws, membership resolution, draft repudiation letter, and communication materials provided by Terra Hall.

Meeting Location: NZC Backyard Patio

Members Present:

Pam Griffin, President, (2022)
Fergus Hoban, Vice President, (2022)
Vicki Grunwald, Treasurer, (2022)
Scott Rosen, Secretary, (2022)
Tom Millie, (2022)
Annette Jordan, (2022)

Board Members Absent: None

Others Present: Orna Hogan

Was a quorum established? Yes

- 1) Meeting was called to order by Pam at 12:45pm and attendance was taken. The Directors waived notice of this meeting.
- 2) All members voted unanimously to approve the minutes of the September 11, 2021 board meeting.
- 3) Board discussed approval of the new bylaws (Draft Attachment). Revisions regarding oversight of the financials, purchasing thresholds requiring board approval, requirements around board member training, and other matters related to the bylaws were discussed. It was ultimately voted on unanimously after discussion that the board would approve the new bylaws subject to the following changes to be made by Pam.
 - a) Purchases exceeding \$200.00 shall require board approval and other purchases will be detailed in financial reports.
 - b) The addition of a statement regarding the usage of a NZC debit card.
 - c) Addition of statement regarding the right of board members to inspect the complete financial records of NZC at any time.
 - d) Annual training on director responsibilities required for directors.
- 4) The following resolution regarding membership was voted on and passed unanimously by the board:

WHEREAS, the Nebraska Zen Center Bylaws enacted on September 19, 2021 (the “Bylaws”) provide that the qualifications for membership in Nebraska Zen Center will be established by the Board of Directors and the Guiding Teacher from time to time; and

WHEREAS, there is currently no Guiding Teacher serving at Nebraska Zen Center and the current Board of Directors has not yet established membership qualifications for publication; and

WHEREAS, the Directors wish to recognize certain individuals for their support in the effort to maintain the Nebraska Zen Center’s ownership of the property at 3625 Lafayette Avenue in Omaha, Nebraska;

NOW THEREFORE, the duly elected Directors of the Nebraska Zen Center hereby resolve that, pending establishment and publication of new formal qualifications for membership in Nebraska Zen Center, the following persons are deemed to be voting members of Nebraska Zen Center, with the rights and privileges set forth in the Bylaws for voting members:

Milo Alexander	Manda Harrison	Sarah Nepl
Joyce Chao	Fergus Hoban	Gary Olson
Jose Correa	Orna Hoban	Jenny Schima
Pamela Griffin	Matt Huettner	Ron Semerena
Vicki Grunwald	Annette Jordan	Debra Spicka
Terra Hall	Tom Millie	

It is further resolved that the Board of Directors may represent the interests of all such members who executed the Confidential Settlement And Release Agreement dated September 3, 2021 (the “Settlement Agreement”) in any matters relating to compliance with or repudiation of the Settlement Agreement.

This resolution will continue in force until such time as the Board of Directors establishes and publishes membership qualification criteria and provides a reasonable time period for membership application and determination.

- 5) Board discussed missing personal property owned by NZC and its implications as related to the prior Settlement and Separation agreements. It was decided that an inventory of NZC personal property would be undertaken with volunteers on Saturday, September 25, 2021. The NZC property missing as observed by the board at as of the date of this meeting included almost all kitchen pots, pans, dishes, cups, mixing bowls, gadgets such as the rice cooker, coffeemaker, tea and coffee dispensers and other items; all the books; all the art, including statuary; many service items, including instruments; three beds and much bedding and linens for the student rooms; a vacuum cleaner and some other cleaning tools; some of the garden tools; and several chairs, including the kitchen table chairs.. The board noted that some dishes have already been donated to restock the kitchen, including 12 plates donated by a local potter, plus 10 cups and a large bowl.
- 6) A discussion was had between board members regarding whether or not to repudiate the Settlement Agreement between NZC members and the prior board of directors, and the

Separation Agreement between NZC and Dosho and Tetsugan, based on their violation of various terms of both agreements related to the turning over of documents, accounts and passwords, and the unauthorized taking of Zen Center personal property. Pam circulated a draft letter to be sent to Dosho and Tetsugan (Attachment). The board voted unanimously after thorough discussion to send the letter to repudiate both agreements. Fergus suggested the signers of the Settlement Agreement should be notified of this. Pam will do so.

- 7) The board continued a prior discussion regarding communication efforts led by Terra Hall. Board reviewed a proposed messaging plan from Terra (Attachment). Fergus led a discussion focusing on the question of where NZC wants to be in a year from now and working backward from that vision in coordinating the current messaging strategy. This led to a larger group discussion around hiring a priest, the compensation of a future priest, the long-term budget of NZC, available funding sources, ideal membership count, and other long term strategic items. Some general results of this discussion will be shared with Terra for the purpose of her email and messaging campaigns.
- 8) Board discussed and approved the scheduling of a work day on Saturday, September 25, 2021 to accomplish the following items: inventory NZC personal property, rearrange the zendo and living room to be able to accommodate zazen and wider community engagement, repair the NZC sign for the front yard, do yard and garden work and create a list of items needed to run NZC. There was also a discussion of Covid-19 safety guidelines for the work day. The board decided that in its communication to members regarding the work day it would advise them to only work outside if they are unvaccinated and that vaccinated people working inside can wear a mask at their option.
- 9) Vicki led a discussion of NZC finances. She is still getting her arms around the unorganized records transferred by Dosho and Tetsugan. She is still unable to restore the Quicken file. It has been determined that no accounting records were kept since sometime in early 2020 or perhaps late 2019. She confirmed she now has access to and control over the bank accounts.
- 10) Other Business: Since the nebraskazencenter@gmail.com email account may not be available to us, due to the repudiation letter, the Board discussed setting up a new web-based email domain under nebraskazencenter.org. Pam will ask Matt about setting that up. Fergus committed to drafting a rough vision statement for the board to review and discuss. The board will solicit book donations to recreate the NZC library.

Scott D Rosen
Secretary, Nebraska Zen Center Board of Directors
September 19, 2021



9-27-21

MEETING SCHEDULE

The Board discussed a possible short meeting after the September 25th work day, to be confirmed by email later.

ATTACHMENTS FOR THE RECORD

NZC Board Meeting

September 19, 2021

AGENDA

1. Meeting to order; attendance, waiver of notice
2. Approval of minutes of September 11, 2021 board meeting
3. Approval of new Bylaws: Attachment A
4. Resolution regarding membership: Attachment B
5. Zen Center missing property and re-stocking
 - a. Service materials
 - b. Sutra books
 - c. Art
 - d. Books
 - e. Kitchen
 - f. Other
6. Discussion regarding repudiation of Settlement and Separation agreements
Attachment C – draft letter
7. Draft communication plan from Terra; membership/fundraising drive: Attachment D
8. Scheduling a workday – Covid guidelines
 - a. Inventory of NZC property
 - b. Re-arranging zendo and community room
 - c. NZC sign repair
 - d. Yard and garden work
 - e. Shopping list
9. Financial Report
10. Other business:
 - a. Accounts – Record System, Facebook, MailChimp, email
 - b. Neighbor contacts
 - c. Realtor compensation
 - d. Member volunteer work