

NZC Board of Directors Meeting Minutes

September 7, 2021, 5:15-6:30pm

Meeting Notification: On September 6th, 2021, Pam Griffin sent an email proposing September 7th 2021 at 5:15 as the initial meeting for the new Board members to occur via Zoom. The Board confirmed the date & time via email. Pam distributed the Zoom link, meeting agenda, and relevant documents (Purchase Agreement, Head Priest Agreement, NZC Balance Sheet, Draft 2021 Bylaws, and 2017 Bylaws) on September 7th along with a copy of the meeting agenda.

Meeting Location: Zoom

Members Present:

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

Board Members Absent: None

Others Present: NA

Was a quorum established? Yes

AGENDA

1. Meeting to order; attendance: The Board meeting was called to order at 5:20pm and attendance was taken.
2. Election of additional directors: Pam moved to nominate Annette Jordan, Tom Millie, Scott Rosen as additional directors. Vicki seconded the motion; the motion was unanimously accepted.
3. Election of officers: After some discussion, Pam nominated Vicki as Treasurer, and Scott Rosen as Secretary. Annette nominated Pam and Fergus as President and Vice President respectively. All nominations were seconded and unanimously accepted.
4. Resolution to indemnify signatories to the Settlement Agreement (Attachment A), which also authorized Fergus and Pam to take necessary action to terminate the purchase agreement: Vicki moved to approve the resolution. Tom seconded the motion; the motion was unanimously accepted.

5. Current status of settlement obligations (Attachment B): Pam discussed the status of the settlement obligations as annotated in her email exchange with Jim Poleshuk to be submitted as official record attachment to these meeting minutes.
6. Real Estate Purchase Agreement (Attachment C) - authorization to terminate/negotiate:

Action: Pam and Fergus will be bringing this to closure.

7. Head Priest Agreement (Attachment D) authorization to terminate: Pam reported the former Board executed a separation agreement which included termination of the Head Priest Agreement.

Action: Obtain signed copy of the separation agreement for official Board records.

8. Finances (Attachment E, balance sheet): Pam reported we have been given no access to bank and other financial accounts yet, and have not yet received any of the promised financial reports. This is a top priority for the new Board.

Action: Tom Millie offered to text Tetsugan during the meeting and follow up for response. Tom also said he would call his contact at Dundee Bank to find out more. Pam will follow up with Jim Poleshuk to bring this to closure if necessary.

9. Corporate Records: Pam reported there has been no official transfer of Corporate records.
10. Discussion of new bylaws (Attachment F, 2017 and new draft bylaws): Pam asked all Board members to review the draft 2021 Bylaws and send comments to her.
11. Communications: Matt Huettner now has access to the NZC website and a current and 2018 email list (Attachment G). Terra Hall will help draft communications content regarding the NZC Board and Teacher transition.
12. Beginning member list (~~Attachment H~~): Was discussed along with access to MailChimp account used for NZC email communications. No final decisions were made.
13. Review of property, repairs, maintenance, insurance status, work day: The Board agreed to meet in-person at **10:00am on September 18th** at NZC to conduct a property inventory and discuss the remaining items.
14. In-person services, COVID guidelines, schedule, guest/lay teacher options (video capabilities). These topics were discussed along with establishing morning Zazen and potentially scheduling a Sesshin. Vicki mentioned she has some ideas for guest/lay teacher and will distribute information to the Board. No final decisions were made.
15. NAM membership (Attachment I): NAM membership was discussed; no final decisions were made.

Concluding notes from this meeting:

1. The Board expressed deep concerns about the delay in getting the records and information required by the Settlement Agreement, particularly access to financial accounts and records. The current Board recognizes this makes it impossible to meet its fiduciary duties as directors, and the directors agreed to coordinate in taking all actions necessary or advisable to ensure the former directors provide the needed records immediately, including litigation if required.

2. Per the nomination and unanimous vote, Vicki Grunwald is hereby elected as the Treasurer for the NZC and should be added to the Great Western Bank (GWB) checking and savings accounts effective immediately. Dosho Port and Lisa Zummach should be removed from GWB checking and savings accounts effective immediately.

The Board agreed to meet again on **September 11th at 1:00pm via Zoom**. Annette to send Zoom link information.



Annette M. Jordan

Note Taker, Nebraska Zen Center Board of Directors
September 7, 2021

MEETING SCHEDULE

September 11th, 1:00pm via Zoom

September 18th, 10:00am in-person at NZC

ATTACHMENTS FOR THE RECORD

Attachment A: Resolution to Indemnify Signatories to the Settlement Agreement

Attachment B: Current status of Settlement Obligations

Attachment C: Real Estate Purchase Agreement

Attachment D: Draft Head Priest Agreement

Attachment E: NZC Balance Sheet

Attachment F: 2017 Bylaws and Draft 2021 Bylaws

Attachment G: Matt Huettner NZC web site and email list

Attachment H: Beginning member list

Attachment I: NAM membership