

Jikoji December 2018 Board Meeting Minutes

Public Draft 1

Prepared by Nico Detourn, Secretary

Draft submitted May 23, 2019

A recording of the December 2, 2018 board meeting can be found here:

[Board Meeting 2018-12 128kbps.mp3](#)

Timestamps in the following minutes refer to the location in the recording and are approximate.

(1) Call to order and introduction

Bryan facilitated last meeting and offered to do it again.

Doug nominated Bryan as facilitator.

Steve suggested limiting "excessive discussion," to get through whole agenda.

Bryan spoke of his experience as a mediator, as well as an attorney, and how that would help keep discussion on track.

Bryan ran through the agenda as outlined in the Bylaws.

1:58 started meeting. Jim called the meeting to order.

In attendance:

Directors & Officers

Hogan Martin, resident board member

Hollis DeLancy,

Jen Capasso,

Jim Mills, president, board member

Michael Petersen, treasurer

Nico Detourn, secretary

Steve Rehn, board member

Also in attendance:

Andy Acker

Aubrey Beck

Bryan Gaynor

Dan Zigmond

Doug Jacobson

Gerow Reece

Jen Hohman

Lisa Noble

Michael Newhall
2 Pam Hilt, just visiting
Sharon Altus, waiting for sesshin to start
4 Yossi Shahar

6 **(2) Minutes approval**

8 Call for comments on the minutes submitted by Lance Hilt, who was secretary
starting June 2018, and had recently vacated that role.

10 Bryan noted that because Lance was no longer secretary to the board, they
12 needed to appoint someone to act as secretary. Jim Mills had previously asked
Nico and she agreed to do that. It had to be decided if it was for just this one
14 meeting, or for Nico be appointed Secretary to the board and corporation? Hollis
nominated Nico to be secretary of the corporation. Jim seconded. Without
16 discussion, Nico was unanimously elected Secretary to the board.

18 Board members present: Hollis, Jim, Jennifer C, Steve, Hogan, constituting a
quorum.

20
22 6:38 Nico requested that the full text of Lance Hilt's June 2018 "conflict
resolution" resolution, as presented to the board last June be included in the
minutes.

24
26 Bryan noted that the minutes are "a little bit incomplete." They don't have the
motion, who seconded the motion. He recommended that the minutes not be
approved.

28 **Status of the amendment to Eligibility (Section 20) of the Bylaws**

30 10:10 Bryan began discussion of the "floating proposed bylaw amendment" to
the Section 20 Eligibility clause, that Judy at the December 2017 board meeting.
32 He said that it had never been presented formally, with exact wording, explicitly
for consideration as a motion for voting. He said that that created a "good deal
34 of stress" for him because he was supposed to be on top of it but was not.

36 As a result Steve Rehn and Jen Capasso were appointed to the board in June
2018 "although they didn't meet the then applicable eligibility requirements to
38 be appointed." Neither had served on a committee, or met other existing
eligibility requirements.

40
42 10:50 Bryan got advice from an outside attorney that the committee
membership requirement was "appropriate for the board to have waived." But it

2 means board members so appointed are under "a kind of disability," meaning
3 that "they can be dismissed for cause at any time," because of their appointment
4 under a waived requirement. That's the advice of outside counsel.

6 11:20 Additionally outside counsel advised that because a quorum is 2 for our
7 board, a quorum is sufficient "to carry on business, and in particular to appoint
8 other board members to fill out vacancies."

10 Therefore Bryan would like to see those June 2018 minutes, and have Secretary
11 listen to the recording and "tell us exactly what happened" with respect to the
12 bylaw amendment. "Did we actually adopt it?" Did everyone understand that the
13 committee membership requirement was being waived? If so, "that would be
14 the first reading of the bylaw change." Then we would have a second reading.
15 "Since we don't have it now, I would suggest that would be something that
16 would happen in June. And at that point the bylaw would be amended to
17 eliminate that requirement of a year committee work."

18 12:43 Hollis asked about the procedure for a bylaws amendment. She and Bryan
19 discussed this and possible ambiguities as to what exactly did and did not
20 happen. Hollis said that she would like to have "really specific words that clearly
21 state what the qualifications for eligibility for the board are," that have passed by
22 the eyes of a trusted attorney, and to anticipate all of the possible shortfalls and
23 contradictions it has with other parts of the bylaws. And see those final words.

24 14:55 Bryan sought a sense of the board that we would determine exactly what
25 was said in at the December 2017 and June 2018 meetings, that he then draft
26 something that's "very clear and precise and fits our bylaws," and that gets sent
27 to the board, and the board then approves.

30 Steve asked for clarification and discussed with Bryan what changes were to be
31 made to the December 2017 proposed amendment.

32 16:00 Hollis noted that this bylaw amendment process differs from what she
33 normally experiences, including advance notice and precision about what exactly
34 is being voted on, after it has been reviewed by an attorney. Then we "look at it
35 in black and white" and someone "takes out the old thing and puts in the new
36 thing" and the bylaws then read right.

38 16:30 Bryan asked for and received a sense of the board that what Hollis is
39 recommending is what the board would like to have happen. Bryan said that
40 after conferring with the secretary and getting what was said in the meetings, he
41 will prepare exact text to be sent around, for an email meeting or phone
42 discussion. "And then we will adopt this motion for the first time. Or we'll put it

2 off until June and adopt it for the first time in June so that everybody is in on it
and participates in it. Whatever the boards' desire is."

4 18:10 The June 2019 meeting will present the June 2018 minutes for approval,
6 with the December 2017 eligibility bylaws amendment for approval, and the
precise wording of the June 2018 resolution by Lance concerning conflict
8 resolution services.

10 Before going to reports, the meeting turned to appointing someone to Lance's
expired empty seat.

12 19:23 Dan Zigmond had offered to be a board member. Hollis moved to appoint
Dan to Lance's empty seat. Jim seconded.

14 There was a discussion of staggered terms, which also applies to Hogan's
16 nomination as resident representative to the board.

18 Hollis moved Hogan (Michael Martin) as resident board member. Steve Rehn
seconded that.

20 20:32 The discussion of staggered terms continued for several minutes, including
22 which meeting was most appropriate for voting for board members.

24 24:35 Bryan suggested that Dan Zigmond could agree that his term, beginning
today, would run for only 2.5 years, to bring it in line with other terms. Dan
26 agreed. Hogan also agreed to end his second year as resident board member in
June 2019.

28 25:55 Amended the two separate board nomination motions that Hollis
30 introduced above: Hollis nominated Hogan Michael Martin as resident board
member for six months, seconded by Steve Rehn. And nominated Dan, seconded
32 by Jim, for 2.5 years to fill out the remainder of the period which would have
begun in June 2018 had it been recognized that Lance was no longer a board
34 member as of the end of that meeting.

36 26:15 Both motions were passed unanimously.

38 **(3) Reports**

40 **Teacher's report**

42 27:30 Michael Newhall said things are more or less the same as last time. Daily
practice, Sunday programs, sesshins are all going well. "Daily practice is very

2 vital." Commended residents for "what you might call 'critical mass' for daily
practice. That's very good." The daily ino manager helps maintain Jikoji. "That's
4 practice in itself," maintenance and Jikoji's reception for guests on a daily basis.
Sunday program is "really growing due to good communications." Thanked Nico
6 for the website and announcements, and Andy for posting the dharma talks.
"We are meeting the world, I feel, very well."

8 He said we have the traditional four large sesshins. We had a very interesting A
Denko-e sesshin, "a model of how Jikoji is evolving, with a multi-teacher sesshin.
10 Jikoji is evolving into a more inclusive multi-teacher place, which I feel is
important, it's our way to be open in that way with many voices," noting multiple
12 teachers Jen H, Doug, and Mark Adams, Dean, and Cliff.

14 Jen Capasso said that on Sunday you "have to be impressed by how much
interest there is in Jikoji. Every Sunday Andy has a healthy, healthy bunch of his
16 students that he's converting. In four years, interest has grown substantially
from all the work you guys are doing. Sundays are so busy that our zendos are
18 too small. You want to think about that at some point."

20 30:30 Mike said "Doug is also a guiding teacher at Jikoji," and asked him to speak
about Zazenkai and the Nature Sesshins.

22
24 30:43 Doug noted we've been doing Zazenkais for two and a half years, and that
the day before there were nice zazenkai attendees in the zendo at 6am. Over 17
people attending zazenkai, including five residents. Individual guests are getting
26 a good experience and "found meaning in zazen" and then go on to participate in
sesshins and other events. Nature sesshins are quite successful, just did our
28 longest one, quite dynamic, two more coming up. Eric brings a lot of energy to it
as do the attendees. Denko-e was surprising because every resident on campus
30 contributed, filling roles and helping it get done. "Felt wonderful to have the
whole community pitch in for the whole sesshin." Special thanks to Jen H for her
32 role in the workshop portions of sesshin, where "we had communication stuff
happening that was meaningful, really rich for our community. I think we're
34 healing."

36 33:26 Doug also said "I've been given a gift of something I need, which is
recognition of my reactivity. I am getting help for that. Including from people
38 here on campus. So, it's working. So thank you."

40 33:56 Mike added that practice at Jikoji has been a "generative influence" on
additional sanghas which have grown from Jikoji. Michigan we have Sokuoji,
42 Pennsylvania we have O-an Zendo with Meido (who will be at upcoming sesshin
and is on transmission track), Pop Up Zendo with Joe Hall, Dean's Crooked River,

2 Angie's Floating Zendo. "Nice to get a sense of besides the practice here, which is going strong, of its expanding beyond these actual dimensions."

4 **Treasurer's report**

6 35:40 Bryan said that transition from him to Michael Petersen MP as treasurer has "been a bit bumpy" because the bookkeeper has had a hard time getting the reports together. Didn't have any report last June. Have now worked that out and have a specific person assigned to Jikoji accounts. And from now on they will be timely and accurate.

10 Michael P gave a treasurer's report to be included as a separate document.

12 40:00 Michael P talked about revenue and "lack of inventory," with only Room 2 being truly desirable. There was discussion about possible reconfiguration of rooms.

16 Bryan promised a budget at least 30 days or if not 2 weeks ahead the next board meeting.

20 48:45 Bryan outlined Facilities Improvements, including previous road improvement work, fire safety, handicap path of travel, upgrade to the gas system making shut off accessible and obvious.

24 59:13 Hogan expressed appreciation of Gerow, and how he helps make Jikoji beautiful again after all the construction work.

26 48:15 Dan Zigmond made motion to approve budget. Second by Jen C.

28 1:01:04 Unanimous vote to approve the budget.

30 **(4) Consent items**

32 **(5) Action items**

34 1:02:00 Hogan spoke about resident response to a Proposal by Steve Rehn, sent out as an agenda item Mon, November 26. The proposal had been withdrawn. "But it still catalyzed some really good discussions among the residents as to what the proposal means to us, what is our response to it." Hogan outlined how a fair amount of effort went into figuring out how to get together and talk about a response The residents collectively put together a set of statements or questions in response to Steve's proposal, which were then sent to all board members. Hogan wondered about a next step, if it would be appropriate to read

2 those statements at the meeting, saying that the residents have requested that
there be some kind of dialog, as a "starting place."

4 1:04:08 Steve responded that he had an an "actionable motion." He said that
6 none of the resident's five questions addressed his proposal. He said it looked
8 more like a discussion about the "large picture role" and "the way the residents
10 see their role in decision making" and in "Jikoji's future." He said that those
12 questions are "good, big, legitimate questions" and "perfect fodder for a
mediated workshop as proposed by the SCCRC." Steve then proposed we make
the resident's questions and issues "part of the agenda of an SCCRC mediated
workshop."

14 1:05:23 Doug wondered if Steve was referring to the answers to the residents
16 questions. Steve said he thinks that the answers are "best addressed in a
mediated discussion. They seem like discussion questions."

18 1:05:45 Nico asked who the mediation would be between. Steve said it's a
20 workshop, "Everybody at the facilitated workshop is taking part in a mediated
discussion." Dan asked who would be there. Steve suggested it be "open to
interested Sangha members."

22 1:06:24 Michael Petersen said mediated workshops would probably be helpful
24 but was a "somewhat expensive solution, when we can just have answers to the
26 questions." Steve said he thought it's "totally appropriate for a mediated
situation, and inappropriate for an unmediated situation."

28 1:06:53 Dan suggested that the questions generated by the withdrawn proposal
30 be read into the minutes, "so it's clear to everybody what we are even talking
about."

32 1:07:20 Nico said she thought the questions were "straight forward and
34 procedural" and got to the "underlying assumptions behind the proposal," and
36 that it shared these unexamined assumptions behind the conflict resolution
process recently completed with the Santa Cruz Conflict Resolution Center,
which don't reflect "the status on the ground here at Jikoji and are being
38 imposed to some extent from without" and that is behind many of the questions
asked about Steve's proposal.

40 1:10:15 Bryan then discussed the formation of a management group consisting
42 of himself, Jim, and Hogan. He thought that would be helpful because right now
it's Michael Newhall's "duty to deal with a lot of issues. It's asking a lot of him,
44 asking more of him than I think he really wants to deal with. He doesn't want to
deal with the interpersonal conflict issues."

2 There was a long discussion about the management group, how it would work,
the kind of situations where it might function, how it would report, how it is not
4 a "committee" and does not "change the governance structure in any way."

6 1:35:30 Jen C suggested that they might want to consider a women to be in the
management group. Hollis, Nico, MP voiced agreement.

8 **(6) Discussion items**

10 1:36:30 Jen C asked about the conflict resolution recommendations from Santa
12 Cruz Conflict Resolution Center (SCCRC.) There was discussion of existing and
proposed conflict resolution processes, including SCCRC. Bryan explained
14 the history of the Policy and Procedures Manual that he and John Lowney
created. Said "we've been waiting for these various committees to come up with
16 a better mouse trap." So with the new management group, "We'll get these
policies... it will get done."

18 1:39:55 Andy asked Bryan follow-ups about the process of appealing a decision
20 of the three person management structure, if you can appeal to the board as a
whole. Bryan's recommendation is to appoint a three person committee of the
22 board to look into a matter. Andy said that as an ordained person he would find
it helpful to have the steps laid out, what are his responsibilities, how does he
24 bridge those gaps, what is expected of him as an ordained person. Bryan said it
will be very clear.

26 1:42:10 Bryan asked Dan if he would review the SCCRC report and come up with
28 some recommendations. Jen C and Hollis would also work with Dan. Jen says she
will send Dan "all the documentation on that."

30 **Hogan on RMIC ethics package**

32 1:42:55 Hogan brought up the Jikoji Ethics Statement and Conflict Resolution
procedure that the RMIC (Resident Monks & Initiates Committee) produced and
34 voted to adopt the previous May, as the RMIC is "the appropriate place to look
at questions of ethics," as previously established by Michael Newhall and Bryan
36 Gaynor. Hogan said he felt it was "an inclusive process" by asking resident
participation. He wasn't sure where things stood, and was trying to "resurface it
38 and see what do we want to do with this."

40 Bryan said that this is a place where the management group, discussed above,
which includes Hogan, would be a way to "bring these things to fruition." Bryan
42 sketched out how that would work. Hogan said he thought it would be helpful to

2 have "wider sangha input" into the process, and didn't feel that had been
sufficient, and hoped to see "more people involved."

4 1:44:40 Jen C asked for clarification if the ethics statement being discussed was
Kobun's 10 essential precepts, the one previously submitted in December 2017.

6
8 1:45:30 Nico offered as context that she had a big hand along with Hollis in
producing the RMIC document, along with consultation with multiple residents
and that all the residents were invited to participate in this. There was an online
10 notification of a vote, and that the finished document received 75% Yes votes
among the residents at that time.

12
14 1:47:00 Andy said there is "much larger context than that." That "the residents
voted on the previous version with a majority vote as well, but it was not
implemented or forwarded to the board" and that was earlier this year. "So
16 we've been through this process a couple of times, quite a lot of confusion,
calling into question how we make decisions, which is completely unclear at this
18 point among the residency."

20 1:48:00 Andy said that "saying that the meetings were open to all, I don't think
that's quite accurate. I don't think that the wider sangha was invited. There was
22 one person who is a board member who was present, I'm not sure if the other
board members were aware of the meetings and also invited. I'd like to see the
24 wider sangha support for this document and an opportunity for public comment
or some sort of process like that before it's considered."

26
28 1:48:35 Bryan said that at the end of the day "a decision is going to be made by
the management [group]." There would be as much input as possible, but a
decision will be made and implemented. He said the process is difficult if things
30 keep going "around and around and around and it's more discouraging and it
leads to more conflict." He said "we are pretty open and receptive and our
32 hearts are in having a really successful and high-functioning sangha here among
the residents, that part of our sangha, a critical part, a critical component."

34
36 1:49:30 Lisa asked for clarification, if the management group already exists, or if
the idea would be presented to the board. Bryan said it would not be presented
to the board: The management group is something that Michael Newhall has the
38 authority to delegate. They would share the concept as it is generated with
others, get feedback, adjust; at the end of the day it will exist as a management
40 group -- it's not a committee, that's important.

42 1:50:31 Hollis offered details on the conservation of Kobun's calligraphy, "some
of which are extremely delicate and they need to be prepared for exhibition."
44 We are in the first stage of a solicitation of funds for this project.

2 1:54:22 Nico later added a point for clarification to Andy's comment, saying that
there's never been a claim or pretense that the RMIC ethics work was presented
4 to the larger sangha; non-resident Hollis participated in a key way, but the work
was produced primarily within the residency under the "guidance provided by
6 Bryan that the residency is the place for questions of ethics." Nico noted that the
December 2017 ethics package Andy cited received a majority vote from the
8 residents in early February 2018, and that the following week the matter was
reopened as it was felt by some residents that "the vote itself, the character of
10 the vote, the way it was conducted, was sufficiently problematic, that the larger
issue of an ethics statement was moved forward." Michael Newhall some weeks
12 later asked about the status of the ethics process, and "it was determined that
we start up another process" and Mike asked Nico to oversee that. She said that
14 was "the origins" of the RMIC ethics process.

16 Hollis motioned to adjourn. Jim seconded. Vote to adjourn.

18