

## Santa Cruz Zen Center – Board of Trustees

<b>Meeting Topic</b>	SCZC Board of Trustees Meeting
<b>Date:</b>	<b>Tuesday, May 23, 2017</b>
<b>Time:</b>	6:35 pm – 8:30 pm
<b>Location:</b>	Zendo

### Invitees/Attendees

Name	Role	Name	Role
Rev. Edie Brown	President	Neti Parekh	Member-at-large
Rev. Dana Takagi	Vice-President	Sally Aguirre	Member-at-large
Liz Milazzo	Secretary	Laurie McCann	Member-at-large
Michael Bashista	Treasurer	Rev. Gene Bush	Practice Leader
Chris Davidson	Member-at-large	Rev. Kokyo Henkel	Head Teacher
Mary Knudtson	Member-at-large	Rev. Patrick Teverbaugh	Practice Leader

**BOLD – Attended Meeting**

### AGENDA

FA=for action      FYI= for your information      FD=For Discussion

	Agenda	Lead
	Intention / zazen / appreciative inquiry	All
<b>FA</b>	Review/approve March and April meeting minutes March minutes approved with six “1’s.” April minutes approved with six “1’s.”	All
	Community Comments Michael offered to distribute copies of the roster of current ZC sustaining members to sitting Board members. Kokyo invited Board members to come a little early on the Tuesday evenings of BOT meetings and attend evening service.	
	EXECUTIVE SESSION – CONFIDENTIAL re legal matters	Gene
<b>FD/FA</b>	Articles of Incorporation Amendment / Bylaws revisions Background: In follow-up to the April discussion of Bylaws, Edie had posed questions raised by BOT to our attorney. Tonight, discussed those replies. <i>Discussion re Article (C)(4), consensus process:</i> How do we understand the provision re 2/3 majority vote after 3 tries at consensus? The vote would be a simple up/down vote, not utilizing our “polling” scale of 1-5. Discussion of whether it’s best to leave the detailed consensus process instructions in the by-laws, or extract to an appendix/addendum document. While new BOT members receive a copy of the by-laws in their orientation, they may not fully understand the particulars/nuances of this particular consensus process. Some concern expressed re restricting future Boards from adapting and developing a consensus process by laying out too many specifics – a more general reference to “decisionmaking by consensus” might allow future Boards the flexibility to adapt and grow. No decision reached, but Gene and Michael will try writing up the consensus process as an addendum to the by-laws, for consideration at the next meeting. More detail of the discussion: The Board needs a fallback procedure if consensus fails. A simple majority is seen as too coarse of a tool to resolve issues when it’s been impossible to reach consensus, thus the 2/3 requirement. It could be helpful to spell out in detail the meaning of polling a 3, a 4, or a 5. (e.g., “a 3 is neutral, a 5 is a veto, a 4 is a stand-aside. Does a 4 continue a proposal for more discussion? A 5 means we’ll take up the matter at another meeting.”) Concern re the President’s authority in gauging level of consensus, as stated in the Bylaws. Our process is detailed in a book co-authored by Cathy Toldi on consensus decision-making.	Edie