

ROCHESTER ZEN CENTER

Committees and Task Forces as of May 2, 2015

I. GENERAL POLICY

Article III(A)(4) of the Center's By-laws:

4. Committees of the Board and the Corporation. Consistent with section 712(a) of the Not-for-Profit Corporation Law, the Board, by resolution adopted by a majority of the entire Board (that is, four of the six Trustees), may designate from among its members standing committees, each consisting of three or more Trustees. Consistent with section 712(c), the Board may also create such special committees of the Board as the Board may deem desirable. As permitted under section 712(c), the members of such committees shall be appointed by the Board. As specified in section 712(d), each committee of the Board shall serve at the Board's pleasure. As provided in section 712(e), committees, other than standing or special committees of the Board, whether created by the Board or by the Members, shall be committees of the Corporation. The members of each such committee shall be selected as provided by the Board. As provided in section 712(e), provisions of the Not-for-Profit Corporation Law applicable to Officers generally shall apply to members of such Committees.

Statement of policy regarding Zen Center committees (from minutes of October 24-25, 1998, Board meeting):

COMMITTEES OF THE ROCHESTER ZEN CENTER

This policy applies to committees of the Rochester Zen Center, other than standing or special committees of the Board of Trustees. The possible need for a committee may be identified by anyone in the Sangha and communicated to the Board of Trustees. The Board, acting pursuant to Article III(A)(4) of the Center's By-laws, will then decide whether or not to establish the proposed committee.

If the Board determines that a committee should be formed, it will give the committee a clear charter or mission, will appoint a committee chair, and may appoint one or more of the committee's other members. The Board of Trustees may specify the number of members on a particular committee, and in general recommends that a committee have no more than nine members. If vacancies remain on a committee after the Board has made its appointments, the committee may then select additional members from the Sangha. The Trustees recommend that all newly established committees receive training in effective group process; the Board will help make such training available to committees.

The Board expects committee chairs to provide the Trustees with a semi-annual report to be distributed in advance of Trustees' meetings. These reports should also be sent to the other committee chairs. Each committee should take minutes of its meetings and regularly submit those minutes to a designated Zen Center staff member, who shall make them available to the Sangha. In addition, the Board of Trustees may specify additional responsibilities, requirements, and procedures for a committee.

Members of the Board of Trustees are always available to consult with committees or their chairs. The Board expects that committee chairs and in-town Trustees will meet as needed to

discuss pending issues and to keep one another informed. [Roshi] should be invited to these meetings.

II. ORIGIN, COMPOSITION, AND CHARTER OF COMMITTEES AND TASK FORCES

Task Force on Assistance for Aged or Disabled Staff

- Created by Board of Trustees at meeting of May 14-15, 2005.
- Composed of members appointed by the Board.
- Charter, as clarified (from minutes of October 24-25, 2009, Board meeting):

[The Task Force] is charged with making recommendations to the Board regarding the circumstances – if any – under which the Center would provide assistance for long-term staff members who become unable to follow the Center’s work and training schedule because of age or disability. This Task Force’s draft policy statement is to include recommendations regarding what role, if any, considerations such as seniority as an ordained or un-ordained staff member, age, and personal financial circumstances should play in determining how much, if any, assistance the Center may be able to offer aged or disabled former staff members.

Columbarium Task Force

- Created by Board of Trustees at meeting of May 17-18, 2014.
- Composed of three members appointed by the Board and up to three additional members selected by the Task Force.
- Charter (from minutes of May 17-18, 2014, Board meeting):

The Board charged the Task Force with examining funding and financial considerations, as well as conducting research and making recommendations regarding the site and design for such a project [constructing a memorial garden at Chapin Mill where urns containing ashes of the deceased could be placed in a columbarium].

Chapin Mill Rental Committee

- Created by Board of Trustees at meeting of October 25-26, 2014.
- Composed of members appointed by the Board.
- Charter (from minutes of October 25-26, 2014, Board meeting):

The Chapin Mill Rental Committee shall consist of members appointed by the Board of Trustees. The Committee shall set rental rates for the facilities at Chapin Mill; however, such rates shall be subject to approval and modification by the Board of Trustees. The Committee shall keep the Board informed of any proposed rate changes and of relevant factors relating to the setting of rental rates.

Compensation Committee

- Created by Zen Center By-laws, Article II(E).
- Composed of “the Center’s Officers and the Chairman of the Board of Trustees (excluding the Abbot, should he or she be an Officer or the Chairman).”
- Charter (By-laws, Article II(E)):

E. THE ABBOT’S SALARY

In accordance with section 25 of the [New York] Religious Corporations Law, the Center hereby specifies the following as constituting its rules and regulations for fixing the Abbot’s salary: The Abbot’s salary shall be determined from time to time by a Compensation Committee comprising the Center’s Officers and the Chairman of the Board of Trustees

(excluding the Abbot, should he or she be an Officer or the Chairman). Any proposed change in the Abbot's salary shall require the approval of all but one of the total number of Committee members. However, no change in the Abbot's salary proposed by the Committee shall take effect until such change has been ratified in accordance with the procedure specified in the following paragraph.

The Compensation Committee shall forward any proposed change in the Abbot's salary to the Board of Trustees. If the Board does not acquiesce in the proposed change, the Board shall place the proposed change on the agenda of a special or annual corporate meeting of the Center's members, unless the Compensation Committee reconsiders and rescinds the proposed change before the meeting takes place. If the proposed change is rejected by the meeting of members, the Abbot's salary shall continue unchanged. In accordance with section 200 of the Religious Corporations Law, the Board of Trustees shall have no power to fix the Abbot's salary.

Development and Outreach Committee

- Created by Board of Trustees as the Chapin Mill Fundraising Committee at meeting of October 19-20, 1996. (Name changed to Development Committee at Board meeting of May 4-5, 2007, then to Development and Outreach Committee at Board meeting of May 3, 2008).
- Composed of three members initially appointed by the Board and up to seven additional members selected by the Committee (see minutes of May 3, 2008 Board meeting).
- Charter (from minutes of October 19-20, 1996, and May 4-5, 2007, Board meetings) and functions transferred from Chapin Mill Rental Task Force and Membership Task Force at May 3, 2008, Board Meeting (see minutes of May 4-5, 2007, and May 14-15, 2005, Board meetings):

The Fund-raising Committee will make recommendations regarding how to raise the funds needed for the [Retreat Center] project, and will then organize the capital campaign. ... The [Committee] will form sub-committees and work teams of volunteers as needed to help [it] carry out [its] tasks. (Minutes of October 1996 Board meeting)

The Board changed the Committee's name to the Development Committee and charged it with making recommendations to the Board and Business Manager regarding (1) maximizing the effectiveness of the Center's annual giving campaigns and (2) encouraging planned giving to the Center through vehicles such as legacies, charitable remainder trusts, and charitable gift annuities in order to replenish the [Investment] Fund. (Minutes of May 2007 Board meeting)

The functions of the Chapin Mill Rental Task Force and the Membership Task Force were transferred to the Development Committee, which was renamed the Development and Outreach Committee. (Minutes of May 2008 Board meeting) [Those transferred functions are as follows:]

The Board established a Chapin Mill Rental Task Force to gather information, consider alternative business plans, and make recommendations to the Board with regard to Chapin Mill rentals. (Minutes of May 2007 Board meeting)

The Board created a Membership Task Force ... to explore ways in which the Center might encourage and retain new members, while at the same time safeguarding the rigor of the spiritual practice and training that the Center offers. (Minutes of May 2005 Board meeting)

Ethics and Advisory Committee

- Created by Zen Center By-laws, Article X(A).
- Composed of at least four members with an equal number of men and women, including at least one Trustee, one Center Member who lives more than fifty miles from Rochester, and such other Center Members as the Board deems appropriate.
- Charter (from By-laws, Article X):

A. COMPOSITION; QUORUM

The Board of Trustees shall designate a standing Ethics and Advisory Committee consisting of at least four (4) members with an equal number of men and women, including at least one Trustee, one Center Member who lives more than fifty (50) miles from Rochester, New York, and such other Center Members as the Board deems appropriate. Committee members shall serve at the pleasure of the Board. Alternate Committee members may be designated by the Board from time to time as needed. A quorum of the Committee shall consist of a majority of its members, including at least one Trustee.

B. JURISDICTION AND FUNCTIONS OF COMMITTEE

The Committee shall (1) consider complaints against an Abbot or Acting Abbot, an Instructor [*Draftsman's note: Under Article II(A) of these By-laws, "the term 'Instructor' shall mean any person authorized to perform spiritual teaching functions, including the giving of dokusan, daisan, or group instruction."*], a Priest, a Novice preparing for ordination as a Priest (hereinafter "Novice"), a Trustee or Alternate Trustee, an Officer or Assistant Officer, a Head of Zendo, a Business Manager, or an Affiliate Leader; (2) consider concerns and complaints regarding ethical or other material issues involving the operation of the Center; (3) give advice and make determinations regarding dual relationships as addressed in Article XI below; and (4) from time to time review and, to the extent it deems appropriate, propose to the Board changes to the Center's Ethical Guidelines and Ethical Standards. The Ethics and Advisory Committee shall meet as requested by the Abbot, the Board, or any of its own members in response to matters within its jurisdiction.

Finance Committee

- Created by Zen Center By-laws, Article IV(B)(4).
- Composed of the Treasurer, the Business Manager and any other members appointed by the Board.
- Charter (from By-laws, Article IV(B)(4) and from minutes of May 15-16, 2004, Board meeting):

A Finance Committee comprising the Treasurer, the Business Manager and such other members as the Board may appoint, shall, consistent with any instructions or policies adopted by the Board, manage the investment of the Center's funds, including the purchase, sale, or transfer of securities on behalf of the Center. (By-laws, Article IV(B)(4))

In addition to its previous charge of advising the Board regarding the relative composition of the Center's investments, the Committee will also monitor the Center's financial and investment strategy, as well as monitoring and overseeing the execution of that strategy, and will make recommendations to the Board as appropriate. The Committee will meet and report to the Board at least quarterly. (Minutes of May 15-16, 2004, Board meeting)

Insurance Task Force

- Created by Board of Trustees at meeting of May 17-18, 2014.
- Composed of members appointed by the Board.
- Charter (from minutes of May 17-18, 2014, Board meeting):

The Task Force was charged with making recommendations regarding appraisal, security, insurance, and retention of art works.

Legal Affairs Committee

- Created by Board of Trustees at meeting of May 22-23, 1999.
- Composed of members appointed by the Board.
- Charter (from minutes of May 22-23, 1999, Board meeting):

The Committee will advise the Board and the Business Manager regarding non-routine legal issues. The Committee is also authorized, subject to policies adopted by the Board, to make general decisions regarding the obtaining of legal advice, to retain attorneys to advise or represent the Center as necessary with regard to non-routine legal issues, and to serve as a coordinating body with regard to legal matters. The Committee is also authorized to review the Center's compliance with applicable legal requirements and, where it is determined that the Center may not be in compliance, to recommend appropriate action to the Board or the Business Manager.

Sangha Engagement Committee

- Created by Board of Trustees at meeting of May 5-6, 2012.
- Four initial members were initially appointed by the Board. The Committee will be composed of at least a chairman and a Zen Center Trustee or Officer chosen by the Board. The Committee is authorized to select additional members up to a maximum total Committee membership of seven (see minutes of May 5-6, 2012, Board meeting).
- Charter (from minutes of May 5-6, 2012, Board meeting):

The mission of the Sangha Engagement Committee will be to strengthen the Sangha's commitment, compassion, and sense of community through activities and events that help members (1) learn more about Buddhism, (2) engage in community service, or (3) feel more connected with the Zen Center and with each other.

Special Events Committee

- Created as Chapin Mill Fundraising Events Committee by Board of Trustees at meeting of October 23-24, 1999 (name changed to Special Events Committee at meeting of October 21-22, 2001).
- Composed of two members initially appointed by the Board and up to seven additional members selected by the Committee (see minutes of May 5-6, 2012, Board meeting).
- Charter (from minutes of May 5-6, 2012, Board meeting):

The mission of the Special Events Committee will henceforth be to raise the profile and enhance the standing of the Center in the community at large through the Center's presentation of special events open both to Sangha members and to others.

Committee on Facilities and Sustainable Operations

- Created by Board of Trustees at meeting of May 7-8, 2010 as Energy Efficiency and Environmental Task Force.
- Converted to a standing Committee and renamed Committee on Sustainable Operations at the October 23-24, 2010, Board meeting.
- Renamed Committee on Facilities and Sustainable Operations at the May 18-19, 2013, Board meeting.
- Initially composed of seven members appointed by the Board, plus up to one additional member selected by the Committee (see minutes of October 23-24, 2010, Board meeting). The Arnold Park Repair and Maintenance Supervisor and the Chapin Mill Caretaker were designated as ex officio members of the Committee at the May 18-19, 2013, Board meeting.
- Charter (from minutes of October 26-27, 2013, Board meeting):

The Committee on Facilities and Sustainable Operations is charged with making recommendations to the Board of Trustees, the Business Manager, the Chapin Mill Caretaker, and the Arnold Park repair and maintenance supervisor regarding management and operation of the Center's buildings, motor vehicles, and equipment, with a particular emphasis on how the Center's operations can be conducted in ways that are energy efficient, environmentally sustainable, and cost effective. Upon request, the Committee also serves as a resource to provide advice and assistance to the Center's department supervisors.

Trustee Nominating Committee

- Created by Zen Center By-laws, Article III(C)(1).

- Composed of five members: the Abbot, one Sangha-elected Trustee, one Officer, and two Sangha members neither of whom is the Abbot, a Trustee, or an Officer, the latter four members being chosen by the Board.
- Charter (from By-laws, Article III(C)(1)):

Three of the Center's six Trustees shall be elected by ballot of the Center's Members. Members shall be entitled to cast a number of votes equal to the number of Trustees then to be elected by vote of the Members. Trustees elected pursuant to this paragraph shall be elected from among candidates nominated by a five-member Nominating Committee comprising (1) the Abbot, (2) an Officer of the Center designated by the Board of Trustees, (3) one of the three Trustees elected by the Center's Members pursuant to this paragraph, such Trustee to be designated by the Board of Trustees, and (4) two Members of the Center designated by the Board of Trustees, neither of whom is the Abbot, an Officer, or a Trustee of the Center. Prior to the annual corporate meeting, the Nominating Committee shall nominate a number of candidates equal to twice the number of Trustees to be elected by vote of the Center's Members.

Workplace Safety Committee

- Created as a Task Force by Board of Trustees at meeting of May 14-15, 2005; converted to a standing Committee at meeting of May 20-21, 2006; ex officio members added at meeting of May 18-19, 2013.
- Composed of the Arnold Park Repair-and-Maintenance Supervisor (ex officio), the Chapin Mill Caretaker (ex officio), and additional members appointed by the Board.
- Charter (from minutes of May 14-15, 2005, May 20-21, 2006, May 3, 2008, and October 22-23, 2011, Board meetings):

The Task Force will report back to the Board at its next meeting with recommendations regarding workplace safety rules, policies, and procedures. (May 14-15, 2005)

The Committee will adopt a final set of detailed workplace safety guidelines, which it will update and modify as necessary in the light of experience. (May 20-21, 2006)

The Board also directed that the Workplace Safety Committee meet at least annually to review the Center's policies and procedures relating to safety. (May 3, 2008)

The Board directed that the Workplace Safety Committee ... submit annual reports to the Board [T]he Board directed that the Committee arrange for both the Arnold Park Repair and Maintenance Supervisor and the Chapin Mill Caretaker to attend an appropriate seminar on workplace safety. (October 22-23, 2011)

Task Force on Staff Medical and Dental Coverage

- Reinstated by Board of Trustees at meeting of October 26-27, 2013.
- Composed of members appointed by the Board.
- Charter (from minutes of October 26-27, 2013, and May 17-18, 2014, Board meetings):

The Task Force will ... examine the effect of the Affordable Care Act on the health insurance options available to the Center's employees. The Board authorized the Task Force to retain and consult with a lawyer having expertise in employee benefits and health insurance in order to explore how best to provide adequate medical and dental care for the Center's staff in the most cost-effective manner, while also complying with applicable legal and regulatory requirements.

III. LIST OF COMMITTEE AND TASK FORCE MEMBERS

Board-related Committees and Task Forces (chairmen in italics)

Task Force on Assistance for Aged or Disabled Staff

Cecily Fuhr, Esq., Trustee

Scott Jennings, Esq., Secretary and Business Manager

Roshi Bodhin Kjolhede, Abbot and President

Larry McSpadden, Zen Center member

John W. Pulleyn III, Head of Zendo

Chapin Mill Rental Committee

Eryl Kubicka, Chapin Mill Rental Coordinator

Kit Miller, Zen Center member

Andrew Stern, M.D., Zen Center member

Compensation Committee (all members *ex officio*)

Tom Kowal, Chairman, Board of Trustees

Jeanette Prince-Cherry, Vice President

Scott Jennings, Esq., Secretary and Business Manager

Colleen O'Brien, Treasurer

Finance Committee

Scott Jennings, Esq., Secretary and Business Manager (*ex officio*)

Colleen O'Brien, Treasurer (*ex officio*)

John W. Pulleyn III, Head of Zendo

Ethics and Advisory Committee

Thomas R. Roberts, Esq., Trustee

Deborah Hall, Ph.D., Zen Center member

Eryl Kubicka, Chapin Mill Rental Coordinator

Scott McDonald, M.D., Zen Center member

Insurance Task Force

Cecily Fuhr, Esq., Trustee

Scott Jennings, Esq., Secretary and Business Manager

Roshi Bodhin Kjolhede, Abbot and President

Scott McDonald, M.D., Zen Center member

John W. Pulleyn III, Head of Zendo

Task Force on Staff Medical and Dental Coverage

Cecily Fuhr, Esq., Trustee

Scott Jennings, Esq., Secretary and Business Manager

John W. Pulleyn III, Head of Zendo

Legal Affairs Committee

Cecily Fuhr, Esq., Trustee
Scott Jennings, Esq., Secretary and Business Manager
Karl Kieburtz, M.D., Zen Center member
Thomas R. Roberts, Esq., Trustee

Trustee Nominating Committee

Roshi Bodhin Kjolhede, Abbot and President (*ex officio*)
Cecily Fuhr, Trustee
Scott Jennings, Esq., Secretary and Business Manager
Brenda Reeb, Zen Center member
Deborah Zaretsky, Zen Center member

Workplace Safety Committee

Eryl Kubicka, Chapin Mill Rental Coordinator
Ven. Ananta Brückner, Arnold Park Safety Officer & Repair and Maintenance Supervisor
Ven. Wayman Kubicka, Chapin Mill Safety Officer and Caretaker
John W. Pulleyn III, Head of Zendo
Larry McSpadden, Zen Center member (Consultant)

Sangha Committees and Task Forces (chairmen in italics)

Columbarium Task Force

Eryl Kubicka, Chapin Mill Rental Coordinator
Ven. Wayman Kubicka, Chapin Mill Caretaker
Roshi Bodhin Kjolhede, Abbot and President
Thomas Kowal, Chairman, Board of Trustees
Chris Pulleyn, Trustee

Development and Outreach Committee

Chris Pulleyn, Trustee
Cecily Fuhr, Esq., Trustee
Scott Jennings, Esq., Secretary and Business Manager
Roshi Bodhin Kjolhede, President and Abbot
Prof. Donna Kowal, *Zen Bow* Co-editor
Eryl Kubicka, Chapin Mill Rental Coordinator
Debra McDaniel, Zen Center member
John W. Pulleyn III, Head of Zendo

Sangha Engagement Committee

Kathryn Collina, Trustee
Andrew McClain, Zen Center staff member
Devin Wiesner, Zen Center member
Deborah Zaretsky, Zen Center member

Special Events Committee

Prof. Donna Kowal, Zen Bow Co-editor

Margaret Braun, Zen Center member

Dan Esler, Zen Center staff member

Debra McDaniel, Zen Center member

Scott McDonald, M.D., Zen Center member

Prof. Brian (Shudo) Schroeder, Zen Center member

Devin Wiesner, Zen Center member

Jane Xhilone, Zen Center member

Committee on Facilities and Sustainable Operations

Thomas Kowal, Chairman, Board of Trustees

Ven. Ananta Brückner, Arnold Park Repair and Maintenance Supervisor (*ex officio*)

Ven. Wayman Kubicka, Chapin Mill Caretaker (*ex officio*)

William Lindenfesler, Zen Center member

Jeanette Prince-Cherry, Vice President

John W. Pulleyn III, Head of Zendo

Devin Wiesner, Zen Center member