

ROCHESTER ZEN CENTER
Committees and Task Forces as of October 22, 2022

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

Arnold Park Garden and Grounds Committee

- Created as unitary Garden and Grounds Committee by Board of Trustees at meeting of May 16, 2015.
- Split into Arnold Park and Chapin Mill Garden and Grounds Committees by Board of Trustees at meeting of October 19, 2019.
- Composed of members appointed by the Board.
- Charter (from minutes of October 19, 2019, Board meeting):

The Committee shall set policies and make major decisions regarding plantings and hardscape features (nonliving or man-made fixtures) at Arnold Park. In particular, the Committee's approval shall be required for (1) the planting or removal of trees or shrubs, (2) any substantial change to overall landscaping, (3) the planting or removal of plants that will be particularly prominent or noticeable, or (4) any significant addition, removal, or change involving hardscape features.

Chapin Mill Garden and Grounds Committee

- Created as unitary Garden and Grounds Committee by Board of Trustees at meeting of May 16, 2015.
- Split into Arnold Park and Chapin Mill Garden and Grounds Committees by Board of Trustees at meeting of October 19, 2019.
- Composed of members appointed by the Board.
- Charter (from minutes of October 19, 2019, Board meeting):

The Committee shall set policies and make major decisions regarding plantings and hardscape features (nonliving or man-made fixtures) at Chapin Mill. In particular, the Committee's approval shall be required for (1) the planting or removal of trees or shrubs, (2) any substantial change to overall landscaping, (3) the planting or removal of plants that will be particularly prominent or noticeable, or (4) any significant addition, removal, or change involving hardscape features. The Committee shall also set general policies and make decisions regarding vegetable gardens and forest management at Chapin Mill when the matter is not of sufficient magnitude that involvement of the Board of Trustees would be appropriate.

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.

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].

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 Committee

- Created by Board of Trustees as the Chapin Mill Fundraising Committee at meeting of October 19, 1996. (Name changed to Development Committee at Board meeting of May 4, 2007, then to Development and Outreach Committee at Board meeting of May 3, 2008, then back to Development Committee at Board meeting of October 19, 2018).
- Composed of members appointed by the Board plus additional members selected by the Committee, up to a total maximum membership of ten (see minutes of October 20, 2017, Board meeting).
- Revised charter (from minutes of October 21, 2022, Board meeting):

The Development Committee is dedicated to raising the funds that keep the Rochester Zen Center going. As membership fees account for most of the Center’s income, the Committee is charged with attracting new members and retaining existing ones. This may include marketing, grant-writing, project fundraising, and personal solicitation of donations. The Development Committee also supports events, both internal and external, that are executed by the Sangha Programs Office. The Committee, in consultation with the Spiritual Co-Directors, operates within a Zen Buddhist ethos.

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.

Facilities and Sustainable Operations Committee

- 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.
- "The Committee shall henceforth be composed of those members appointed by the Board, the Arnold Park Repair and Maintenance Supervisor, the Chapin Mill Caretaker, plus up to one additional member selected by the Committee." (from minutes of October 18-19, 2019, 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.

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)

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.

Retreat Center Refurbishment Task Force

- Created by Board of Trustees at meeting of October 22-23, 2016.
- Composed of members appointed by the Board.
- Charter (from minutes of October 22-23, 2016, Board meeting):

The Task Force is charged with creating a refurbishment and renovation plan for the Chapin Mill Retreat Center, with particular emphasis on ensuring that the building is attractive and appealing to potential renters. The Board instructed the Task Force to develop a prioritized list, with cost estimates, of proposed repairs and purchases, including items such as replacement of carpeting, cabinetry and furnishings, repainting, and completion of unfinished work originally contemplated when the building was constructed.

Staff Compensation Task Force

- Created by Board of Trustees at meeting of May 14-15, 2022.
- Composed of members appointed by the Board.
- Charter (from minutes of May 14-15, 2022, Board meeting):

[The] Staff Compensation Task Force [is] charged with reviewing the Center's pay and retirement policies.

Staff Medical and Dental Coverage Committee

- Created by Board of Trustees at meeting of October 19, 2018.
- Composed of members appointed by the Board.

- Charter (from minutes of October 26-27, 2013, May 17-18, 2014, and October 22-23, 2016 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.

[W]hen a staff member's dental expenses exceed the \$1,500 limit specified in the Center's dental HRA ..., the Business Manager will consult with the Committee on Staff Medical and Dental Coverage before deciding whether to increase the staff member's salary to take account of his or her additional living expenses.

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)

III. LIST OF COMMITTEE AND TASK FORCE MEMBERS

Committees and Task Forces (chairs in italics)

Arnold Park Garden and Grounds Committee

Sensei John Pulleyn, Spiritual Co-Director and Co-President

Scott Jennings, Esq., Secretary and Business Manager

Ven. Danan Redding, Repair & Maintenance Supervisor

Ven. Trueman Taylor, Arnold Park Head of Zendo

Chapin Mill Garden and Grounds Committee

Eryl Kubicka, Chapin Mill Rental Coordinator

Tom Kowal, Chapin Mill Caretaker

Ven. Wayman Kubicka, Chapin Mill Head of Zendo Emeritus

Chapin Mill Rental Committee

Eryl Kubicka, Chapin Mill Rental Coordinator

Chelsea Bernard, Zen Center member

Betsy Friedman, Zen Center member

Barry Keesan, Treasurer

Sensei Donna Kowal, Spiritual Co-Director and Co-President

Chris Pulleyn, Trustee Emerita (marketing consultant)

Brenda Reeb, Zen Center member (consultant)

Columbarium Task Force

Eryl Kubicka, Chapin Mill Rental Coordinator

Ven. Wayman Kubicka, Chapin Mill Head of Zendo Emeritus

Tom Kowal, Chapin Mill Caretaker

Sensei Gerardo Gally, Trustee (consultant)

Eric Higbee, Zen Center member (consultant)

Compensation Committee (all members *ex officio*)

Jonathan Hager, M.D., Chair, Board of Trustees

Ven. Jissai Prince-Cherry, Vice President

Scott Jennings, Esq., Secretary and Business Manager

Barry Keesan, Treasurer

Development Committee

Chris Pulleyn, Trustee Emerita

Erika Au, Zen Center member

Betsy Friedman, Zen Center member

Barry Keesan, Treasurer

Sensei Donna Kowal, Spiritual Co-Director and Co-President

Sensei John W. Pulleyn III, Spiritual Co-Director and Co-President

Ven. Lila Redding, Trustee
Ven. Trueman Taylor, Arnold Park Head of Zendo
Cecily Fuhr, Esq., Zen Center member (consultant)
Eryl Kubicka, Chapin Mill Rental Coordinator (consultant)

Ethics and Advisory Committee

Thomas R. Roberts, Esq., Trustee
Jonathan Hager, M.D., Chair, Board of Trustees
Luka Häkkinä, Ph.D., Trustee
Deborah Hall, Ph.D., Zen Center member
Eryl Kubicka, Chapin Mill Rental Coordinator

Facilities and Sustainable Operations Committee

William Lindenfelser, Zen Center member
Barry Keesan, Treasurer
Tom Kowal, Chapin Mill Caretaker (*ex officio*)
Ven. Wayman Kubicka, Chapin Mill Head of Zendo Emeritus
Sensei John W. Pulleyn III, Spiritual Co-Director and Co-President
Ven. Danan Redding, Repair and Maintenance Supervisor (*ex officio*)

Finance Committee

Scott Jennings, Esq., Secretary and Business Manager (*ex officio*)
Jonathan Hager, M.D., Chair, Board of Trustees
Berry Keesan, Treasurer (*ex officio*)
Sensei John W. Pulleyn III, Spiritual Co-Director and Co-President

Legal Affairs Committee

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

Retreat Center Refurbishment Task Force

Chris Pulleyn, Trustee Emerita
Sensei Donna Kowal, Spiritual Co-Director and Co-President
Eryl Kubicka, Chapin Mill Rental Coordinator
Anna Lindsell, Zen Center staff member

Staff Compensation Task Force

Jonathan Hager, M.D., Chair, Board of Trustees
Rebecca Gilbert, Trustee
Ven. Jissai Prince-Cherry, Vice President
Ven. Lila Redding, Trustee

Staff Medical and Dental Coverage Committee

Cecily Fuhr, Esq., Zen Center member

Scott Jennings, Esq., Secretary and Business Manager

Sensei John W. Pulleyn III, Spiritual Co-Director and Co-President

Trustee Nominating Committee

Sensei Donna Kowal, Spiritual Co-Director and Co-President (*ex officio*)

Sensei John Pulleyn, Spiritual Co-Director and Co-President (*ex officio*)

Rebecca Gilbert, Trustee

Barry Keesan, Treasurer

Judy Carpenter, Zen Center member

Kathy Collina, Zen Center member

Workplace Safety Committee

Eryl Kubicka, Chapin Mill Rental Coordinator

Tom Kowal, Chapin Mill Safety Officer and Caretaker (*ex officio*)

William Lindenfelser, Chair, Facilities and Sustainable Operations Committee

Ven. Danan Redding, Arnold Park Safety Officer and Repair and Maintenance Supervisor (*ex officio*)

Larry McSpadden, Zen Center member (consultant)