

#5 Revise Canons to Amend Canons 29C (Rock Point Commons)

SPONSOR: Canons Committee, Diocese of Vermont

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RESOLVED, That the 193rd (2025) Convention of the Diocese of Vermont amend Canon 29C by striking out all of it and replacing it with the text presented below the Explanation; and be it further

RESOLVED, That the Addendum to this Resolution, with conforming changes to other canons, is incorporated into this Resolution; and be it further

RESOLVED, That in accordance with Canon 37, Section 2, these amendments will take effect upon adjournment of the October 30, 2025, Diocesan Convention.

[Note: The following explanation of the Resolution is not included in the Resolution to be voted on. It is presented as an overview of the Resolution's proposed canonical changes, which follow.]

EXPLANATION

This Resolution originated from the Rock Point Commons Board in consultation with the Rock Point land stakeholders: The Diocese, The Trustees of the Diocese, Inc. (the "Trustees"), Rock Point School, and Rock Point Center. The goal of the proposal is to clarify and restructure the "governance" of Rock Point.

The proposed changes:

- Reflect the incorporation of Rock Point Commons as a nonprofit corporation that will achieve charitable, tax-exempt status to enhance fund-raising capabilities.
- Address the roles of the Rock Point stakeholders.
- Include a clear statement of the mission and purpose of Rock Point Commons, aligning them with those of the Diocese's mission and ministry.
- Preserve the historic polity, authority and roles of the Bishop, Executive Council and the Trustees.
- Create a Stewardship Council to focus holistically on the various properties and structures on the land and propose policies for stewarding and managing them, subject to the oversight and decisions of Executive Council and the Bishop.

The Canons Committee worked on the proposal, consulted with the Bishop, Kelly Kimball (Rock Point Commons Executive Director) and others, and made edits for clarity and consistency.

The resolution provides for the amendments to take effect at the conclusion of this Convention in accordance with Canon 37: AMENDMENTS TO CANONS. The relevant section reads:

2. The Committee on Canons may submit proposed amendments to these Canons at any annual Convention for immediate adoption, instead of deferring action for one year, provided the submission of such proposed amendment is approved by a concurrent vote, by Orders, of two-thirds of those present and voting in each Order.

CANON 29C(a) - ROCK POINT CENTER

1. Establishment and Oversight

Rock Point Center, Inc. (hereinafter "the Center") is a Vermont nonprofit corporation. The Episcopal Diocese of Vermont, acting through its Executive Council, is the sole member of the corporation.

2. Facilities and Scope of Oversight

The Center has oversight of lands, facilities and buildings as outlined in a separate lease between the Center and The Trustees of the Diocese of Vermont, Inc. Much of these lands are encumbered by a conservation easement and the Center must adhere to the requirements of the easement. While these lands, facilities and buildings are located within the broader Rock Point property, they fall under the direct programmatic and operational oversight of the Center. Use of surrounding lands-such as woodlands, meadows, gardens, and trails-must align with policies established by the Commons Stewardship Council, with which the Center shall coordinate.

3. Mission and Purpose

The Center is responsible for stewarding Rock Point as a sanctuary aligned with the Episcopal Diocese of Vermont's mission and ministry- supporting new forms of worship, care for creation, compassionate service, and reconciliation. It shall manage public access in ways that protect both the land's long-term conservation and its role as the Diocese's spiritual home. The Center will also create programs and partnerships that build a sustainable future for Rock Point, grounded in the Church's values.

4. Governance Structure

The governance of the Center shall be vested in the Center's Board of Directors, which shall provide strategic leadership, fiduciary oversight, and policy governance. The Board shall be composed of:

- a. The Bishop, serving ex officio as President;
- b. A member of the Board of the Trustees of the Diocese of Vermont, Inc., designated by the Board;
- c. Three members to be elected at annual Convention with staggered terms of three years, not all of the same order; and
- d. And up to nine members appointed by the Bishop with terms of three years and attention given to achieving a reasonable staggering of terms and including one or more canonically resident Clergy members.

The Board may appoint individuals to fill interim vacancies for the members elected by Convention, with such appointments lasting until the next annual Convention.

4. Authority and Responsibilities

The Bishop may serve as Board Chair or may designate another Board member to serve as Chair. The Board shall elect a Vice Chair and Secretary, and shall adopt bylaws, rules and procedures for its operation. The Board shall have full jurisdiction over the management and operations of the Center, including matters of mission, programming, staffing, maintenance, and security. The President in consultation with the Board shall have authority for the engagement and dismissal of the Center's Executive Director. The Board shall submit a comprehensive written report to each annual Convention. The annual report shall summarize

major actions of the Board, expenditures of funds, an outline of the proposed budget for the coming year, and future plans.

CANON 29C(b) - COMMONS STEWARDSHIP COUNCIL

1. Definition and Title

Rock Point refers to the entire 135-acre Rock Point property situated on Lake Champlain in Burlington, Vermont (the "Rock Point property"). Legal title to the Rock Point property is held by The Trustees of the Diocese of Vermont, Inc., a nonprofit corporation chartered by the Vermont General Assembly in 1880 and established as a Diocesan Institution under Canon 11. Much of the Rock Point property is encumbered by a conservation easement.

2. Purpose and Diocesan Responsibility

The Rock Point property serves as a spiritual, educational, and administrative center for the Diocese, which bears full responsibility for its financial sustainability and effective management and is its sole beneficiary.

3. Establishment and Scope of Stewardship

a. The Commons Stewardship Council (hereinafter "the Stewardship Council") is an unincorporated covenantal body established to oversee the stewardship of the shared lands and infrastructure on the Rock Point property. The members of the covenant are Rock Point Center, Inc. (the "Center"), Rock Point School and the Diocese. The shared lands and infrastructure include woodlands, meadowlands, gardens, roadways, parking areas, trails, the solar orchard, and all other lands, structures, and improvements on the property not under the sole management of the Bishop, the Diocesan Office, Rock Point School, or Rock Point Center. For clarity, excluded lands and facilities include the Rock Point School and its two residences, the Bishop's House, the Diocesan Office, and the buildings overseen by the Center. The Stewardship Council, in consultation with the Center's Board, will develop and maintain a map showing these various Rock Point property oversight responsibilities.

b. The Stewardship Council shall develop and propose policies governing the use, conservation, security, maintenance, and long-term care of Rock Point's shared lands and infrastructure. The policies may include proportional assessments on covenant members. The Executive Council will review and act on the proposals. All covenant members must observe and follow the approved policies. The Bishop may review any policy approved by the Executive Council, following which the Bishop may affirm, amend, or return the policy to the Executive Council for reconsideration.

c. The Council may, by mutual agreement and with appropriate compensation, delegate specific implementation responsibilities to the Center, Rock Point School, the Diocese, or the contractor, vendor, another party chosen by the delegated party. In such cases, the delegated entity shall act as a steward of shared resources and shall be accountable to the Stewardship Council for all delegated duties.

4. Funding and Fiscal Responsibilities

The work of the Stewardship Council shall be supported by annual financial contributions from the Diocese, Rock Point School, the Center, and by dividends from the Rock Point Conservation Easement Endowment Fund. A central function of the

Stewardship Council is to develop and maintain a capital reserve policy to ensure the long-term care of shared lands and infrastructure, including the setting of equitable annual assessments for covenant member organizations. The Stewardship Council shall submit a comprehensive written report to each annual Convention. The annual report shall summarize major actions of the Council, expenditures of funds, an outline of the proposed budget for the coming year, and future plans.

5. Assessment Process and Conflict Resolution

- a. The Council shall annually review Rock Point's capital and operational needs and propose proportional assessments on the covenant members, based on agreed-upon factors.
- b. In the event of disagreement among covenant members, a neutral third-party facilitator may be engaged to mediate and recommend a resolution to The Trustees of the Diocese of Vermont, Inc., whose decision shall be final.

6. Membership and Terms

The Stewardship Council shall be composed of the following:

- a. A person appointed by the Bishop representing the Diocese;
 - b. A person appointed by The Trustees of the Diocese of Vermont, Inc. Board;
 - c. One or two persons appointed by the Rock Point School Board;
 - d. One or two persons appointed by the Rock Point Center Board; and
 - e. In addition, one or two representatives of the Lake Champlain Land Trust will be invited to participate in discussion and collaboration related to the conservation easement.
- Council members shall serve staggered three-year terms and may be reappointed.

ADDENDUM

Changes to Other Canons in Conformance with Proposed Canon 29C

From

CONSTITUTION AND CANONS OF THE DIOCESE OF VERMONT

As Most Recently Amended on November 14, 2024

[Click on the title above to link to the full Constitutions and Canons on the Diocese of Vermont website.]

CANON 10. PROPERTY, INSURANCE, AUDIT AND FINANCE

1. *Diocesan Property*

The Diocese is an ecclesiastical district of The Episcopal Church (the “Church”).

(a) *All Property for the Benefit of the Church.* All real and personal property held by or for the benefit of the Diocese or any Parish, Mission, Academic Institution or the Trustees of the Diocese of Vermont is held in trust for the Church and the Diocese. Subject to these Canons and the authority of the Diocese, this trust does not limit the authority of a Parish, Mission or Academic Institution to utilize property so long as the particular Parish, Mission, or Academic

Institution remains a part of, and subject to, the Church and its Constitution and Canons and the Constitution and Canons of the Diocese.

(b) *Acquisitions of Property; Title.* Any Parish, Mission, Academic Institution, Diocesan Institution; and the Trustees of the Diocese of Vermont, Inc. each must obtain the advice and consent of the Bishop and the Standing Committee before acquiring real property, whether by purchase, gift, bequest or otherwise. For the purposes of this Canon 10, a Diocesan Institution is defined as any entity created by these Canons or any entity that holds real estate for or on behalf of the Diocese or any Parish, Mission, Academic Institution or Diocesan institution.

Title to real property shall be held by the Trustees of the Diocese of Vermont, except as otherwise directed by the Bishop and the Standing Committee. Where title is to be in the name of the Trustees of the Diocese of Vermont, its consent is also required.

(c) *Encumbering or Alienating Property Prohibited.* No Parish, Mission, Academic Institution, Diocesan Institution or the Trustees of the Diocese of Vermont, Inc. may encumber or alienate its real property without the written consent of the Bishop and the Standing Committee, which may establish procedures and other requirements for granting consent.

(d) *Insurance.* All buildings and their contents held by any Parish, Mission, Academic Institution, Diocesan Institution, ~~the Rock Point Commons Board Center, Inc.~~, or the Trustees of the Diocese of Vermont shall be adequately insured for their replacement cost by the Parish, Mission, Academic Institution, Diocesan Institution or other organization occupying the property. All treasurers and financial custodians, other than financial institutions described in Section 2.1(a) of this Canon, shall be adequately bonded. The Diocese and each Parish, Mission, Academic Institution, Diocesan Institution, the Trustees of the Diocese of Vermont and ~~the Rock Point Commons Board Center, Inc.~~, at a minimum, shall also maintain coverages for the following risks:

- (i) comprehensive general liability;
- (ii) employment practices liability;
- (iii) sexual misconduct liability;
- (iv) workers compensation;
- (v) directors and officers liability; and
- (vi) fidelity.

All insurance policies shall name the Bishop and the Diocese as additional insureds, as their respective interests may appear. All insurance policies and coverages must satisfy the requirements for coverage and limits established by the Executive Council from time to time. The Executive Council shall take such action as may be necessary and appropriate to encourage compliance with this Subsection.

2. *Diocesan Finances.*

The Diocese and its Parishes, Missions, Academic Institutions, Diocesan Institutions, the Trustees of the Diocese of Vermont and ~~the Rock Point Center, Inc.~~, shall manage their finances as follows:

2.1 *Funds and Securities Management.*

(a) *Operating Funds.* All operating funds shall be deposited only with financial institutions whose accounts are federally insured or otherwise selected according to guidelines established by the Commission on Finance.

(b) *Investment, Trust and Permanent Funds.* Unless otherwise directed by the terms of a trust instrument, all funds other than operating funds shall be invested in the Unit Fund of the Diocese, or otherwise as directed by the Trustees of the Diocese of Vermont. Notwithstanding the preceding sentence, however, such funds under the control of a Parish, Mission or Academic Institution may be invested as directed by its governing body, subject to the requirements of Canon I.7.1 (b) of the Church Canons. Records are to be made and kept of all trust and permanent funds showing at least the following: (i) source and date, (ii) terms governing the use of principal and income, (iii) to whom and how often reports of conditions are to be made, (iv) how the funds are invested, and (v) the most recent annual or special accounting filed with a court or other person where such accounting is required to be made and filed. Two signatures shall be required on any withdrawal or transfer of investment, trust and permanent funds over a *de minimis* amount set jointly by the Trustees of the Diocese of Vermont, Inc. and the Standing Committee from time to time.

(c) *Diocesan Funds.* The Executive Council may authorize any officer or officers, or agent or agents, to enter into contracts or to execute and deliver instruments in the name and on behalf of the Diocese. The Executive Council may make such authorization general or limited. The Treasurer and such other persons as the Executive Council may determine may issue all checks, drafts and other orders for the payment of money, notes and other evidences of indebtedness issued in the name of or payable by the Diocese. The Executive Council shall authorize the opening and keeping of general and special bank and investment accounts and shall approve all signatories thereto.

(d) *Discretionary Funds.* Each Parish and Mission may maintain a discretionary fund established by resolution of its Vestry or Executive Committee, giving the Rector, Priest-in-Charge or Senior Warden or Bishop's Committee Chair discretion to make disbursements from the fund for pious and charitable purposes. No one shall make any disbursements from such funds to themselves or for the personal benefit of themselves or their families.

(e) *Securities.* All securities shall be held in book entry form with a financial institution that satisfies the requirements of Canon I.7.1 (b) of the Church Canons.

2.2 Financial Statements. The Diocese, each Parish and Mission, Diocesan Institution and the Trustees of the Diocese of Vermont shall operate on a calendar year basis. The Diocese's two Academic Institutions, Rock Point School and Brookhaven School for Boys, Inc., may operate on a fiscal year basis. Financial statements shall be maintained either in accordance with generally accepted accounting principles or in accordance with the Manual of Business Methods in Church Affairs as promulgated by the Church. Financial statements shall include a statement of financial position (balance sheet) and a statement of activities (income and expenses statement), and shall include a statement of sources and applications of funds.

2.3 Audits

(a) *Academic Institutions.* The financial statements of each Diocesan Academic Institution, i.e., Rock Point School, Inc., and Brookhaven Home For Boys, Inc., shall be audited annually by an independent certified public accountant in accordance with each Institution's Bylaws. All fees for auditing the financial statements of , Rock Point School, Inc. and Brookhaven School for Boys, Inc., shall be paid from their respective funds.

(b) *The Diocese, ~~the Commons Board~~ Rock Point Center, Inc., the Trustees of the Diocese of Vermont, Inc., and Mission Farm.* The collective financial statements of the Diocese, ~~the Rock Point Commons Board~~ Center, Inc., the Trustees of the Diocese of Vermont and Mission Farm shall be audited annually by an independent certified public accounting firm chosen by the

Commission on Finance with the concurrence of the Executive Council. All audit reports, reviews, complete financial statements, management letters and responses to management letters shall be delivered by the Commission on Finance to the Bishop, the Trustees of the Diocese of Vermont, Inc., ~~the Rock Point Commons Board Center, Inc.~~, and Mission Farm, the Executive Council and the Secretary of Convention. All fees for auditing the financial statements of the Diocese, Mission Farm and ~~the Rock Point Commons Board Center, Inc.~~, shall be paid from Diocesan funds on order of the Commission on Finance. All fees for auditing the financial statements of the Trustees of the Diocese of Vermont, Inc., Rock Point School, Inc., ~~the Rock Point Commons Board Center, Inc.~~, and Brookhaven School for Boys, Inc., shall be paid from their respective funds.

Note: Canon 29C is proposed to be stricken in its entirety and replaced with a new Canon 29C.

[Find the current Canon 29C here](#)

CANON 29E: ADVISORY COMMISSION ON DIOCESAN ORGANIZATIONS

There shall be an Advisory Commission on Diocesan Organizations comprised of the Board Chairs of:

- (a) ~~The Rock Point Commons Board Center, Inc.~~,
- (b) The Rock Point School, Inc.,
- (c) Brookhaven Home for Boys, Inc., and
- (d) Mission Farm

The Advisory Commission members will select one of them to act as Chair, and to report to the Standing Committee periodically as requested by the Bishop or the Standing Committee.

The purpose of the Advisory Commission is to strive to have the Commission's member entities complement their respective missions and goals and provide continuity with the missions of the diocese; as well as to allow the member organizations to explore potential synergies with respect to mission, administration and financial management.

Each member institution will submit financial reports to the Commission on Finance at least semi-annually and an annual report and such other reports as may be necessary or desired, to the Bishop, the Board of Trustees of the Trustees of the Diocese of Vermont, Inc., the Commission on Finance, and the Convention.