

Ohavi Zedek Synagogue
Meeting of the Board of Directors
October 17th, 2011
Minutes

Present: Vivien Rabin Brown, Gary Visco, Sharon Behar, Rick Wolfish, Mindy Evnin, Peggy Munro, Michael Smolin, Mitch Cypes, Rabbi Jan Salzman, Peter Pelaia, Rabbi Joshua Chasan, Jeff Potash, Jacob Munro, Spencer Newman, Barbara Brody

By Phone: NA

Absent: Arthur Kunin

Others: Michael Schaal, Harvey Klein, Yoram Samets

1) D'var Torah (Rabbi Joshua)

Wednesday is Shemini Atzeret, the eighth day of Sukkot and then Simchat Torah follows the day after. The season of new beginnings is completed on Simchat Torah. Take a deep breath and know that all of us want the best for this Jewish community. We will need to talk about our differences but there should be no sides. Just different views that we need to sort out.

Board gave a moment of silence to give Kay and Stan strength as they are going through a difficult time.

2) Acceptance of Previous Minutes

Motion by Sharon seconded by Mindy to approve minutes from September 15th meeting, motion carried. Corrected spelling of name. The board requested that

3) Religious Committee's Policy Suggestion on Photography during Services

The Religious Committee has asked for the Board to approve the new policies (below) for photography during synagogue services and the hanging of a sign with these policies listed outside the sanctuary.

The new policy would state that:

- 1) Photography is not permitted in our synagogue on Shabbat and during festival services.
- 2) Photography is also not permitted during other religious services without permission of the synagogue's rabbi.

Discussion followed. Issue of protecting people was raised. Rabbi Joshua indicated he will enforce the policy during minyan services, photography will only be allowed if those in attendance are comfortable. Motion by Sharon and seconded by Mike to pass the committee's recommendation of posting signs when pictures can and cannot be taken. Motion passed.

4) President's Report

- Sue Schein's Resignation: Sue has sent a letter of resignation from the board and co-presidency effective immediately and not at the end of the congregational meeting.
- Clergy Contracts: Joshua has met with his lawyer and will get back to Vivien with feedback on the contract. Vivien will let the board know the results and setup another board meeting as needed.

Rabbi Jan's contract is still being worked on for the June 30, 2012 end date. Vivien will report back to the Board as necessary. After congregational meeting we will discuss what the options are after this contract expires next year.

A concerned member of the congregation has requested that this board resolve that no new negotiations should take place regarding the Rabbi's contract after the new board is elected. It was decided not to act on this request until the Rabbi comes back with his feedback on the current contract.

- Tikvah 2020: A task force will be meeting to go over the board comments on Tikvah 2020. Sharon, Vivien, Jeff, Mike will be on this task force. Anyone who wants to give comments on Tikvah 2020 should send to Sharon or Vivien. At the congregational meeting we will update congregation on this, and send a new draft to congregation for additional feedback this winter before the report is finalized.
- Winter Town Hall: Vivien wants to set up an additional date to meet with the congregation. Have members coming in and discuss issues, less formal than the spring and fall meetings. Discussion followed. Suggestion to do it during Hebrew school so Hebrew school parents and others can attend this meeting. Vivien will send out some potential date options to the board.
- Board Winter Retreat Date: This has been set for January 8th.
- Mid-year Board Phone Calls to OZ Members: Suggestion that we do this as an outreach program. Each board member would call a certain number of members to see how they are doing and find out how they feel we at OZ are doing. Discussion followed. This is not an annual appeal this is just a check-in call. We will work on when and what questions we will ask. Gary and Sharon will report back to figure out a systematic grid of all the members.
- Meeting Seniors Needs: A task force was developed to buy new furniture for the lounge to better accommodate senior seating needs. Members are: Elizabeth Brody, Shirley Rutstein, Annette Lazuras and Vivien. The money comes from last year's Kitah Zayin class gift.

- Annual Appeal Planning: Sharon can organize the appeal; someone else needs to write the letter for the annual appeal. Peggy volunteered to write the letter. Vivien will contact David Pasackow to see if he will help chair again as well. We will be using JVillage's offices for the calling. Wednesday Dec 7. 5:30-8:00.
- Update on Rabbi Chasan Endowment Fundraising Efforts. Jeff reports that about \$50K has been pledged to date, about \$8500 of which has been submitted to OZ via pledge cards.

5) Executive Director's Report

- High Holy Days Update/Debrief: We were slightly under budget on High Holy Day seat sales this year, by about \$2K. However we were \$1100 ahead on Book of Life donations. The net result of these and other budget items is that HHD revenue is \$1,480 under budget. Numbers for the children services were very large on first day of RH and Yom Kippur. It was suggested that we have an evaluation for services. Through the Hebrew school committee we should do an evaluation of children and toddler services. Mitch will work on this. A formal process should happen.

Debrief on Issues: Temperature in the sanctuary and the social hall was the main issue; with some feeling it was either too hot or too cold. Social hall is on a separate temperature system. The Sanctuary and small Sanctuary are on a different system. As far as we can determine everything was working properly, and we did have conflicting reports at each service where this was an issue. We'll look into it more to see if there is anything else we can do for next year.

- Membership update: Two new families were considered for OZ membership. Mindy moved and Mitch seconded to approve their membership. Motion carried. We have 35 families that Peter is actively in contact with regarding membership. Currently we have 358 member families, up from a low of 340 last winter.

Dues pledge drive: Still up about 18% on pledges, \$20,000 increase year over year from the families who have responded. 70% have responded to date.

- Becca our administrative assistant has resigned and is working for the Essex school system. She gave us two week notice before the High Holy Days and stayed through Yom Kippur. It was a positive career move for her and we are happy for Becca, despite our sadness at losing her on the OZ team. We are running ads for the 12-15 hour/week position. No change in the budget for this position.

6) Conflict of Interest and Board Membership

Basha moved that the board reconsider the decision made on 9/15/2011 regarding conflicts of interest and board membership. Seconded by Mike, motion carried, issue reopened for discussion.

Discussion followed. Loans do constitute a conflict of interest, and personal financial concerns can impact and compromise the objectivity of any board decision. The size of the conflict is germane, perhaps a dollar value should be defined or a percent of the congregation's budget as to what constitutes a real conflict. There are other potential conflicts that may be of issue other than just financial conflicts of interest, those should be considered and made part of a policy as well even if financial conflicts are the stickiest. If the conflict is minor individuals could recuse themselves. Conflict of interest is a complicated issue that is in need of further review before a more comprehensive policy can be finalized.

Basha moved to rescind board's original decision on conflicts of interest made at the 9/15/2011 board meeting and to have a group work on a more comprehensive conflict of interest policy for the congregation. Mike seconded. Motion carried unanimously.

Break for minyan at 6:55, reconvened at 7:15.

7) Congregant Speaker: Yoram Samets

Yoram asked to speak to the board and give suggestions on how we approach the congregational meeting.

Yoram began by speaking about his angry emails to Peter threatening his job, which were shared with the board prior to this meeting. He apologized to Peter for the language he used in his emails but has not and will not apologize for the content or intention of his statements. The use of language is very important. So we should think about the words we use. We are a religious organization and a spiritual organization. The board needs to be very thoughtful about the way we talk about our OZ community. Yoram expressed his personal frustration with the way the board and board presidents have handled the rabbi's contract and the way the board has handled some member issues, he indicated that this sentiment was behind his outbursts at Peter. He cautioned the board not to rely on the use of executive session since it is a leaky bucket. Most boards over the years have had things come out of executive session that were intended to remain private.

There are a number of issues that will be brought up at the congregational meeting. Some individuals had planned to send a letter out to the congregation to come to the congregational meeting to discuss these issues, on their own not through OZ. The congregational meeting only requires 30 members to make major changes, not a majority.

1. Tikvah 2020: Has not yet been brought back to the community. A process for the remaining pieces needs to be defined. The president's address has set up conversation around this; it should be back on then agenda and opened up to the community. How to address Tikvah 2020 in the congregational meeting in a transparent way is important.
2. Financials: Board owes the congregation greater transparency around financials and how the congregation's budget is balanced. We have been able to balance the budget and lower the debt, as Rick spoke about in July because we received money from

other sources, such as additional funeral charges. We need to find time to talk about the financial situation at congregational meeting.

3. The rabbi contract negotiations. There are many different voices and opinions on what is going on with the Rabbi's contract, mainly about the issue of adding two years to Rabbi Joshua's current contract. Yoram gets calls from congregational members about how the decision about the additional two years was made without community involvement. In hindsight both the board and Rabbi Joshua/Yoram missed the issue of the additional two years, which was originally tied to salary and other benefit proposals submitted to the board last year. We need to have a community discussion on this if the Rabbi wants to serve an extra two years. Opportunity to step in and realize the negotiation process is highly contentious. We need a cooling off period in order to move forward. Issues of Tikvah 2020, conversations about Rabbi Jan, what affiliation we will have as a congregation, all need to be settled before we look for a new rabbi. Not extending Joshua's contract by the additional two years will make it difficult to settle these questions and find a new rabbi in two and half years. Yoram would like to see the board step become more transparent in these three areas.

Discussion followed.

Vivien began by speaking about the emails Yoram sent to Peter. All of us agree that language is important, and likewise treating any staff member in the way Peter was treated is not appropriate for any congregant, tone and content both matter. OZ members need to know all of what is going on in this congregation. Regarding the specific issues in Yoram's emails, Vivien reasserted that Peter was correct; all mailings to the congregation need to come through the synagogue office for a variety of reasons. Just recently we had an issue where a congregant was referencing themselves as a representative of OZ on a personal blog, which could potentially result in litigation against OZ. We are working to resolve the issue amicably with all of the parties, but this underscores the importance of consistency of message, coordinating all OZ activities, and the value added by our staff performing their assigned responsibilities. Yoram indicated that he now agrees with this.

A board member spoke about the issue of transparency in contract negotiations, the board legally cannot talk about negotiations that are on-going and not yet public and those discussions must take place in executive session. That makes transparency on an issue like this challenging. When only one party to a negotiation is free to discuss it misinformation arises.

Conversation on issue of additional two years for Rabbi Joshua is not necessarily finished. Originally the question of the extra two years was bundled by Rabbi Joshua and Yoram with the salary and other benefit requests. There are two issues. Healthcare post-retirement and salary increases are the first issue. The length of the contract is the other issue. It is still unclear to the board that Joshua wants two additional years, but we could separate both these issues if he requests that.

A board member spoke about the process being painful for everyone and that there has been a lot of misinformation. The question of the additional two years was originally discussed both with the Rabbi in the room and without the Rabbi in the room. At that time it was clear that it was a bundled request with the salary and benefits. We have an agreement in principal. There was agreement to a three year contract. Not clear why are we now talking about the additional two years. It is painful that we are still dealing with this issue after an agreement was reached in the summer.

Rabbi Joshua indicated that we're still talking about this issue in large part because he has not yet responded to the final contract received in July, but he is working on it as fast as he can. It was brought up last week by a board member that these issues are tearing us apart. Rabbi Joshua is trying to find a way to dig out and move on, how best for him to lead in the healing that needs to happen.

Only rumor is on the record at this point. There is a whole knowledge of the hurt out there. Yoram there is nothing on the table around the length of the contract right now. The contract has some challenges of health care and salary. How do we move forward? Is better to do this with a 4 year ahead or a 2 and half years?

Jeff is appreciative we're having an open conversation. It started out badly and then moved into people only hearing bits and pieces of information. The challenge as the congregation and Rabbi as the leader what is best for the community. Not to be told but educated on the costs, benefits and trade off. Short term win may be a long term challenge.

A board member noted that whenever the contract ends he wishes the Rabbi will remain connected with OZ. Rabbi Joshua was asked if his issues with the agreement he made in June were a result of wording on the contract or if there was an issue more fundamentally with the agreement Rabbi Joshua made with the board in June. Rabbi Joshua responded that in principle none of the issues are settled yet despite the June agreement. Rabbi Joshua said, it is not just the length of the contract but the other parts the agreement he made are also in limbo and unwrappable from the additional two years. Rabbi will try to have a road map on how to move forward soon and will get back to the board with his thoughts on the contract agreement and what is best for the congregation.

Vivien suggests conversation comes to an end tonight and then we set another meeting date when the Rabbi comes back with his proposals. The meeting will be held in open session as much as possible, but executive session is sometimes required.

There is a lot of hope that the board and the Rabbi can figure it out and work together to make this happen. The Rabbi acknowledged that the board has worked hard to make this work and we need to move forward together, this was echoed by board members.

Tikvah 2020: Yoram was not present earlier in the meeting when this was discussed. The T2020 process was flawed in design, the board was not originally involved and the final document that was produced did not necessarily reflect all of the suggestions made. Likewise suggestions that were incorporated did not necessarily reflect the will of the community as a whole. The final

document was not a strategic plan, but a laundry list of suggestions that needs to be reviewed and reorganized into a concrete plan. The major unresolved questions in the document still need to be hashed out. The board has tried to work on this several times over the last few years but has been bogged down in other time consuming more immediate issues. Vivien is convening a new group to focus on T2020 and move it forward. A number of people from the past who worked on Tikvah 2020 will need to help to revive the process and move it along with board members.

Hopefully the conversation comes together in a holistic approach.

8) Other New Business

Mitch reported on the Hebrew School committee. There will be a great event this Sunday, the 2nd Annual Desert Tent jamboree. He encouraged participation. Some Hebrew School parents have requested that during congregational meeting child care should be provided. Peter indicated that this was planned for every congregational meeting if needed. Hebrew school committee wanted to know if we can have pictures of the board on the webpage. Peter indicated this could be done and asked board members to send photos to Tari. The HS Committee indicated they would like to see Naomi and Rabbi Jan's position more permanent. This is a major issue facing the congregation next year.

Mitch spoke about his conversations with Kay about the Shuk construction. One of the lingering concerns about the renovation is if someone gets hurt in the Shuk are they covered by OZ's insurance? Mitch credited Kay for her work as essentially the general contractor on the renovation. Our insurers indicated if the construction paperwork was in order and permits obtained, the insurance would not be an issue. The Board authorized Mitch to be the lead from the Board to review the Shuk documents on file to see if there are any issues and to resolve any problems that are identified

November 20 congregational meeting may be moved to December 11 due to vacation time in Chittenden country. Vivien and Peter will review schedules with Naomi to see if this is possible.

9) Number of Individuals on Board Nomination Slate

Five individuals have sought nomination to serve on the board but there are only four open seats and board need to decide if we want five nominees on the board slate or just four. Discussion followed.

The names of anyone nominated can be on the ballot regardless of whether or not the board gives a slate of five or four. Nominating committee recommends all five nominees be on the board's slate. Everyone who is nominated will have two minutes to speak at the meeting, whether on the slate or self-nominated.

Motion by Gary and seconded by Rick that we endorse all five nominees to be on the board's slate. At the congregational meeting the top three vote getters will receive normal 3 year terms, the fourth place person will receive the two year term seat vacated by Sue. Motion passed.

10) Executive Session as Required by OZ Bylaws: Board Nominating Committee Report

Motion to enter executive session by Sharon seconded by Rick to discuss board nomination slate as required by OZ bylaws. Motion carried, board entered executive session at 8:52 PM.

The board left executive session at 9:22 PM.

The board has endorsed the following people to be considered to be elected at the congregational meeting to serve on the board: Mindy Evnin, Michael Smolin, Liz Kleinberg, Michael Schaal, and Roz Grossman.

Motion by Peggy seconded by Mitch to adjourn the meeting. Motion carried at 9:30 PM.