

Ohavi Zedek Synagogue
Meeting of the Board of Directors
July 28th, 2011
Minutes

Present: Sue Schein, Vivien Rabin Brown, Gary Visco, Sharon Behar, Rick Wolfish, Mindy Evnin, Arthur Kunin, Peggy Munro, Michael Smolin, Mitch Cypes, Rabbi Jan, Peter Pelaia

By Phone: Basha Brody

Absent: Rabbi Joshua, Jeff Potash, Jacob Munro, Spencer Newman

Others Present: Harvey Klein, Michael Schaal, Nancy Sugarman, Jeff Alpert, Bob Taylor

The meeting was called to order at 5:41 PM. Sue introduced the guests in attendance.

1) D'var Torah (Rabbi Jan)

2) Acceptance of Previous Minutes

Sharon made one correction to the previous minutes, she was not in attendance at that meeting. Motion by Mindy seconded by Peggy to accept June 16th minutes. Motion carried.

3) Fern Hill By-laws Changes (Nancy Sugarman and Fern Hill Board)

Nancy Sugarman, Jeff Alpert and Bob Taylor, all members of the Fern Hill board presented two Fern Hill Bylaws changes to the Ohavi Zedek Board for approval.

The first change was presented by Jeff Alpert and resulted from an issue that arose earlier this year where the spouse of an Ohavi Zedek member was unable to join the Fern Hill board. The Fern Hill board recommended this bylaw change to allow those with desirable skills and a desire to serve to do so. Brief discussion followed. The new language was submitted to Peter and vetted by Ohavi Zedek's lawyers.

Sharon moved to approve the first proposed change and Mindy seconded the motion. Motion carried unanimously to make the first proposed change to the Fern Hill bylaws:

First Proposed Change - Page 3, Article IV, section 1:

REPLACING THIS SENTENCE: "Each Director shall be a member of the Ohavi Zedek Synagogue for at least one (1) year prior to his election and must continue to hold such membership during his entire term of office."

PROPOSED REPLACEMENT TEXT: "Each Director shall be a member of the Ohavi Zedek Synagogue or an adult non-Jewish immediate family member of a member of the

Ohavi Zedek Synagogue, for at least one (1) year prior to his/her election and the Director or an immediate family member of the Director must continue to hold such membership in the Ohavi Zedek Synagogue during the Director's entire term of office."

The second proposed change was presented by Nancy. Currently all Fern Hill checks over \$1,000 require a second signature. This makes it difficult for the Fern Hill office to issue checks. The Fern Hill board is requesting that the Fern Hill bylaws be changed to allow the Fern Hill board to set this limit at a higher level by action of their board.

Discussion followed. Several Ohavi Zedek board members expressed concern that any change to the countersigning authority level would expose Fern Hill to additional risk and that even the current \$1,000 limit may be too high. Having a single employee with the ability to sign checks creates a situation with a much greater risk of embezzlement or other fraud. A system of internal controls needs to be in place, given the small office staff these controls need to be as strong as possible.

Several questions were asked which Nancy indicated she would investigate: Office generates checks, signed by executive director, who is reconciling statements? How many checks over \$1,000 are issued in a year usually? How many checks are issued in a year usually? How are payroll checks managed? What checks and balances are in place currently to detect/prevent fraud and embezzlement?

Several OZ board members expressed a desire to increase communication with the Fern Hill board and to receive periodic reports and updates about Fern Hill's status. Nancy was invited to come back to the OZ board again at a later date to provide a report on Fern Hill's operations.

Nancy rescinded the proposed change for now and may present it again at a later date after the Fern Hill board has a chance to research some of the questions and issues raised.

4) President's Report (Vivien)

Board Retreat Look Ahead: Vivien briefly spoke about the discussion to follow later in the meeting on planning the upcoming board retreat.

Congregational Town Meetings: Vivien suggested the board consider holding off cycle congregational meetings (in the summer and/or winter) to increase communication between the board and the congregation. The off cycle meetings would be looser in format, with no agenda necessarily. The goal would be to allow for more general discussion and communication.

Discussion followed. The idea of using focus groups again was raised, as in Tikvah 2020, but the thought behind this is that they would be larger meetings for the whole congregation to assemble, and for congregants to address the board and to talk with each other. The meetings would still be run by the president with some ground rules, but there would be no formal agenda at the off cycle meetings to allow for broader thinking, brainstorming, and congregational input. It was noted that congregants are also welcome to attend any board meetings, but the extra congregational meetings would be something

different.

Consensus was that this is a good idea but we would need to wait for the winter, between the fall and spring meetings, to implement. To be revisited later in the fall to set a February date.

Plans for Rabbi Joshua's Sabbatical: The board was informed that Rabbi Joshua has begun making plans for his second sabbatical. The congregation is contractually obligated to provide Rabbi Joshua with two 3 month long sabbaticals "to devote to the study of Hebrew." A question was asked as to whether the board should review the content of the sabbatical, but Sue indicated that the board should allow the rabbi to use the time as he desires. The board must approve his sabbatical request, but historically the board has worked to make this an easy process to allow the rabbi time for rest and renewal. Rabbi Joshua is considering taking a month of his sabbatical time this coming winter, possibly more depending on whether he receives an art grant he has applied for. More details to follow as they are defined.

Rabbinic Search Process: Vivien briefly spoke about the discussion to follow later in the meeting on planning the upcoming board retreat, which will focus on defining the rabbinic search process.

It was suggested that board members consider reading up on rabbinic searches, including *The New Rabbi* by Stephen Fried (a copy is available at the OZ library and will be in the board pickup box).

The search will most likely be a two year process, but that being said the congregation and this board will need to resolve some major questions before then about congregational identity. The Rabbinic Assembly and USCJ have a tight relationship that makes it difficult to be a USCJ member congregation and not hire a Rabbinic Assembly rabbi, and vice versa.

Spencer noted that USCJ is in distress so we may have more leverage in this than in the past.

Arthur noted that there are pools of competent rabbis outside the RA, including in other movements or unaffiliated with a movement. Sue responded that we could hire outside the RA but it would be a major decision for the congregation to make together.

Nominating Committee for Fall Elections: Sharon will be chairing the nominating committee with Judy Hershberg and Lee Lichtenstein also serving on the committee. Several individuals have already submitted their names for consideration, board members were asked to think of possible candidates for board recruitment and send names to Sharon. There will be one open seat this year, and two board members up for reelection. The impending rabbinic search will probably lead to more interest than usual this year.

Rabbi Chasan Endowment Fundraising & Final Disposition: Jeff Potash, Yoram Samets,

Basha Brody, and Stan Greenberg have been working on the fundraising campaign for the Rabbi Joshua endowment. Their plan right now is to focus at first on individual contacts and then to generate a broader appeal in the fall.

A question has come up recently about the final disposition of the endowment, i.e. how it will be used once its original purpose, funding Rabbi Joshua and family's post-retirement healthcare coverage, expires. Harvey Klein indicated that some individuals might be interested in seeing the fund redirected to a specific purpose (such as social action or a lecture series) instead of to the synagogue general funds. As of right now, the board will decide that ultimate purpose; it is not part of the pending contract. Several individuals expressed the intent that this board did not want to hobble future boards, but allow them to decide how the endowment could best be repurposed to meet the synagogue's needs in the future. The discussion was tabled for a later date, for now the final disposition will remain open.

5)2011-2012 Year End Financial Report (Rick)

The 2010-2011 fiscal year ended with a surplus of close to \$8,000 which was great news (this does not include the \$6,000 set aside from last year's surplus at the last meeting for additional staff compensation). The bad news was that for most of that fiscal year we were forecasting a deficit due to a lack of fundraising, and it was only luck and cost cutting that enabled us to make budget and come in with a surplus in the last six weeks of the year. It will be important this year to keep an eye on fundraising and be sure that we work towards meeting our goals in this area.

Sue noted that a lot of board and staff work went into cutting and controlling costs to help us achieve the surplus we did. Peggy indicated that the glass is half full as well; dues income was up substantially year over year, which helped us reach our goals. Sharon indicated outreach income was another area where we did well.

A question was asked on what specific factors contributed to achieving the surplus. Peter indicated it was a variety of factors. We did receive several large gifts that came about as a result of the outreach meetings Vivien and Peter have been holding to talk with larger donors. Cost control was another major factor, especially in the Hebrew School budget thanks to Naomi. We had more funerals last year than expected, which we can't predict or plan for, but which provided more income than we were expecting. Our technology costs dropped off when Peter came aboard. We did successfully fundraise around the Father's Day brunch as well to raise close to \$1500. All together this was enough to make up for the gap in the fundraising budget line, which we adjusted accordingly in this year's budget.

Vivien noted that the development committee is working on a planned giving campaign and on identifying grants which may start to show returns in the coming year.

6)Executive Director's Report (Peter)

Rabbi Joshua's Contract Status: Peter noted that after the agreement reached between Rabbi Joshua and the negotiating team in late June, the agreement was sent to OZ's lawyers to be written into a document. It required a good deal of effort to extrapolate the agreement points into legal language, but the contract was ready as of a few days ago. Rabbi Joshua has received a copy for review and asked Peter to extend his thanks to the board for the effort that went into drafting the agreement. Rabbi Joshua will review the document with his representatives after he returns from his vacation. Several board members expressed a desire to receive a copy of the contract draft (currently only the negotiating team has copies).

Website Update: The new website launched in late June and the office staff is working on updating it and adding more content as it is submitted by the various committees and groups. It will be an ongoing effort over the next few months. Special thanks to Spencer and JVillage for their work on the site.

HHD Look Ahead: High Holy Day planning has already started, the holidays are late this year but a lot of time and effort goes into making them a success. The HHD mailer will be going out in early August.

Board Member Terms and Fall Elections: At Sue and Vivien's request Peter did a thorough review of both the terms of current board members and the synagogue bylaws. Over time individuals have periodically referred to outdated versions of the bylaws which have been amended several times over the last decade. Peter has produced an up-to-date version of the bylaws which was distributed, after much work patching together synagogue records. It was noted that some older changes relating to the committee structure made in the early 2000's were not included. Peter will work with Michael Schaal and Basha Brody to find these changes and incorporate them.

An updated board terms spreadsheet was also distributed. According to the current bylaws individuals who were elected to fill seats opened by resignations fulfill the original 3 year term on the seat and then may be reelected to one more three year term. Peter reconstructed who filled which vacated seats to generate the terms. Michael and Mindy's seats will be up for reelection this fall.

Update on Sisterhood Discussions: After a few conversations with Sisterhood and a vote by their active memberships, sisterhood has decided to centralize their bookkeeping with OZ over the next few months. This will unify synagogue auxiliary accounting practices to reduce audit and fraud risk, while creating more transparency between the two groups. Sue noted this was a major step forward thanks to Peter's skills and good leadership. It was suggested that we look at recruiting someone for the board to represent Sisterhood or make sure that a board member is designated to work with Sisterhood as we do with the other committees.

Dues Pledge Drive Status Report: Dues forms were sent out this month per the changes in structure discussed last month. So far early indications are that dues revenue will be up this year. With about 10% of the forms back we are seeing year over year increases

averaging out to about 20% up. Additionally we're seeing very few substantial decreases. Peter will update the board again at the next meeting; he is tracking these numbers closely.

7) Board Retreat Planning (Sue)

A lot of work has already been done trying to determine what the focus and content of the upcoming board retreat should be. The five topics so far on the table are:

1. Obligations and Benefits of USCJ Membership vis-à-vis the rabbinic search process
2. How do we honor Rabbi Joshua during his final years of service before retirement
3. How do we wrap up and implement Tikvah 2020
4. Timeline and steps for the rabbinic search process
5. Roles and responsibilities of the search committee, religious committee, and board in setting priorities for the rabbinic search

Sue indicated we wanted feedback from the board, other ideas, etc. to aid in shaping up the final retreat.

Vivien reviewed the nuts and bolts issues (location, who has been invited, etc.). Mitch requested that an alternate Hebrew School committee member be invited; name to be sent to Vivien. Rabbi Jan will not be attending since the focus of the retreat will be around rabbinic succession, Vivien has discussed this with her.

Discussion followed of possible topics and items to cover at the retreat.

- Organize board's work for the coming year
- Focus on the rabbinic search
- Focus on strategic planning and how we sustain our successes
- Examine board and congregation communication
- Vis-à-vis the rabbinic search, no decisions will be made at the retreat; the goal is to focus on how we get information from the congregation in order to make the final decisions together. Discovery over decisions. How to survey to best effect this year.
- Finalizing Tikvah 2020, the board needs to finish reviewing the document, approve it and send it to the congregation for ratification
- Use the retreat to get above crisis management mode and think about how we can keep focused on long range goals during the year
- Focus on organizational culture: how should the board operate and interact with the congregation
- Look at the balance between our focus as a congregation on the religious aspects of Judaism and the social and social justice action elements of Judaism

Sue asked the question on what we want our outcomes from the retreat to be. Suggestions followed:

- Leave with a renewed energy and positive feelings for the future, team building
- A clear plan for the rabbinic search process
- A strategic plan for the coming year's board activities
- Desirable picture of the qualities of the next rabbi
- An idea of what kind of synagogue we want to be in the future, where we're going and a clearly defined congregational identity
- To start to answer the central unanswered question in Tikvah 2020: what kind of congregation are we and will we be? And how do we work with the congregation over the upcoming year to define this in advance of the rabbinic search. Several members indicated agreement with this point.

Sue, Vivien, and Peter will work with the suggestions and Sharon volunteered to help as well, to shape a final retreat to address as many of these issues as possible.

8) Other New Business

Board Members on Bima: Rick brought up this issue, we need to make sure that we have bima coverage throughout the year and that we know who is planning on attending services each week.

Sharon motioned to adjourn meeting, Spencer seconded the motion. Motion carried. Meeting adjourned at 9:09 pm.