

**Ohavi Zedek Synagogue**  
**Meeting of the Board of Directors**  
**September 15<sup>h</sup>, 2011**  
**Meeting 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 Salzman, Peter Pelaia, Rabbi Joshua Chasan, Jeff Potash, Jacob Munro, Spencer Newman, Barbara Brody, Rabbi Jan

By Phone: No one

Absent: No one

Others: Michael Schall, Kay Greenberg, Naomi Barell

**1. D'Var Torah (Rabbi Joshua):** Rabbi Joshua spoke of forgiveness and the letter he sent to the board. If he offended anyone throughout the contract negotiation process he asked for forgiveness in the spirit of the upcoming High Holy Days.

**2. Acceptance of Previous Minutes:**

Peggy motioned, seconded by Jeff to accept minutes, motion carried.

**3. Hebrew School Report (Naomi)**

Naomi updated the board on the current state of the Hebrew School.

- Enrollment for 2011-2012 is 91 students, 23 new students this year across all grades (8 new in Kitah Gan). Enrollment is up by 5 students despite having lost 18 students who graduated this past spring. This is the first year registration was so far along so early, there will still probably be a few additional registrations.
- Staff includes eight teachers including four new ones, a new language learning lab teacher, the OZ librarian, both Rabbis and 13 madrichim.
- Monthly themes have been a great way to build community and Naomi encouraged board members, even those without HS aged children, to attend some of the all school events. Oct 23 is the first all-school event, the desert themed Tent Jamboree.
- OZHS garden being planned for the spring to grow food and flowers for the kids or for donation.
- Junior congregation will be meeting on Sunday mornings, each class will teach a piece of the services and in March we hope to have students lead the service in the main sanctuary.
- More Hebrew being taught in classes and the language learning lab with Nina Beck will allow for extra Hebrew help for struggling students and enrichment for students who want more Hebrew.

Vivien praised Naomi for doing an excellent job, the board agrees that Naomi promised new energy when she was hired and she has delivered. Applause for Naomi.

**4. Fern Hill Board Election of Diana Carminati to the Fern Hill Board**

Sue motioned that we accept the nomination of Diana Carminati to the Fern Hill board, motion seconded by Mindy Evnin, discussion followed, motion unanimously carried.

### **5. Financial Report (Rick/Peggy)**

Peggy, Rick and Gary met with our UBS endowment advisors. There is \$1.9MM in the endowment as of 2 days prior to the board meeting. The Finance committee reports that they are very happy with UBS' management so far. Our plan is to take 4% a year to our operational budget, our advisors are working to meet this goal and grow the endowment at the same time within our new guidelines.

Year to date we are down 3% but the market is down 6.29%. We are well protected from down markets given our asset allocation. The flipside to that is that if the market goes up we will see less growth, but our goal is to preserve principle and first and foremost. We will be floating about \$20,000 a quarter for this year into a separate account to take to budget. In addition to working with UBS, the committee is also reviewing how we manage the endowment on the OZ side, we are setting up a simpler method to withdraw funds to budget and deposit new donations.

Questions followed: What are we invested in? What type of stocks, bonds and funds?

UBS is using their professional judgment to manage our asset allocation within the guidelines we provide; on a moment's notice they can move something to take advantage of opportunities. About 35% is in equities, with 65% in bonds and cash currently.

Rick will remain on the Finance committee after he leaves the board. Committee will have quarterly meetings with UBS and has access to UBS website and our accounts and every day the committee can see the work UBS is doing.

### **6. President's Report (Sue)**

- Acceptance of Sue Schein's Resignation effective 11/20/2011: Sue spoke about her resignation. Effective after congregational meeting Sue will no longer be on the board. New elections of officers will happen when the board first convenes after the congregational meeting. Jeff moved on behalf of the board to thank Sue for her dedication and service to the board and accept her resignation. Mindy seconded. Motion approved with great regret.
- Date of October 2011 Board Meeting: The board meeting in October will be held on Oct. 17 Monday at 5:30 due to Jewish holiday on Thursday Oct. 20.

Tikvah 2020: A small sub-committee will be setup to look at the Tivah 2020 draft document. The committee will try to complete this process by the November congregational meeting, at which point we will update the congregation on the report's status to date and distribute the final draft (which we would look to ratify at the winter or spring meeting after final feedback from the congregation). Anyone interested in helping with this effort should contact Vivien. First task for committee: where are we and what work still needs to be done.

Discussion Followed: One member felt it is an enormous piece of work and we should look at the most important items. At the congregational meeting the president will report on what has been completed already, what is being worked on and what still needs to be done. It is a difficult report in that many of the most challenging and important questions were left unanswered (congregational identity, how to develop the campus, what to do with Fern Hill in 2020).

It was noted that a tremendous amount of time and energy was invested in the document; there is a sense of momentum around many of the suggestions in the report. We need to communicate what has already been achieved.

- Planned Giving Campaign: tabled to another meeting
- Winter Town Hall: tabled to another meeting
- Board Member Responsibilities: Board members and guests were shown a draft document listing OZ board member responsibilities (see attachment below). Another version of this document existed several years ago but has been largely forgotten until now. Motion by Gary, seconded by Basha to approve the document. Discussion followed:

A question came up regarding financial oversight and the board's responsibilities. Peter noted that the board can see any and all OZ financial information at any time as needed and we can grant access to additional board members to view our endowment portfolio if requested.

The second section will be renamed to read "specific responsibilities of the board include..."

Expectations section to be eliminated and the points redistributed to the other two sections.

Eliminate sentence starting "once these decisions" in the third bullet point in the Expectations section.

The second and fourth bullet in the Expectations section should be merged.

Motion passed unanimously to adopt the document with the amendments indicated above.

Motion by Mindy and seconded by Basha to add language to the document to include the responsibility of being on the bimah periodically. Motion approved.

- Board Meeting Days in 2011-2012: Do we want to change the day of board meetings from the third Thursday to another day for next year. Bylaws do not specifically designate a day for meetings to be held. Board will respond to Peter's email about days they are available.
- High Holiday Bimah Coverage for Board Members: It is the minhag of the congregation for board members to sit on the bimah during the HHDs. Board members should sign up for bimah time during HHDs for two time slots if possible.
- Rescheduling Board Retreat: Jan 8<sup>th</sup> is the new date.
- Plans for Joshua's sabbatical: Rabbi requests month of February (last week of January or first week of March), he has applied for two artists residency. The exact dates are still a little fluid. Board needs to approve his sabbatical.

Motion by Sharon to approve the request, seconded by Spencer, motion approved unanimously.

Question was asked on how the synagogue plans to cover for Joshua during his absence, this will be discussed next month.

- Clergy Contract Progress: Both Rabbi Joshua (compensation and retirement benefits) and Rabbi Jan (initial contract for 2010-2012 service) have contracts pending their review, feedback, and signatures. Rabbi Joshua has not yet had a chance to have his lawyer review the contract prepared in July before his vacation but plans to do so soon after the High Holy Days. Rabbi Jan received her contract earlier in the month and is working to review it. Discussion followed, issue of contract response deadlines was tabled.
- Update on Rabbi Chasan Endowment Fundraising efforts (Jeff): We are calling it the Rabbi Joshua and Kathy Chasan Endowment Fund. Jeff reported that we have pledges of about \$50,000

towards our goal. Hoping to raise initial goal from \$100K to \$150K. Group started with people who can significantly give. Vivien will talk about the endowment during her Yom Kippur president's address to help kickoff the broader appeal.

## 6. Executive Director's Report (Peter)

- High Holiday Update: Preparations are in full swing. We are over budget on the book of life,  $\frac{3}{4}$  of the way on seats - \$30K of ~ \$40K budgeted. Honors are a little behind what was budgeted (about \$500 short). The plantings out front will be ready by Sept 23 thanks to David Rome, Rabbi Jan, and Deb Lashman.

Peter thanked the entire staff for their hard work in preparing for the HHDs. Children services will be led by Noami and Jade Kaplan for older kids and Sharon Panitch for younger kids. We need additional Rosh Hashanah by the Lake greeters, Peter asked board members interested in helping to contact him.

- Membership & Outreach: We were down to 343 membership units this spring due to a number of deaths and other issues and a lack of focused effort on membership and outreach. We have been working hard over the last several months to correct this and engage new families to bring them in to OZ. 9 new member families have applied for membership over the last few months. We are activity engaged with over 30 more people/families about membership who are seriously interested in joining or planning to join. Different individuals follow different paths to membership, some come through the Hebrew School, some through the clergy, some through other outreach efforts, we work to ID people who are interested and add them to our list of prospective members for follow-up engagement.

Per the OZ bylaws the board must approve new membership applications.

Motion by Sue seconded by Sharon, to accept the membership applications of these individuals.

Motion passed. Spencer thanked Peter especially for all the work he has done to promote membership and outreach.

- Open House: Took place last Sunday morning. ~ 200 people in attendance, Hebrew school parents and students, overall impressions and feedback was that it was very successful (netted 5 new membership leads). We planned food for 125 but we were able to feed everyone.
- OZ Playgroup Update: Last week we had 31 families in attendance (kids aged 0-4); not all the families are Jewish but on average about a third are (mostly unaffiliated young families). We started the first week with seven families and saw quick growth over the next 4 meetings to last week. Peter thanked his wife Ariela Pelaia for her help in starting the playgroup and generating publicity to the various young family groups. Tot Shabbats, folk services on Fridays once a month, and the playgroup are all ways to reach out to prospective young families who may not be ready to affiliate yet, but as we build a relationship and kids approach Hebrew School age hopefully they will think of OZ first. The playground was cleaned up for this as well. Hopefully the playgroup may help us generate momentum to work towards a pre-school again.
- Dues Pledge Drive Status: Still on going, about 60% of members have pledged dues. We are still up about 20% in pledges year over year. Could net as much as \$40-\$60K more this year in dues (and probably at least \$20K). We will be following up with non-pledged members in October after the holidays.
- OZ's 60<sup>th</sup> Anniversary on North Prospect: Peter reminded the board that August 31, 2012 is the 60<sup>th</sup> anniversary of OZ's move to No. Prospect St. from the original OZ building. Several committees are beginning to generate ideas to celebrate and fundraise around this event. We need the board to help come up with ideas and implement plans. Another connected idea is to tie in the celebration of our older member families who have been part of OZ for 50 years (or more).

- Planning for Feen Lecture in April 26<sup>th</sup> 2012. James Carroll will be the Feen lecturer this coming April. Recently published *Jerusalem, Jerusalem* a book about the Israeli-Palestinian conflict and Jerusalem. More information to follow as planning proceeds.

## **7. Other New Business**

Rick spoke addressed the board's lack of knowledge about Fern Hill. The board decided that we need more communication about Fern Hill. Nancy Sugarman is planning to make a presentation about Fern Hill to the board soon to follow-up on last month's meeting. Sue will follow-up via e-mail.

Kay Stambler Greenberg asked to speak to the board regarding the Shul renovation financing. Three years ago Sarah and Kay were working in the barn which at the time was in disrepair and potentially a fire trap. So the barn needed to be renovated in their opinion. Sisterhood put \$20,000 into the project and Stan and Kay put in \$50,000 as a loan to Sisterhood to be paid back from Shul net revenues. \$10K has now been paid back, it will take about three years at the present rate to repay the rest. Kay stated that if Kay does not continue to volunteer in the Shuk the loan is forgiven. There is no interest on the loans. 50% of the Shuk net profits go to repay Stan and Kay and 20% to repay Sisterhood's loan, the remainder of the Shul net revenue is controlled by Sisterhood. If either Kay or Stan became members of the board they would abstain from any issues or votes that concern Sisterhood or the Shuk to avoid a conflict of interest.

## **8. Executive Session: Board Nominating Committee Report (Sharon)**

Motion by Sue seconded by Spencer to enter into executive session to discuss board nominees, as required by the OZ bylaws. Motion approved. Board went into executive session at 7:36 pm. Board went back into open session at 9:10 pm.

Motion by Sue seconded by Peggy to limit the impact of financial conflict of interest in synagogue leadership: Any person to whom the synagogue or its auxiliaries has any financial obligations is not eligible for board service. Motion passed.

Motion to adjourn by Spencer, seconded by Gary. Motion passed, board adjourned at 9:20 pm.

**Ohavi Zedek Synagogue**  
**Board of Directors Member Responsibilities**  
**Draft Distributed at 9/15/2011 Meeting**

**Each Ohavi Zedek's Director is required to:**

- Work in the best interest of Ohavi Zedek Synagogue.
- Act in accordance with our vision statement: To be a vibrant Jewish community in Vermont, embracing our traditions while actively participating in our changing Jewish world.
- Act with personal honesty and integrity, both ethically and legally, avoiding personal and material gain and any personal or material conflict of interest.
- Make decisions based upon Jewish values with a responsibility to strive for justice, respect and transparency in all actions. Be part of the creative process of sustaining Jews and Judaism *l'dor v'dor* (from generation to generation).
- Uphold the congregation's commitment to diversity on the board and in the congregation by fostering a welcoming place for all members and potential members.
- Be an advocate and positive spokesperson for the synagogue among congregants and the community, maintain regular communication with various constituent groups, and participate in synagogue worship services and events.
- Be a member in good standing of the synagogue.

**Specific responsibilities include, but are not limited to:**

- Determining, supporting and helping carry out Ohavi Zedek's vision, purpose, long- and short-term goals, strategic direction, policies, programs, and services.
- Ensuring sound organizational and strategic planning, for both the short-term and long-term.
- Ensuring sound financial planning, structure and procedures and exercising careful and responsible oversight of the synagogues finances.
- Ensuring adequate resources and participating actively in fundraising during the annual appeal and throughout the year.
- Serving on a minimum of one active committee and recommending/recruiting others to serve in leadership positions.
- Participating in the selection, and decisions about compensation, of all of the synagogue's key employees.
- Recruiting and orienting new Board members.
- Arriving at Board and committee meetings on-time and fully prepared to discuss agenda items.
- Assist the Rabbi, Executive Director and Board leadership in making our Ohavi Zedek community aware of problems and opportunities

- Ohavi Zedek board members are the “owners” of Fern Hill according to the Fern Hill bylaws and must work with the Fern Hill board to make sure Fern Hill thrives and is ready for the turnover to Ohavi Zedek in 2020.

**Expectations:**

- Attend Board meetings. At the President’s discretion, those who are absent from more than three regularly scheduled meetings may be asked to resign their seat.
- Respect others’ opinions and interact in a collegial manner even when disagreeing.
- Ask timely and substantive questions consistent with your conscience and convictions, while supporting the majority decision on issues decided by the board. Once these decisions are made, they deserve and will receive support, in public, even if the individual member argued for another outcome
- Remain respectful of other Board members and their points of view during discussions.
- Maintain confidentiality of board executive sessions. Failure to protect the privacy of these discussions may result in the member being asked removed from the Board, at the discretion of the President.
- Be actively involved in the organizational and communal life of the synagogue by attending social programs and fundraising events on a regular basis. Regular attendance at synagogue services on Shabbat and holidays is strongly encouraged.
- Be willing to work—i.e., take on an initiative and follow-through. Be able and willing to work as part of a team to come up with win/win situations.