

Minutes – OZ Board Meeting

Date: July 20, 2017

Present: Joanna, Sarah, Liz, John, Bill, Wayne, Karen, Suzanne, Judy, Rabbi Amy, Grace,

Absent: Sharon, Judy H., Harvey,

Facilitator: John Blatt

Meeting Recorder: Sarah Kleinman

	Topic/Outcome - Who	Discussion	Action Steps
	The Board meeting began at 5:42 pm. I think at 5:42...John started off taking minutes	Upon motion and second, the minutes from the June Board meeting were approved by the Board.	
	D'var Torah (Rabbi Amy)		
	HR Committee – employee agreements (Keith Kasper, Vivien)	<p>The HR committee proposed the following provisions to be included in staff employment agreements in the future: inclusion of non-compete and non-solicitation clauses; term based.</p> <p>Discussion about whether non-compete and non-solicitation are necessary. Noted that professional contracts include these terms and this is not new, but just a way to codify and make consistent. Primarily in FTE agreements, not necessarily part time. Include in senior staff agreements (Exec dir, cantor, principal, rabbi, cantorial intern). Possible for provisions to be negotiated. Confidentiality clause important and will remain.</p> <p>Noted that clergy contracts are negotiated differently.</p> <p>Decided that the HR Committee will revise the confidentiality, non-compete and non-solicitation provisions. Grace will use them conditionally.</p>	<ul style="list-style-type: none"> • HR committee to revise employment agreement provisions regarding confidentiality, non-competition, and non-solicitation. • Grace to use conditionally (for non-compete and non-solicitation, but confidentiality to be included in all agreements).
	Executive Session	Wayne moved to go into executive session; Bill seconded the motion; unanimous approval. Went into executive session at 6:30 pm. Wayne moved to go out of executive session, Sarah seconded, out of executive session at 7:00 pm.	

<p>Fern Hill – by Lila Shapiro (FH Board)</p>	<p>Fern Hill wants to purchase the garden space behind the Fern Hill building. FH wants to upgrade the garden to address accessibility issues, and FH wants to pay through refinancing. To do this, FH needs to have an ownership interest in the garden. FH wants either to lease (long-term) or purchase the property. Purchase would provide a better money source for OZ. Any agreement would need to clearly address the benefit to both OZ and FH. Use would be worked out collaboratively between FH and OZ. There is a potential problem with the setback of the building and wanting to add about 2500 feet. An architect provided plans for the idea, and is adjusting the boundaries and garden space. At most, ½ acre. This could lead to more interaction between residents and OZ activities; possible collaboration with new Americans, the Shuk, etc.</p> <p>Time sensitive because FH needs a commitment by early September for its 9/6 application.</p> <p>Sarah moved to agree with the proposal to create an agreement for lease or purchase. Judy seconded the motion. The motion passed by majority vote. Wayne and Karen recused themselves.</p> <p>Next steps include Lila and David Rome walking the property, FH figuring out how to include in its financing. Will come back to OZ Board.</p>	<ul style="list-style-type: none"> • OZ Board needs to decide if we want to sell or lease land to Fern Hill. • Lila will work out a time to walk the land with David Rome • Motion made by Sarah, to agree with the proposal to create an agreement for lease or purchase, Judy second, motion passed (Wayne and Karen recused themselves).
<p>Teen Programming (Rabbi Amy, Naomi)</p>	<p>Amy May is stepping down as YJ director. Currently Young Judea doesn't have strong participation, reflective of nationwide trend. Rabbi Amy initiated a conversation about reinvigorating teen/high school programs.</p> <p>Proposal to have OZ engage in the Adav Teen Internship Program for the upcoming year. This is a pilot program that matches teens with community mentors to work in certain areas. Open to teens at OZ and Temple Sinai. Participating teens would commit to two hours weekly at a synagogue and once a month for learning/social component. Students who complete the program will get a \$500 stipend, which could be banked towards trip to Israel. The program intends to keep teens engaged, build relationships, maintain peer relationships, foster a sense of tikun olam. We have a donor who is willing to provide funding for this program for the upcoming year (\$11,500). The funding provides for 15 slots (OZ and Sinai). This program would come out of the same budget line as YJ.</p> <p>This program would add 8 hours/month for 10 months to Naomi's workload, and would be paid for by the grant.</p>	<p>Naomi is going to send out proposal to the Board</p>

		Naomi is going to send proposal to the Board for the Board's vote.	
	Board Secretary (John Blatt)	Judy made a motion to elect Liz Kleinberg to be Secretary until new Board in December; Wayne seconded; unanimous vote.	Board approved motion for Liz to become Secretary from now until new Board in December.
	Treasurers report (Bill Miller)	<p>We appear to have a \$12k surplus for 2016-17. More details later with the regular report format (at latest by the August 17 Board meeting).</p> <p>We borrowed \$60k from the generous congregant's line of credit, and finished the year with a \$24k bank balance. Reconciliations and cash flow analysis to follow.</p> <p>All funds intended for the endowment - including repayment of kitchen loan - seem to have been properly account for.</p> <p>Actual revenue and expenses in the QuickBooks accounting software are now organized into a greatly smaller number of line item accounts, organized by committees and departments. Bill will reorganize the budget along these lines soon also.</p> <p>Financial Responsibilities document (text attached at end of Minutes): Wayne moved to approve the financial responsibility document; Judy seconded; unanimous vote for approval.</p> <p>Discussion about amending the line of credit agreement. The donor wants to be even more generous and provide an extra 6-8 months. Board expressed appreciation to the donor.</p> <p>Wayne moved to approve an amendment to the line of credit agreement extending the maturity date until May 18, 2022; Sarah seconded; unanimous vote, motion carried.</p>	<p>Board approved motion to approve the financial responsibility document.</p> <p>Board approved motion to amend the line of credit agreement. ACTION: Need to execute amended line of credit agreement.</p>
	President's report (John Blatt)	<p>The Board realized that Joanna was not officially re-elected in December. Judy moved to formally approve Joanna to be on the Board from now until the new Board in December; Bill seconded; unanimous vote and motion carried.</p> <p>In December, the Board is going to have 4 open seats to fill (Marv, Sharon, Joanna, Liz).</p> <p>Discussion about nominating committee. John will reach out to past presidents to find chair for the committee.</p>	John will reach out to past presidents to find a chair for the nominating committee

<p>High Holiday Seats (John Blatt)</p>	<p>The Executive Committee proposes that HHD seating in 2017 will be: One experimental year with a re-evaluation after HH 2017 (with a possibility of using 2017 as a transition year to having HH seats included in 2018 dues form). Plan to have one-on-one meetings with families with strong feelings about their seats. Plan to create an “Inclusion” section up front for people who need to be close to the bimah to hear, see, or be fully included in the service. Seats will be unreserved in all sections (except ‘Inclusion’ section) Costs will be at three levels:</p> <ul style="list-style-type: none"> • Welcoming (this level is for families needing financial support to be able to attend): \$36 • Sustaining (this level reflects the true amount of High Holiday revenue in OZ budget): \$80 • Supporting (this level is for those with the generosity and ability to help welcome other families): \$125 <p>We need to raise \$32000. If everyone paid \$80 this would cover what we need to generate from ticket sales. These three tiers help to address that while also accounting for different economic.</p> <p>The Executive Committee also proposes putting something in the Voice along the following lines: "While we are switching to unreserved seating for the High Holidays, we realize that some congregants have sat in the same spot for many years, and may have a deep attachment to keeping that spot. If that's the case for you, please contact Executive Director Grace Oedel no later than xxxx, and we'll place a "reserved" marker by that seat for you."</p> <p>Motion – that the Board move to implement the amended proposal for high holiday seats that allows for reserving seats by request only; Judy moved, Karen seconded, motion carried.</p>	<p>Grace will put announcement in the Voice and send email about new HHD seating and opportunity to reserve seats.</p> <p>Board approved motion to implement the amended proposal for HHD seating, which allows for reserving seats by request only.</p> <p>Rabbi Amy, along with board members, will meet directly with concerned families, invite their feedback, engage them in brainstorming solutions as we have larger conversations about dues.</p>
<p>Rabbi’s report (Rabbi Amy)</p>	<p>Hadassah magazine has article on green mountain Jewry.</p> <p>Rabbi Amy shared a memory of Dr. Jonathan Richard who recently passed, noting that he drove the field of Jewish education for decades.</p> <p>Kochava did a great job.</p> <p>OZ has received a \$14,000 credit due to workers comp claim for Rabbi Amy.</p>	

		<p>Children of Abraham – still looking at new initiatives; wants to maintain the relationship.</p> <p>This Shabbat, Linda Avitan is joining us and will speak in Saturday am.</p> <p>August 11 – exec dir of misorti (conservative movement in Israel) will be here.</p>	
	<p>Executive Director Report (Grace Oedel)</p>	<p>Membership update: 20 new member families this past year. The names were read to the Board and the Board approved these memberships. The Howard Center is using some OZ space, and it is going well.</p> <p>Rosie took over Mark Green’s position, and that is going well.</p> <p>The Board discussed Sally Hand and how to honor her memory. Decided to rename the library fund in honor of her – the Sally Hand Library Fund.</p> <p>Reminder to board members to make the phone calls to congregants.</p> <p>The online bill pay is setup. We are going to let it roll for a few months to see how it goes.</p> <p>PACT goals from training with Howie Goldberg (improving board orientation, identifying polices, improving board/committee communications, etc.) – the Board can use an upcoming retreat to revamp these goals into action steps.</p> <p>July 9 – OZ had an event, immigration and exploring Jewish relationship to sanctuary movement. Addressed topics of legal immigration, deportation, and more. Desire to create a working group and be a “sanctuary” congregation. Discussion about how do we put our ethics and values into action, setting aside politics.</p> <p>Final state inspection for preschool occurred. No official word yet, but OZ was told the application is complete and all looks good. OZ should know more soon. August 28 is the projected opening date.</p> <p>Tot Shabbat – 39 people! Outgrown the space.</p> <p>OZ recently received an award for recognition around welcoming the stranger! The application highlighted the Shuk, Children of Abraham, and more. OZ is invited to speak at panel at the convention in December. Discussion about who might attend, funding, etc.</p>	<p>Rename the library fund to the Sally Hand Library fund</p>

		Gleaning event – Sarah Alexander helped to create a free CSA for WIC recipients- need to sign up for event	
	Executive Session at 9:20pm; our of executive session at 10pm	Bill moved to go into Executive Session, Suzanne seconded, and Board went into Executive Session at 9:20 pm. Upon motion Board came out of Executive Session at 10:00 pm.	Liz will send Doodle poll to Board for board-only mini-retreat.
	Adjournment	Upon motion to adjourn seconded and approved by Board, meeting ended at 10:00 pm.	

Financial responsibilities of Ohavi Zedek staff and volunteers

a. Board :

- i. Ensures that the long-term financial health of the synagogue is secure. The financial health of Ohavi Zedek is ultimately the responsibility of its Board.
- ii. Critically reviews and oversees financial documents. These documents will include a financial report at each Board meeting which shows:
 - A. revenues and expenses in major categories compared to budget YTD and prior YTD with explanation of significant variances.
 - B. projection for the current year (quarterly),
 - C. net other income and expense statement (Discretionary funds, special projects such as Mural);
 - D. balance at the end of previous month in all OZ accounts including endowment, month and YTD additions and withdrawals to/from endowment compared to budget,
 - E. balance sheet including outstanding loans, payment on these loans, and amount of other major synagogue assets.
- iii. Reviews and approves summary version of the annual budget as prepared, recommended, and revised as necessary by Finance Committee, and recommend approval to congregation. Adopts and implements a sustainable 3 year summary budget plan; details to be proposed by ED, Finance Committee and Treasurer. Board sets long-range strategic goals.
- iv. Requests and reviews studies with financial impact from Finance Committee, Treasurer, and/or Executive Director.
- v. Ensures that policies are in place for endowment funds are properly accounted for, and used in accord with donor restrictions.
- vi. Maintains a policy for use of unrestricted endowment funds.
- vii. Requires that any loans between the endowment account and operating account have an interest rate which is equal to or greater than the internal revenue applicable federal rate.
- viii. Requires annual summary report on status of financial controls from Finance Committee at the time of budget presentation.
- ix. Ensures that:
 - A. all positions, including those with financial responsibility, have clear, updated job descriptions with performance objectives that contribute to and support overall synagogue objectives (initially to be developed by December 2017)
 - B. all positions (including committee chairs) are reviewed regularly with attention to financial performance compared to budget
 - C. a regularly updated organization chart is maintained which reflects desired lines of authority and responsibility.
 - D. all positions have sufficient backup for vacations and illnesses.
- x. Selects the Treasurer; hires and supervises the Executive Director and bookkeeper; reviews the performance of the ED, especially in regard to financial responsibilities, at least yearly.
- xi. Acts with vigilance to ensure that there will be no perceived or actual conflict of interest, and maintains appropriate boundaries between the Executive Director, Treasurer, synagogue staff, and clergy.
- xii. Includes, if at all possible, at least one board member with significant, organization-level financial expertise.
- xiii. Requires background checks on all staff, clergy and Synagogue leadership with access to financial software and bank accounts.
- xiv. Keeps minutes of Board meetings. Minutes should record discussion points and resolutions, should include financial reports submitted, should be signed by Secretary, approved by Board, and kept on file indefinitely. The minutes shall be posted monthly on the Ohavi Zedek website.

b. Finance Committee

- i. Critically reviews financial report at each meeting, which will be held at least quarterly and preferably monthly. This report should include detailed report of revenues and expenses compared to budget YTD and prior YTD, and otherwise will have the same content as that presented to the Board as described above. Reviews significant variances with Treasurer.

- ii.Reviews draft of the annual budget prepared by the Treasurer and Executive Director for review by the Board per bylaws.
- iii.Ensures that the long-term financial health of the synagogue is maintained by reviewing a sustainable 3 year detailed budget plan as prepared by the Treasurer and the ED. This requires coordination with Development/Fundraising and other committees.
- iv.Reviews endowment funds
 - 1. Reviews endowment reports quarterly
 - 2. Meets with endowment fund managers at least semi-annually to review performance and update expected returns as necessary; maintain Investment Policy as basis of agreement with endowment fund managers.
 - 3. Reviews withdrawals from endowment funds for each program at least annually; ensure that they are equal to budget or as otherwise authorized by the Board.
 - 4. Ensures loans from endowment funds are repaid timely, with board-authorized interest.
 - 5. Ensures that individual fund purposes are clear and transparent to all members, and that the distinction between an unrestricted, current-year gift from a contribution to an endowment is well communicated to all donors.
 - 6. Ensures maintenance of visible endowment fund account balances.
- v.Performs or reviews special studies by Treasurer at Board request to improve synagogue effectiveness in operations and finances.
- vi.Supports Treasurer in tightening controls as necessary. Assures segregation of duties as delineated in this document. Prepares annual summary report on the status of financial controls for the Board.

c. Treasurer:

- i.Is the Financial Manager of the Synagogue, per the bylaws.
- ii.May serve as a member of the Board.
- iii.Ensures that financial reports reflect actual accounting transactions.
- iv.Controls payments to vendors. Reviews vendor list annually. Ensures that no checks to cash are ever written.
- v.Prepare financial reports:
 - 1. Monthly prepares financial reports at a detailed level, including a full General Ledger of all transactions in all accounts, ensuring that their totals match the totals in summary level reports.
 - 2. Submits written monthly financial reports as described above to the Board and its Executive Committee and the Finance Committee at least a week prior to the Board's monthly meeting.
 - 3. Maintains transparency of all appropriate account receipts and expenditures for all Board and Finance Committee members.
 - 4. Submits and communicates financial reports to congregational meetings.
 - 5. Requests Secretary to include all financial reports in minutes of Board, Executive Committee, Finance Committee and Congregational meetings.
 - 6. Summarizes regularly in "committee income statement" format; this can be accomplished using "classes" in QuickBooks, for example. This ensures that the net income or level of support for each committee is visible to Board, Executive Committee, and Finance Committee and to the Committee Chairs. Committee Chairs with responsibilities involving budget should be provided quarterly reports of their committee's actual expenses YTD vs budget by the bookkeeper or Treasurer.
- vi.Ensures that the Executive Director understands all budgets, and that each committee head understands his or her budget; ensures that each committee has a plan to accomplish the operational goals of their committee within budget, and that the Executive Director is fully aware of that plan, and of each committee's monthly progress against budget. Ensures that the Executive Director and each committee head knows how to project current year's expense (and revenue if applicable), and next year's expense and revenue for budget purposes.
- vii.Performs special studies as requested by the Board or Executive Committee.

- viii. Compiles the annual budget, with the Finance Committee and Executive Director, for approval by the Board and the congregation.
- ix. Works with the Membership Committee, Development Committee, Finance Committee, ED and Board in creating a 3-5 year sustainable budget plan.
- x. When available, acts as one of two signers of checks. President or Vice President of the Board acts as a 2nd signature on all checks. If the Treasurer is unavailable, the President and Vice President will cosign the checks.
- xi. At least once a year at the end of the fiscal year, with ED, reconciles individual endowment accounts to reflect their worth based on deposits, withdrawals and change in market value. Where endowment funds are used for the same purpose it is reasonable to reconcile multiple funds with one purpose as one fund.
- xii. Ensures that all money intended for the endowment is deposited in the endowment

d. Executive Director (ED)

- i. Thoroughly understands the purpose and operations of all committees, and how they can most effectively meet the needs of the temple and congregants.
- ii. Works with the Membership Committee, Development Committee, Finance Committee, Treasurer, and Board in creating a 3-5 year sustainable budget plan.
- iii. Thoroughly understands the budget of each committee, and how each committee head plans to meet their operational and effectiveness goals within their budget.
- iv. Annually reviews competitive vendors to be sure we are getting best overall value.
- v. Receives vendor invoices (and budget reports if necessary) from Office, and forwards them to committee heads for approval. Both ED and Committee / Department Chairs work to ensure competitive pricing and that the purchase is within budget. ED then receives from committee heads approved or rejected vendor invoices, and forwards them to Bookkeeper either for payment in full, in part, or to return unpaid with an explanation to the vendor. ED informs check-signers when they are signing checks whether an invoice is within budget or not, and if not, what are the options for payment or non-payment.
- vi. Receives regular reports on member-accounting and paid-status (“good standing”) from Office Manager. ED reports in detail on member-accounting to head of Membership Committee, who reports in summary to Board. ED resolves delinquencies in support by congregants and donors.
- vii. Committee and Department heads approve timesheets of their staff, and submit approved timesheets to the Office. ED tracks leave/vacation time and benefits of staff/clergy.
- viii. At least once a year at the end of the fiscal year, with Treasurer, reconciles individual endowment accounts to reflect their worth based on deposits, withdrawals and change in market value. Where endowment funds are used for the same purpose it is reasonable to reconcile multiple funds with one purpose as one fund.
- ix. Operates and maintains backup and access systems for all computers and for synagogue network as a whole, including cross-training and required vacation to ensure that backup staff can perform functions as required. ED is the administrator for financial software.
- x. Understands and arranges for adequate coverage of insurance risks.
- xi. Keeps fixed asset ledger. Items worth over \$1000 will be included in the ledger.
- xii. Understands and supports segregation of duties for cash control between staff available.
 - 1. Ensures that adjusting reconciliations are only applied in the member-accounting system and in the synagogue’s accounting system with appropriate level of approval.
 - 2. Ensures that staff who handle cash or approve invoices do not have access to accounting system, and the ability to adjust accounts payable or receivable, or to perform reconciliations of bank statements without further review.

3. Supports regular password changes, and two-factor authentication for online access to bank accounts. ED supports locking file cabinets to restrict access to payment and receipt records, and to cash, blank checks, and other funds and assets.
 4. Ensures that Office Manager correctly directs incoming fund receipts to either operating or endowment accounts.
 5. Supports maintenance of credit card and bank account accuracy and confidentiality.
 6. Reviews bank reconciliations monthly; compare monthly expenditures to budget, and ensure that variances from budget are visible in reconciled transactions (but see confidentiality requirements, below)
- xiii. Is responsible for retaining in an accessible and known location financial documents including investment policies, statements, endowment establishment papers, etc.
- e. Office Manager (and support staff)
- i. Is responsible for individual congregants' accounts receivable.
 1. Maintains a member-accounting system (currently "Chaverware") that lists each member family, and all information necessary to ensure fulfillment of their agreed obligations to support the synagogue financially.
 2. Receives congregant contributions, and records them in appropriate accounts in that member-accounting system. Checks are immediately stamped "For Deposit Only".
 3. Submits batches of funds received to Bookkeeper with sufficient account information to permit accurate accounting in the synagogue's system, but with complete confidentiality as to member identity and level of support.
 4. Regularly (with Bookkeeper) reconcile funds received into the member-accounting system vs. the synagogue's accounting system, currently QuickBooks.
 - ii. Provides contributors with receipts for their contributions, and with letters as required by Internal Revenue Service to support their claim of tax-deductibility (or not). Office Manager to prepare contributor letters for service providers as well.
 - iii. Opens mail, and prepares a signed, batch summary of funds given to Bookkeeper for deposit. This summary shall be filed with the Bookkeeper's deposit records. Office Manager reviews evidence provided by the Bookkeeper that the deposit to the bank matches the summary of funds that the Office Manager received.
 - iv. Also receives cash and other funds from special events, and accounts for them as a separate deposit as recorded in the synagogue's accounting system. Committee heads may also provide an accounting of funds received from their special events. All such separate records shall be maintained in the Bookkeeper's deposit records for each fiscal year. Office Manager processes gifts of stock, and allocates to correct accounts.
 - v. Maintains records of financial assistance, and provides ED with reports of assistance used and requested. Office Manager works regularly with ED and the head of the Membership Committee, to ensure fulfillment of all obligations, including Hebrew School support, etc. Office Manager reports delinquencies in support to ED for resolution.
 - vi. Runs payroll system as supervised by ED. Office Manager keeps all personnel files segregated as recommended by Human Resources professionals, including W-4 forms, I-9 forms, health insurance applications, performance reviews, etc.
 - vii. Reports to ED as supervisor.
- f. Bookkeeper
- i. Responsible for accuracy of monthly financial reports to Board, Treasurer, and Finance Committee.
 - ii. Responsible for regularly (at least quarterly) supplying committee heads and other staff with their budgets and year-to-date expenses, in order to give them a sense of whether to cut expenses to stay within budget, or proceed as planned.
 - iii. Responsible for getting committee head or other staff approval for expenditures, within their budgets. Logistically:
 1. Bookkeeper receives an invoice;
 2. Bookkeeper scans it (if paper) for approval;

3. Bookkeeper submits to Executive Director with a proposed deadline date for payment, and if over \$200, with a copy of the committee's year-to-date expenditures vs. budget;
 4. Executive Director reviews, and either submits to committee head for approval or questions the expense if not in accord with his/her understanding of the committee's plan to operate effectively within budget;
 5. Committee head may then call vendor to question the invoice, or approve at least a week prior to payment deadline;
 6. Committee head resolves any discrepancies, and returns approved invoice well before payment deadline to Executive Director, with the copy of year-to-date expenditures vs. budget including any notes on how the committee head plans to operate effectively within budget ("budget notes");
 7. Executive Director returns approved invoice and budget notes to Bookkeeper;
 8. Bookkeeper stamps invoice "PAID" , writes the check number on the invoice, and prepares payment prior to payment deadline, and attaches approved invoice and budget notes to check for signature;
 9. Checks signed by 2 signers as above.
 10. Invoice is either paid, or rejected and returned to vendor with explanation.
 11. Invoice is filed and saved for 3 years.
- iv. Handles payments to vendors with respect for vendors, and with respect for the best efforts of committee heads to meet the temple's and congregants' needs with assistance from cost-effective, qualified vendors.
 - v. Responsible for reconciling QuickBooks receipt batches to Chaverware batch totals.
 - vi. Has the primary computer with financial software and has password protected access to the system. The ED is the administrator of the financial software and also has password protected access.
 - vii. Is responsible for, monthly, assessing the amount of money due to the endowment, reviewing with the Treasurer, and writing the check. The money should be a total of any loan payments due to the endowment and contributions made to endowment funds. These need to be clearly noted in the financial software as due to and from endowment
 - viii. Performs other duties as required by current Accounting Manual.

It is the responsibility of all parties to maintain confidentiality regarding member contributions and employee salaries and benefits.