

Ohavi Zedek Synagogue

Board of Directors Monthly Meeting - MINUTES

October 19, 2017

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| DATE: | October 19, 2017 | TIME: | 5:30P |
| LOCATION: | OZ – Samuelson Saiger Sanctuary | MEETING TYPE: | Informational and Decision Making |
| FACILITATOR: | John Blatt (802) 310-6146 | TIMEKEEPER: | Wayne Senville |
| MEETING MINUTES: | Liz Kleinberg | DOCUMENTATION: | Limited copies will be available for distribution at the meeting; please print prior to or use softcopy |
| INVITEES: | The OZ monthly Board meeting is open to the public, except Executive session. At a minimum, the Board, the Rabbi, and the Executive Director will be in attendance (with an understanding there are times where there will be absences). Please contact the President if you are unable to attend. | | |

Present: John Blatt, Miriam Sturgis, Judy Rosenstreich, Wayne Senville, Suzanne Brown, Joanna May, Bill Miller, Sharon Panitch, Jessica Kane, Sarah Kleinman, Liz Kleinberg, Rabbi Amy Small, Grace Oedel, Naomi Barell

Lila Shapiro, Diana Carminati, Miriam (for FH presentation)

| TIME | ITEM | DESCRIPTION | PRESENTER | TYPE A – Action I - Info | SUPP DOC (page #) |
|---------------|-----------------------------|---|--------------|--------------------------------|-------------------------|
| 5:30P | Getting Started | | | | |
| 5:35P | D'var Torah | - Rabbi Amy led d'var torah | Rabbi Amy | | |
| 5:40P – 5:45P | Approval of Meeting Minutes | - Wayne moved to approve the meeting minutes from 9/28/17; Jessica seconded; motion passed. | John Blatt | | |
| 5:45P – 5:55P | Fern Hill | - Discussion on land usage/purchase. FH would pay OZ \$20,000 (in addition to any professional costs, which would be borne by FH as the buyer). Discussion about potential for collaboration as well as whether the amount is sufficient. FH presented its rationale for the amount (amount thought acceptable to HUD) as | Lila Shapero | Motion passed | |

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| | | <p>well as how the purchase would impact FH and its refinancing plans (if refinancing goes through, mortgage will be paid off, \$ will go to improvements, including accessibility projects).</p> <p>MOTION: Judy – moved that OZ Board accept proposal from FH in amount of \$20K to realign the property in question, w /the understanding that FH would absorb any expenses associated w/ it. Seconded by Sara.</p> <p>Amendment by Miriam to specify .3 acres being transferred. Judy accepted motion.; so did Sarah.</p> <p>MOTION AS AMENDED: Judy moved that the OZ Board accept the proposal from FH in amount of \$20K to realign the .3 acre property in question, with the understanding that FH would absorb any expenses associated w/ it. Seconded by Sara.</p> <p>Wayne abstained, all else voted in favor. Motion passed. Applause.</p> <p>The Board noted that it appreciates the excellent work by the FH leadership on this matter.</p> | | | |
| 6:04 | Executive Session | <p>At 6:04 Bill moved to go into Exec Session; Joanna seconded. Executive Session ended at 6:58.</p> <p>MOTION: Motion—Judy moved that the Board delay the cantorial search to provide more time to develop a coherent fundraising plan that will assure the congregation of a fiscally sustainable approach, with the intent to initiate the cantorial search in the 3rd quarter of 2018. Sarah seconded the motion.</p> <p>Discussion about whether to have a time limitation. No amendment.</p> <p>Vote: 8 board members voted in favor, 4 against. The motion passed.</p> <p>The Board noted that at the next Board meeting, the Board will need to discuss how the Rabbi can meet her responsibilities in light of this vote.</p> | Board, Others | Motion passed | |
| 7:02 | Minyan | - Minyan will be held in the large sanctuary | All | | |
| 7:24P | Treasurer's Report | - Financial reports for the past month; where we are YTD Bill sent the Board the report. Bill noted we paid \$60K for line of credit. Grace noted that with Quick Books, we have clearer info based on payments in | Bill Miller | | |

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| | | <p>and out, increased accuracy. Expenses are \$50K higher – 2 months of Grace; preschool; upfront expenses (insurance and property taxes). Revenue \$60K higher – speculation because the HHD earlier and pledges earlier. Also for the HHD, more money paid for seats than budgeted.</p> | | | |
| 7:28P | By-laws | <p>- Update on the by-law review/update Judy prepared a draft designed to clean up certain housekeeping matters. See attached document. [INSERT REVISED / REDLINED DOCUMENT] Revisions include the following, which were approved by the Board:</p> <ul style="list-style-type: none"> • Section 3.5 – changes age from 25 to 26, to be consistent w/ fact that adult can provide insurance to child until 26 under ACA. • Section 4.1 – “shall” struck • Section 4.6 – (15) (clarification) • 5.4 – eliminated outdated structure; clarified terms and rotation schedule; added in the word “approximately” 33%..... • 5.5 – less wordy; adding in “to the board” in regards to nominating committee presents its recommendations • 5.6 – eliminate old system of board of governors • 5.10 • 6.1 • 7.5- added that board chair can appoint or designate other members to lead various tasks typically assigned to president • 9.1 – adds in inclusion committee; discussion about adding in preschool but it does allow for others not mentioned • 9.2 – don’t take out “unless otherwise determined by pres” • 9.8 –update manager to say treasurer and executive director (there is no more financial manager) • 9.16 ½ - inclusion committee –no need to list it – eliminate • 9.19 – takes out allowing president sole authority to establishing ad hoc committees – must be determined by board; leave current language for consistency • 12.1 - takes out non-existent fees and adds in current fees (facility); use word “pledges” rather than “dues” <p>ACTION ITEM: These changes need to be included in the notice for fall congregational meeting.</p> <p>MOTION: Motion to approve housekeeping changes to the bylaws; Suzanne second; all voted in favor, motion carried.</p> | Judy R. | Action Item | Motion passed |

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| 7:45P –8:28 | Board Search | <p>- Update on Board member search committee Go into executive session at 7:56 Out of executive session at 8:24</p> <p>MOTION by Sarah to accept the following slate; Nat Lew Mike Kanarick Adam Bluestein Vivien Rabin Brown Bill seconded. Board approved.</p> <p>Thank you to Grace and Naomi from the committee!</p> <p>And thanks to Wayne and the committee from the Board!</p> | Wayne Senville | Motion passed | |
| 8:28P | President's Report | Discussion about the upcoming congregational meeting. | John Blatt | | |
| 8:33P | Exec Director's Report | <p>- Update from Grace on various items</p> <p>Longer term projects to flag: We need holistic plan overhauls, such as overhauling our development plan as it relates to our strategic plan, outreach and communications plan. Grace wants to go into this process, which would involve defining a clear set of goals to refer to and use to filter decision-making. The Board previously defined the mission statement, but now needs to address a strategic plan. Meeting in 2 weeks re: communications and outreach piece; meeting w/ development consultant.</p> <p>Keeping things going and moving forward in the interim:</p> <ul style="list-style-type: none"> - improving outreach and storytelling materials – video project (Grace and Sharon, along with members) - longer-term giving conversations – keep efforts to build endowment – We're having a bequests info session on 12/10 (Rick Wolfish) – first in a series - host artist in residence – Michael Strauss (UVM professor) – in spring, will hang paintings here; if sell, goes to OZ. May be able to keep this going w/ other artists. - Development – Calcutta - Preschool – possible growth; waitlist - Yoga series - Yurt presentation—deferred until next month <p>Kathy Guevara has given notice that she's stepping down from her kitchen role as</p> | Grace Oedel | | |

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| | | <p>of December 30. We need to consider next steps.</p> <p>UVM student session – tentatively scheduled for next Thursday 10/26 – mid semester reporting session.</p> <p>Dues -- \$323,000 of goal of \$360,000</p> | | | |
| 8:48P | Rabbi's Report | <p>- Update from Rabbi Amy on various items.</p> <p>Yoga – religious and communal practices together</p> <p>Burlington School District – Rabbi Amy is having more interactions with professional staff there. BSD senior staff training at OZ in 1.5 weeks, which is the result of problem solving efforts by BSD in an effort to increase understanding of Jewish student body and teachers.</p> <p>Vermont Interfaith Action – working together on climate conference event. First night of Hanukkah (12/12/17). Follows up on conference on 11/8 – Mayor and BED, addressing climate issues.</p> <p>Adult Education – robust offerings this fall. Rabbi Amy – the Engaging Israel program, which will go through Spring. Goal of AE committee – to correlate Feen lecture and interfaith. Book – Like Dreamers – Yosi Klein Halevi. Working on having him as Feen Lecturer.</p> <p>Rabbi Wall lecture – April 5 (during Passover) – Mark Oppenheimer, editor at NY Times. Rabbi Amy will be respondent to the talk.</p> <p>Islamic Center of Vermont has found a new imam. Rabbi Amy will meet with him.</p> <p>Strategic planning – Vision and Planning. The Episcopal Church rector called Rabbi Amy to discuss visioning there. Its committee meets 1/week at 8:00 am, 7 people, for a year. Possible meeting w/ the OZ board – about the model they created.</p> <p>Article in Jewish Philanthropy, “Adult Learning is the Number One Priority for the Jewish Future”</p> | Rabbi Amy | | |
| 9:03P | Executive Session | <p>9:03 – Wayne moved to go into executive session; Judy seconded.</p> <p>9:08 – Suzanne moved to go out of executive session; Wayne seconded.</p> <p>Big thank you to Miriam – this may be her last Board meeting – applause!</p> | | | |

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| 9:09 P | Adjournment | - Motion to adjourn – Suzanne moved to adjourn, Judy seconded. | | | |