

**MINUTES – OZ Board Meeting****Date: Thursday, September 17, 2020**

**Present:** Naomi Barell, Adam Bluestein, Suzanne Brown, Eric and Karen Corbman, Mindy Evnin, Sarah Glassman, Zoe Hecht, Judy Hershberg, Mike Kanarick, Jessica Schechter Kane, Josh Kernoff, Harvey Klein, Liz Kleinberg, Nat Lew, Bill Miller, Grace Oedel, Jeff Potash, Jeff Priest, Judy Rosenstreich, Yoram Samets, Michael Schaal, Wayne Senville, Lila Shapero, Rabbi Amy Small, Rebecca Stern, Nancy Sugarman, Becky Wasserman, Cantor Steve Zeidenberg

**Facilitator:** Nat

**Meeting Recorder:** Jeff

		<b>Item</b>	<b>Discussion, Action Steps</b>
1	5:30	Dvar Torah	Rabbi Amy wants to help us get grounded. This is a time for compassion, for teshuvah. The head of the Rabbinical Assembly, Jacob Blumenthal, shared a Dvar Torah today. Rabbi Amy shares it with us. It is based on the Torah readings of Rosh Hashanah, showcasing Hagar and her son on the first day and Abraham offering Isaac on the second day. Each child suffers trauma. An angel calls out to pause the action in both cases. Hagar pauses and sees a well of water, while Abraham pauses and sees a ram. This Rosh Hashanah is the call of the same angel commanding us to pause and not turn away from suffering, to act with love and compassion.
2	5:40	<b>Approve</b> minutes, review action items	<b>MOTION:</b> Josh moves to approve minutes. Wayne seconds. Board approves unanimously.  Action items from previous meetings: <i>See list below.</i>  Suzanne reports there are no new candidates for Board positions. Naomi recommends contacting Brett Smith about possibly serving on the Board.
3	5:45	Clergy reports	<b>Rabbi Amy:</b> She spoke with reporter from VPR and took photos at OZ building. Photos and written story are now on VPR's website. Getting ready for High Holidays.  <b>Cantor Steve:</b> Wishes everyone a Shanah Tovah.
4	5:55	ED report	<b>Sarah:</b> We have 2 new member families:  1. Jacq Rose, Jim Burns, Violette and Jasper Burns <b>MOTION:</b> Nat moves to accept family. Board approves unanimously.  2. Molly Ritvo, Jason Stuffle and Jimi Ritvo Stuffle <b>MOTION:</b> Nat moves to accept family. Board approves unanimously.  <b>Staffing</b> There are two staffing updates. Tari Cote is leaving OZ as of September 30. She has secured a new position at St. Michael's. Sarah will learn some additional procedures from Tari to maintain continuity. She has posted a 20-hour per week position and she has received some resumes already. Members of the HR committee will work with Sarah to conduct Zoom interviews. Will conduct exit interview with Tari

			<p>on September 29. Judy R. or other Board members will submit questions to Sarah to pose to Tari or HR Committee members.</p> <p>Karen Robair will take a medical leave of absence for 3 weeks. This might lead to shortened hours at the Shuk. A former Shuk staff member will help for some hours. Sarah is unsure of the financial impact because of the lack of a budget.</p> <p><b>Dues and High Holidays Fundraising</b>  We have achieved our goal for High Holidays fundraising. As of this morning, we have 193 dues pledges (had 284 last year). Last year, we had \$351K in dues. Now we have \$263K. We budgeted for \$321K in latest budget proposal. Renewing dues pledges each year isn't working for us. We should consider having members remain members from year to year, with automatic payment via ACH, until they express a wish to terminate membership. The Development Committee will address this issue over the coming year. About 40% of membership pays monthly now.</p> <p><b>Security</b>  Two panic buttons have been installed, one in the main sanctuary and another in the small sanctuary. A buzzer entry system has also been installed in the small sanctuary. The key card system will be installed starting tomorrow. Key cards are programmable, so they can be turned off if lost or other reason. Will still have 4-digit keypad. Once key cards are delivered to members, the keypad will not be used anymore. Key cards will be uniquely identifiable to each person who receives one. We will also install shatterproof film on windows at the lower levels of the building.</p>
5	6:15	Queries about written reports	<p>Committee chairs are getting used to submitting monthly reports, which has created a nice flow of information and has also added to expectations for committees to move forward with their agendas.</p> <p>Hebrew School has begun. Parents are happy to be back in session even if conducted via Zoom.</p>
6	6:20	Updates from working groups (Big Picture, Board Decisions and Policies)	<p><b>Big Picture Working Group</b>  Jeff Potash sent info from Big Thinkers group and UVM effort to Adam, who has posted it to Dropbox. <b>ACTION: Should provide Dropbox link to Jeff Potash or Liz Kleinberg for their committee.</b></p> <p><b>Board Decisions and Policies Working Group</b>  A Google Drive folder started by Sarah contains a number of documents related to OZ policies. Nat has access to Dropbox from 2016-2017 with lots of materials that might be relevant. Jeff has reviewed all Board minutes posted to OZ's website, other than ones recorded by Adam (who will review his own minutes), noting anything related to policies, motions, or</p>

			resolutions. Notes from this effort have been posted to the Google Drive folder. Jeff has also begun work on weaving together all documents in the Google Drive folder, along with additional documents (e.g., Full Circle manual, Hebrew School manual), into a single document, with a table of contents and, eventually perhaps, an index.
7	6:30	Update on congregant calling ( <i>Oy vey!</i> )	Our current software does not coordinate with Google sheets to allow for dynamic updating of dues totals. It would be nice to have such a feature before making calls to congregants.
8	6:35	Treasurer's report	<p>On the General line of the budget worksheet, there is a \$74K difference between ordinary income and net income. This difference is the response to Rabbi Amy and Jason's efforts to raise funds. It's being recorded as non-operating income (below the line), and not included in ordinary income, which indicates our current financial situation. We are doing well on a cash basis at this moment. At last board meeting, we discussed recording \$15K of funds raised to operating income to offset the projected deficit to some degree. These funds are being raised for future needs, not just this year's needs.</p> <p>Families approached by Rabbi Amy and Jason have been asked to make at least a 3-year commitment to close OZ's budget deficits.</p> <p>Nadav has \$6K budgeted in the last budget proposal, but Naomi says that amount will not cover costs. But there is no budget in place to know what happens if Nadav exceeds its expenses.</p>
9	6:45	<b>Set date</b> of Congregational Meeting (Dec 6 or 13?)	<p>A Hebrew School event will be held on Dec. 13.</p> <p><b>MOTION:</b> Mindy motions to hold the next Congregational Meeting on December 6, 2020 at 7:30 pm. Wayne seconds. Board approves unanimously.</p>
	7:00	MINYAN	
10	7:20	<b>MOTION: Create <i>ad hoc</i></b> budget committee (see below)	<p>We started with the motion passed at the congregational meeting of September 8, 2020.</p> <p><b>MOTION:</b> Wayne S. submits a revised motion (<i>see text below</i>). Judy R. seconds Wayne's motion. Wayne summarizes text.</p> <p>Clause 1: Ad hoc committee shall have no more than 7 members. Trying to keep size of committee manageable.</p> <p>Clause 4: Text should change to read: "Any fundraising initiatives contemplated by the Ad Hoc Committee <b>are not to move forward unless</b> approved and coordinated by the Development Committee and Board."</p> <p>Questions and comments followed.</p>

			<p>Clause 6 limits access to meetings if confidential info will be discussed. But Clause 4 states confidential issues will be discussed (individual salaries and benefits). How should these clauses be clarified?</p> <p>At least 35 people have expressed interest in joining the ad hoc committee. It's fine to limit actual committee membership to 7 people. The committee wants to hear from other congregants as much as possible. Committee activities will be completed by the congregational meeting on December 6.</p> <p>Request is made to strike the phrase "congregational assessments" from Clause 5 and put "or" between "long-range planning" and "visioning."</p> <p>Clergy salaries and benefits are typically not shared with the congregation publicly. Rabbi Amy objects to providing this information to the ad hoc committee.</p> <p>The committee's efforts are a way of making sure the budget proposal is in line with the congregation's values. There is no intention that visioning will be concluded within 60 days. Is there a way to meld committee's visioning efforts with any current visioning efforts being undertaken by the Board and others? How can we be sure the various voices of the congregation will get heard?</p> <p>The assertion that the budget proposal does not represent the values or wishes of the congregation cuts deeply at the Board's role and effort, given communication between the Board and membership over past months and all of the work done by different committees to craft the budget.</p> <p>Wordsmithing of clauses followed.</p> <p>Josh motions to add to Clause 5 to include "formal" and "without Board consent" around "congregational assessments." Mindy seconds. Mindy withdraws second.</p> <p>Josh moves to strike "congregational assessments" from Clause 5. Wayne does not accept motion.</p> <p>Suzanne moves to close debate. Mindy seconds. Board approves unanimously.</p> <p>Board approves motion unanimously.</p>
11	8:30	Social Action/Adult Ed Committee report	<p><b>Nancy S.:</b> The adult education committee has begun addressing racism within our congregation and community. They started to address the issue by posting anti-racism signs on OZ's lawn.</p>

			<p>We are partners with the Social Action committee offering and planning a range of anti-racism opportunities for learning, reflection, and action. This includes partnering with VT Interfaith Action to a) train discussion facilitators, b) present a series of facilitated discussions with other congregations on the VT Reads book <i>The Hate U Give</i>, and c) offering a bystander training.</p> <p><b>Michael S.:</b> The anti-racism movement that has emerged in the country has been spontaneous. Have been working on Stopping Stones effort for the past year. It required a lot of work to make it seem smooth and simple.</p> <p>One of our members has affiliations with a shul in Brooklyn that has done a lot of work on racism. A meeting took place and advice was obtained about how to proceed.</p> <p>He wants us to approve a task force to be a convening and advising body for the Board about future efforts on anti-racism work. Have not discussed composition of the task force, but 4 members of Social Action Committee have started an effort to discuss with someone who has experience with this work. The task force would be representative of the congregation and representative of people with color and people with concerns. He will provide a list of names to be approved by the Board. A proposal will be presented to the Board in the future.</p>
12	8:45	<b>Form</b> working groups ( <i>see below</i> ) and set report dates	<p>Nat moves to form working group for #6 (staff luncheon or other appreciation event). We will delay forming other working groups until next month. Rebecca volunteers to work on this effort.</p> <p><b>ACTION: Nat will try to recruit someone else to help Rebecca with Working Group #6.</b></p>
13	8:50	EXECUTIVE SESSION (Board and Trustees only)	<p>Jeff moves to enter executive session. Suzanne seconds. Board approves.</p> <p>Wayne moves to exit executive session. Seconded. Board approves.</p>
14	9:30	Consultant	<p><b>MOTION:</b> Nat moves to hire Lisa Hills Associates to work on workplace environmental issues. Nat and Judy R. will negotiate a contract.</p> <p>Adam seconds. Board approves unanimously.</p>
		Adjournment	

**MOTION:** In response to a Resolution adopted at the OZ Congregational Meeting of September 8, 2020 (appended below) and pursuant to OZ Bylaws Sec. 9.19 (authorizing the Board to establish ad hoc committees for designated tasks) and Sec.9.2 (requiring at least one director to serve on any committee) the Board is establishing an ad hoc committee as described below.

1. Liz Kleinberg is invited to Chair the Ad Hoc Committee to Re-Examine the OZ Budget, and she may delegate the authority to act as Chair to another Committee member. The Ad Hoc Committee will be composed of no more than seven members including its Chair, up to four of the Committee's seven members to be mutually agreed upon by Liz Kleinberg and OZ President Nat Lew and up to two of the seven other Committee members to be appointed by OZ President Lew from members of the OZ Board -- the other member being the Committee's Chair.
2. The Ad Hoc Committee is authorized specifically to re-examine the OZ budget for the period July 1, 2020 through June 30, 2021, and shall provide, a recommended amended budget to the Board no later than Friday November 6. The Committee is urged to consult with the Finance, Human Resources, and Development Committees as necessary.
3. Upon receiving the Ad Hoc Committee's recommended amended budget, the Board shall immediately pass those recommendations on to the Finance Committee, requesting that Committee's feedback by November 17. If the Ad Hoc Committee proposes any personnel changes other than those included in the budget the Board presented at the Congregational meeting of September 8, 2020, the Board shall request feedback from the Human Resources Committee immediately upon receiving the Ad Hoc Committee's recommendations.
4. The Ad Hoc Committee will be permitted to see individual salary and benefit costs for employees, **excluding** clergy, **and** may not review copies of clergy contracts. Any fundraising initiatives contemplated by the Ad Hoc Committee **are not to move forward unless** approved **by** and coordinated **with** the Development Committee and by the Board.
5. Nothing in this Resolution is deemed to authorize the Ad Hoc Committee to engage in any long-range planning, visioning, or congregational assessments. The Ad Hoc Committee's charge is limited to re-examination of the proposed OZ budget for the period July 1, 2020 through June 30, 2021 and the submission to the Board, if it chooses, of a recommended amended budget.
6. Ad Hoc Committee meetings shall be open to any OZ member, except when confidential aspects (**including salary and benefit information**) of the budget are discussed.
7. The Ad Hoc Committee shall terminate no later than the day of the December 2020 Congregational meeting, unless extended by future vote of the Board.

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## Attachment

Resolution adopted at the OZ Congregational meeting of September 8, 2020: "Liz Kleinberg motions to (a) refer the proposed budget to an ad-hoc committee, and (b) request the Board to form an ad-hoc committee. In accordance with Ohavi Zedek's by-laws, the ad-hoc committee will prepare an amended budget proposal to be submitted to the OZ Board and Finance Committee by mid-November."

## Working Groups:

1. [Already exists:] To collect information from previous Big Picture groups in one place.
2. [Already exists:] To collect and organize previous Board decisions and policies.
3. To clean up and update the old Board Dropbox files.
4. To make a policy recommendation on prorating health insurance for part-time workers.
5. To make a policy recommendation on standardizing overhead fees for in-house programs, or just leaving them *ad hoc* as now.

6. To plan a staff luncheon or other appreciation event, maybe during a middle day of Sukkot.
7. To propose by-law revisions and design an officer succession process.
8. To begin work on a Membership Engagement Plan by reviewing the ideas from the Membership Committee discussion at the July Board meeting, the ideas generated at the Dec 2019 Congregational Meeting, concrete implementable ideas from Big Picture processes over the last few years, and any other ideas floating around.

#### **Action Items from Previous Meetings:**

1. Nat will send the list of committee chairs and members to Board members to see if anyone could be approached to serve on Board. - DONE
2. Explore cost of unemployment insurance. – DONE, NOT AVAILABLE
3. Secure assistance of parliamentarian for congregational meeting. – DONE
4. Suzanne will email Board members the names of people the committee contacted. – DONE, ONGOING
5. Discuss overhead fees for programs and generate a policy statement – ON AGENDA TO GO TO W.G.
6. Actively recruit members to join the Membership Committee and help Richard. – WORKING ON IT
7. Nat to revisit committee liaisons with eye to prioritizing, not just distributing. – WORKING ON IT
8. HR Committee will draft a code of conduct for Board members - INITIATED
9. Sarah, David R. et al. will develop plan for implementing a key card system – WORK UNDERWAY
10. Sarah et al. will gather estimates for a PA system - UNDERWAY
11. HHD marketing needs to make sure to highlight that everyone is welcome, trying to reach unaffiliated Jews in the community.
12. Need help to manage the Zoom room when each High Holiday service is over, keeping the Zoom link open to give people a chance to talk to each other. There are 8 time slots to fill.
13. Fundraising Committee will develop ideas about soliciting donations from those who attend High Holiday services via Zoom.
14. Create a working group focusing on sanctuary redesign – ON HOLD DUE TO COVID & BUDGET