Temple Sinai Board of Trustees Meeting Notes

Open Session

04/09/2019

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<tr>
<th>Attendees</th>
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<td>Larry Jacobson</td>
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<td>David Eisner</td>
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<td>Amy Rittenberg</td>
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<td>Vicki Goldman</td>
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<td>Sandy Korn</td>
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<td>Frank Urman</td>
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<td>Jeff Lavenhar</td>
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<td>Lane Feingold</td>
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<td>Alix Joseph</td>
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<td>Kathy Zeiger</td>
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<td>Wendy Vean</td>
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<td>Larry Polman</td>
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<td>Bruce Tully</td>
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<td>Neil Culbertson</td>
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<td>Rabbi S. Rheins</td>
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<td>Shela Purdin</td>
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<td>Cantor S. Nesis</td>
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<td>Lisa Thorner</td>
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<td>Lauren Bubis</td>
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<td>Melissa Oxenhandler</td>
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<td>Loretta Cawelti</td>
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Time: 6:06pm - 7:35pm

Agenda:
I. Call to Order & Quorum  Lawrence Jacobson, President
II. Consent Agenda Including Lawrence Jacobson
III. D’Var Torah  Rabbi Rick Rheins
IV. Annual Event  David Eisner
V. By-Laws  Steve Weinstein
VI. Financial Report  Frank Urman
VII. Nominating Committee  Frank Urman
VIII. Budget Discussion and Update  Frank Urman, Vicki Goldman, Lawrence Jacobson
Including Fundraising
IX. Miscellaneous/Other
X. Executive Session

Notes
I. Call to Order & Quorum  Lawrence Jacobson, President
II. Consent Agenda and Housekeeping items  Lawrence Jacobson
   • Motion to approve previous meeting minutes:
     o Motion: Vicki Goldman
     o 2nd: Frank Urman
     o Motion: Status approved
   • Staffing Issues
     o Cisco is leaving Temple Sinai in about 4 weeks (will be going back to MX and enroll in school), Loretta will work with Cisco to help define his position and the expectations for this position and how to find the right replacement.
Loretta is networking and asking the board for support in finding a replacement for Cisco. Due to Cisco’s skill set, we may need to look at additional support (perhaps another employee in addition to a custodian) to replace his wide abilities.

- Ron Leff is working on scheduling and fees for Religious School in 2019/2020, will have this complete and ready for the distribution to the families before the end of the school year.
  - Due to attendance issues in the current school year, 9th/10th grades will move back to Wed, 8th grade will move to Sundays.
  - The Hebrew program is challenging due to the attendance of families, Ron is looking at various options to try accommodating the families. Wednesday’s will be focused on Hebrew, and Sunday’s have focus on Judaic studies.
  - A discount for pre-school families was in place and will likely be carried over into the next school year.
  - Ron suggested that we develop a “non-member” rate on a 1-yr basis to help be a bridge into membership
    - Motion to create a 1-yr surcharge for religious schools, “try before you buy”, the staff will need to track and monitor and help drive membership.
      - Motion: Alix Joseph
      - 2nd: David Eisner
      - Status: Motion Approved
    - Current rules require membership to be in Temple Sinai Religious school

III. D’Var Torah     Rabbi Rick Rheins
IV. Annual Event     David Eisner
  - $61K has been raised so far including sponsorships (as of 4/9/19)
  - 191 have signed up for tickets
  - Revenues are projected above $80K
  - There are eight live items and there may be a few more available
  - The entire auction will be in the Social Hall, with the buffet for hors d’oeuvre

V. By-Laws         Steve Weinstein
  - See nominating committee section

VI. Financial Report      Frank Urman
  - Frank provided a report to the board for the members review
  - The staff is advised to make expenditures only as vitally necessary due to our concern for the budgeting process and cash available. The financial statements are still being developed by ShulSource.
    - ShulSource is working through all the key aspects of the input into QuickBooks
    - We are seeing gains in the output from this change-over to QuickBooks
  - The current view of using ShulSource through the delivery of the financials and into a new Controller (if we decide to move in that direction) is positive.
  - Current cash account/cash position is in solid shape, but we need to be concerned about the months of May/June. We will also see the increases in cash from the dues increases.
  - The BOF anonymous donor is in the process of transferring the ownership of stock and once complete, we’ll be able to finalize the pay-off of the mortgage.

VII. Nominating Committee  Frank Urman
  - A nominating committee report was distributed to the board
The committee is suggesting changes to the by-laws to allow flexibility to address the current and future needs of the congregation and Board selection, nomination and election.

The solution suggested is to create an amendment to address the near and long-term challenges in board terms and cycles, as well as requirements for positions.

A description of how the committee came to this point, and discussion about why the recommendations were made

A request was made to defer the vote on these changes to the next full Board meeting. The challenge with this is we have a very limited timeline for all the slate announcements and approvals.

- Can we make an announcement to the congregation about the changes?
- There are several other timelines and notifications that will need to be reviewed and potentially waived to get in alignment with the June 4th Annual Meeting.
- If we meet on 5/7 and approve, we’d need to have the 06/04 meeting and then have a second meeting to do the actual meeting with a vote.
- A suggestion was made that within the amendment, to change the timeline to more accurately reflect an appropriate notification to the congregation of the slate, and composition of the nomination committee.
- The Executive Committee/officers will be lowered to a minimum 5 from 7
- The change to nomination committee is changed to remove the end of term restriction
- The changes are all very narrow and specific

There is consensus among the Board to move forward with these changes and will present for vote at the next meeting.

VIII. Budget Discussion and Update

Frank Urman, Vicki Goldman, Lawrence Jacobson
Including Fundraising
- Referring back the Board report, there are about $195K in commitments and about $80K already collected in cash.

IX. Miscellaneous/Other

- The Marshall Fogel Library fund is being renamed: Ida and Max Fogel, Window of the World Fund
  - Motion: Bob Steine
  - 2nd: Alix Joseph
  - Status: Motion Approved.

- Greg Kellner is home and very busy with therapy and is warmly surrounded by family and friends

X. Executive Session

Comments from Jeff Lavenhar (unable to attend the meeting) and the proposed changes to the Bylaws:

I have now had the opportunity to read and reflect on the proposed Bylaws amendment. I regret that I am out-of-state for this important discussion but wanted to convey my position prior to tonight’s meeting, since I have served on the Nominating Committee for the past two cycles.

As a member of this Committee I re-developed the format designed to locate, identify and qualify potential candidate for the Board, interviewed candidates, vetted them, and reported
findings and results back to the Committee. As the sole continuous Committee member during this time period, I maintained the vetting information on prospective candidates, as well as the forms and format that were employed, sharing this information with the chairs from Susan to Bruce to Frank, to preclude the wheel from being reinvented.

This information included information on several promising candidates identified by the Committee who had indicated a willingness to serve but for various reasons did not matriculate, and who could still be available and of a mind to serve. Some were too busy at the time but clearly indicated to “check with me next year”

During my term of service Committee had been chronically late every cycle. This placed its members under undue pressure to locate and identify candidates. The result was that to an extent the committee could not do its best to fulfill its mandate, and many good candidates did not matriculate.

A Committee Chair should have been appointed in October, 2018 pursuant to the Bylaws. When this did not occur, out of an effort to avoid a repeat of the dysfunctional situation that has existed last November I volunteered to chair the committee including an offer to work diligently to locate and identify a possible replacement for President based on Larry’s expressed desire to move on by the end of 2019. Despite having previously served as a member of this Committee during a term of mine that was due to expire at the next Annual meeting, I was told that I was disqualified from serving for this cycle.

While certainly not the current Committee Chair’s fault, it was entirely predictable that in situations where insufficient foresight exists to ensure Committee continuity and other elements of timely formation are disregarded, and where persons with no current Committee experienced are appointed, seamless operation of the Committee cannot occur and Board will find itself in the awkward situation of having to create a stopgap solution such as the one before us now, an interim Bylaws amendment.

The Bylaws are our Constitution and should be amended carefully and cautiously. While I understand the need for this stopgap solution it certainly comes with some misgivings.

Attracting, identifying and vetting strong candidates for the positions of Trustee and Officer, who possess the qualifications, networks and desire to help our Temple thrive, is one of the most important functions of this Board. Every year I have served as a member of this committee it has not employed best practices nor fulfilled to its best potential the intended functions for which it was created.

While a stopgap Bylaws amendment may be necessary to deal with yet another last minute issue, the Board, through a more visionary approach, can find ways to abate what has become a somewhat chronic knee-jerk response to urgent situations. Through planning and preparation we can do a far better job to identify, define, analyze and resolve situations before they become urgent.
A start could be to completely overhaul of the rules and operating procedures of this Committee. Moreover, the Committee chair should be appointed at the ensuing Annual Meeting; there should never be a vacancy in this position since identifying good candidates should be an ongoing process.

Best regards,

Jeff Lavenhar
303.519.1142

Comments from Lane Feingold (unable to attend the meeting) and the proposed changes to the By-laws:
I will be out of town for work tomorrow and unable to be at the meeting. But in regards to the bylaws amendment that Frank is proposing for the Nominating committee, I wanted to make sure everyone is aware of Article XIII in the bylaws that deals with amendments of the bylaws. The language is below:

ARTICLE XIII. AMENDMENTS

A. Any amendment to these Bylaws may be initiated by the Board of Trustees, by a written proposal submitted to the Board and signed by at least twenty-five (25) Regular Memberships in good standing, or as recommended by the By-law Committee.

B. The Board shall consider any such proposal at its next Regular Meeting after the meeting at which it was submitted.

C. The proposal shall be declared adopted and these Bylaws modified accordingly only if approved by two-thirds (2/3) of the members of the Board.

D. A proposal for amendment which has been rejected by the Board may not be resubmitted for consideration unless six (6) months have elapsed since the time of such rejection.

E. These Bylaws shall be reviewed and amended, as necessary, at least every three (3) years.

Regards,
Lane

Lane Feingold