

**KEHILLA COMMUNITY SYNAGOGUE
BOARD OF TRUSTEES MEETING - VIA ZOOM**

-FINAL-

Date: October 27, 2020

Minutes taken by Shoshana

Board members:

Present: Karen Cohn, Catherine Lyons, Ruth Atkin, Ali Cannon, Lisa Korwin , Rachael Reiley, Stephanie Hochman Ori Tzvieli and Shoshana Finacom

Others present: Michael Saxe-Taller, Rabbi Dev Noily

Guests: Beth Weinberger, Tyler Lynn Sorrow, Don Stone

Minute Taker: Shoshana Finacom

Reviewed the following documents prior to the board meeting (in Google Drive):

- Kehilla Board Minutes Draft for approval at meeting
- All budget documents from Michael
- Proposed amendment to bylaws
- Arc of Change budget and proposal

Approval of the minutes

Approval of the 9/22/20 minutes. Lisa moved and Catherine seconded. Unanimously approved with one abstention.

FIDUCIARY: BOARD STEWARDSHIP OF TANGIBLE ASSETS

- **Budget** - Michael
 - **Quarterly Report**

Review of Balance Sheet and Profit and Loss Statement as of September 30, 2020. The balance sheet is the strongest in the last five years. Our current assets in the bank are \$1,197,396 (vs \$833,996 last year at this time).

- **PPP Loan**

We have a \$150,000 loan, and just this last week have heard from the bank that the forms to determine forgiveness of the loan are now available. Since we have fulfilled the necessary criteria, we expect full forgiveness, however, the timeline is unknown. The goal is to get the forms submitted in the next couple of weeks. At this time, we will not need to use the loan money.

It is suggested that we might consider using some of this money as "hazard pay" for staff. Ali is going to investigate it more. Ruth suggested using some of it for major building projects, such as the steeple, especially while the building isn't open.

- **Budget Revision**

It was agreed that once we cleared the HHDs we would revisit and review the budget. We reviewed the Proposed Predicted Budget. Income of \$810,220 was budgeted, and currently have received or pledged \$1,005,852, and the new proposed predicted income is \$1,067,550. See the document for the areas where the increased income is coming from. The only area where there hasn't been growth, is in rental income.

Total expenses were originally budgeted for \$960,623; to date the expenses are \$247,123, and the proposed revision is \$1,002,980, which predicts a surplus of \$64,570.

- **Priorities**

Review of KCS 2020-2021 Scenarios of possible increased expenses for this year document.

The two areas that have already been discussed and required approval are: (1) Youth Programs Assistant at a cost of \$4,000, and (2) Clergy Admin Support at a cost of \$5,500. Both of these positions are likely to be done by the same person. It is suggested to combine the two positions at 15 hours per week, revise the title and revise the job description. It was also suggested that the programming area of the budget should add a line item for technology.

Motion: Move to approve additional \$9,500 for staff support of the Youth Programs and Clergy. The title of the staff position to be determined. Ruth moved and Catherine seconded. Unanimously approved.

The three areas to be discussed and decided are:

(1) Cost-of-Living Adjustment (COLA) Salary Increases - A proposal was made to reinstate the cost of living increase and to do so retroactively back to July 1, 2020, which was the intention of the board had there been money to do so. The pre-COVID budget was \$13,000. This is a 2.5% increase, based on the Consumer Price Index from December 2019 (based on the pre-pandemic amount) and has decreased to around 1.6% since COVID. We need to decide whether it is a salary increase, or a bonus. If it isn't treated as a salary increase, it would mean it has been two years since staff have received an increase. We do have the PPP loan money to rely upon should we have a significant downturn in our budget and use it to protect staff salaries. If we are going to adopt a new practice of systematic use of COLA, we will need to decide what time of year we use that current percentage. The two key questions are what is the right amount and is it a COLA salary increase or a one-time bonus? It may be helpful to do more research how other non-profits determine COLA. Moving forward it needs to be determined when salary increases

are offered - anniversary of hire or at a specific time of year for everyone. (Note: in February the COLA was 2.9%)

Motion: Catherine moved to restore the COLA as it was originally proposed in the budget in the amount of \$13,000. Ori seconded. Unanimously approved.

As a follow-up, MS-T is to work with the FinComm as to what to do moving forward.

(2) Financial Staff - It has become clear to Michael that we do not have enough hours of support for bookkeeping and financial staffing as we continue to grow. It needs to be determined at what level the work requires and the hours needed. The structure will need to change. Between Michael and Molly, it will need to be determined what is needed. Currently, not enough work has been done to know what is needed at this time. The FinComm is fully in support of this. \$15,000 is proposed to encumber now, until we have a more concrete proposal from FinComm.

Motion: Lisa moved to encumber \$15,000 for paying for financial staffing until a later date when we have the info needed to make a decision. Ruth seconded. Unanimously passed.

(3) Moving POC Coordinator position into the Operating Budget - Rabbi Dev talked about the Belonging & Allyship Project and receiving an anonymous gift to use for racial justice work. It had been determined we needed a POC coordinator to help with POC and racial justice work. Ruthie Levin was hired and has been doing this for the last year offering a regular monthly POC Shabbat, annual Chanukah and Passover events and an HHD workshop - it is building slowly. The reason to move this position into the operating budget is that this is something that we need to sustain - as we currently have an all white board, bimah team, and staffing with the exception of admin and custodial. As we move to the racial justice framework, a commitment should be made to have the position inside the budget, rather than outside - it better aligns with our values.

Motion: Stephanie moved to support the expense of the POC coordinator position into the general budget. Catherine seconded. 8 yesses, 1 nay. Motion passes.

- **ARC of Change**

- Approval of contract

The ARC of Change initiative is a result of the work that has been done as reflected in the email and documents that Michael presented to the board. There is a Diversity, Equity and Inclusion Team developing that is a key group of people working with Yavilah McCoy over the next 9-10 months, which will include half of the team being POC. There is also a team of people for specific fundraising,

including Michael, Lisa, Susan Freundlich and Ruthie Levin, with a couple of other people to fill it out. The next step is to sign a contract with Yavilah, which will require a \$10,000 deposit upon signing. We reviewed the proposed budget provided by Michael. It is currently anticipated that the fees will be in the range of \$40-50,000 for Dimensions Consulting, with an overall budget of \$57,000, and up to \$62,000 should Yavilah be able to travel and attend in person. Income proposed from fundraising and grants is budgeted to be \$63,000.

Discussion:

- Concern about signing the contract and committing to pay the deposit of \$10,000. We currently have on hand \$17,000. Before we hold the first training, we should have the funds in hand.

- Another concern is the amount of time Michael and Elle are spending on this - when they are already taxed. Michael has needed to spend a significant amount of time to make this project happen. He has some of his own questions as to how he is going to manage his time on a number of things. Much of Elle's work that is needed for this project is already included in her job responsibilities.

- There was a lot of concern about approving the \$10,000 deposit, versus what may be reflected in the contract about monetary expectations. Response: Assurances were made that it is strongly expected that the proposed funding sources from outside will come through. We expect to know about what to expect in participant fees and the Rodan Family Foundation Grant before the first training. The Fundraising Team is also very confident that the funds will be raised.

The board will vote on this once we have had an opportunity to review the contract. Therefore, in the coming days, the contract will be shared with us and a motion will be made and we will vote electronically.

Motion: Catherine moved and Rachael seconded to approve moving forward with the Arc of Change with the budget as stated with the fundraising plan, and approve using reserves in the rare event that the fundraising plan falls through. Ruth and Catherine will review the contract and ask for amendments if needed before Michael signs it. 8 yesses, 1 nay. Motion passes.

STRATEGIC DIALOGUE: BOARD PARTNERSHIP WITH MANAGEMENT

- **ED Report** - Michael

(1) We are co-hosting with JYCA, 1000 Grandmothers and GreenFaith a training on how to respond in the event of a coup with over 300 people already signed up. We also expect to have an opportunity for people to gather the night after the election.

(2) We continue to have an ongoing challenge with the gentleman who is sleeping on our stairs. Michael is working with Catherine, Dev and Talya Husbands-Hankins on how to respond to something that is very challenging. We are hoping he will respect our expectations, and if not, we will take other

steps. There remain longer term questions as to our policies about what we do with unhoused people camping on our property, which should be worked in consultation with the Homeless Action, a subcommittee of Kehilla's Economic Justice Committee.

(3)

- **Clergy Report** - Rabbi Dev
Will receive Clergy report via email.

GENERATIVE: SOURCE OF LEADERSHIP FOR THE ORGANIZATION

- **Board Development Committee**
 - **Amendment to bylaws**

Once the board approves the proposed amendment, it will need to be approved by the members. **Proposed amendment to Kehilla Community Synagogue By-laws:**

Proposed amendment to Kehilla Community Synagogue By-laws

ARTICLE V

BOARD OF TRUSTEES

~~Deletions~~

Additions

1. Number: The authorized number of Trustees of this Corporation shall be a minimum of ~~five~~ ten and a maximum of fifteen, and any member of the Synagogue may be elected a Trustee. ~~The Board of Trustees may continue its authority during any time that the number of members falls below ten, as long as there is a current process for filling the vacancies.~~

2. Term: Board members shall serve staggered terms of two (2) years. No Board member shall serve more than six (6) consecutive years.

3. Vacancies:

- a) In the event that a vacancy shall occur at any time on the Board of Trustees, the remaining Trustees shall have the right and the authority to fill the said vacancy at any regularly called meeting of the Board.
- b) ~~In the case of a Trustee who has left mid-term, s~~ uch appointment shall be for the period of the unexpired term of the Trustee whose place is being taken. ~~At the end of that period, any such appointee(s) may be nominated for an additional two-year term, to be considered for election to the Board at the next annual community meeting.~~
- c) In the case of the number of Trustees falling below the minimum of ten (10) members, such appointment(s) shall be for the remaining period of the current fiscal year, to achieve the minimum number of Trustees. At the end of that period, any such

appointee(s) may be nominated for an additional two-year term, to be considered for election to the Board at the next annual community meeting.

- d) Synagogue members may nominate themselves or other members to fill Board vacancies.

4. Election:

- a) New Board members, and those seeking an additional two-year term, shall be elected each year at an annual community meeting. Members elected at this meeting will begin their terms on the Board at the beginning of the new fiscal year.
- b) Candidates for the Board of Trustees are presented by the Nominating Committee, by self-nomination and/or nomination by another Synagogue member present at the Annual Meeting.

5. Consecutive terms: No Board members shall serve a term in excess of two years without re-election by the Synagogue membership.

Motion: Catherine moves and Ori seconds to accept the proposed amendment to Kehilla Community Synagogue ByLaws. Unanimously approved, including a sentence added to clarify that business can still be conducted if less than ten members.

AOB/ANNOUNCEMENTS

- **Planning for the next Sunday am 2 hour session**
- **Scheduling of future meetings**
 - Executive session 6:00pm-6:40pm
 - General session 6:45pm-8:15pm
 - If necessary continue executive session after general session
- **November meeting is 11/24 (note changed date from 11/17)**
- **December meeting is 12/15**