

**KEHILLA COMMUNITY SYNAGOGUE
BOARD OF TRUSTEES MEETING MINUTES**

FINAL

Date: 2021-07-27

6:45-8:30

Attending: Stephanie Hochman, Rachael Reiley, Lisa Korwin, Ruth Atkin, Dina Burg, Pamela Berkowitz, Michael Myers, Ori Tzvieli

Staff: Michael Saxe-Taller, Dev Noily

Not attending: Nina Cohen

Guests: Don Stone

Please review the following documents in Google Docs prior to the board meeting:

- **Meeting Agenda:**
https://docs.google.com/document/d/1eFkgWuW8PfXHE5UeoGD U6PahaZDW_Jd002MMoRzL3Bk/edit?usp=sharing
- **Minutes from June 2021:**
https://docs.google.com/document/d/11va4IBLsxNQxOmeYdpgl_YaZiUnBHWw3wmpxhYvGZXw/edit?usp=sharing
- **ED Report** (See Michael S-T's email dated 7/22: Subject: Documents for Tuesday's Board Meeting and a Request. Report plus additional information available there.)

AGENDA

Minutes taker: Maggie Grabmeier

OPENING

1. Group check-in
2. Leadership Team Intros
3. Spiritual Opening
4. Approval of minutes - **Rachael Reiley moved to approve, Pamela Berkowitz seconded, four in favor, no opposed, 3 abstained (Ruth, Dina and Stephanie abstained)**

FIDUCIARY: BOARD STEWARDSHIP OF TANGIBLE ASSETS -

Report about Refinancing Kehilla's mortgage

- Resolution re: Refinance Terms. Vote on 75-25% split. See Bank of West terms as outlined in the Bank's Term Letter dated April 19, 2021. (ie. **Structure**-Term Loan; **Rate**- 25% into the Five (5) year Interest Rate Swap + 2.00%, today's indication rate is 2.87% and 75% into the Ten (10) year Fixed Rate through an interest rate swap, today's indication rate

is 3.45%. **Term** –Ten year term). (Refer to the Finance Committee’s letter attached to Lisa’s meeting email sent 7/23/21, Subject: Tuesday's Board Meeting Agenda plus supporting documents.)

- Ruth - The finance committee supports the Bank of the West proposal to divide the principal amount owed on the building (\$1.1m roughly) into a refinanced hybrid loan - 75% into a 10-year fixed rate, and 25% into a 5-year loan.
- Kehilla currently pays a 4.5% interest rate, and the interest rates available in the 10-year loan is (at this point) 3.5%. Michael S-T, estimates this refinancing could save \$7-8k per year.
- The main advantage for the 5-year portion of the loan is that there is no penalty for prepayment (if for example we received a large donation to bring down building cost)
- Laura Boxer and Dan Albert helped communicate with the bank, and they are working on helping the bank produce the documents we need.
- Both portions would have to be refinanced before balloon payments kick in at the 10 year mark.
 - **VOTE: Resolutions for Board Approval:**
 1. The Kehilla board of trustees hereby approves that the mortgage be refinanced with a hybrid loan whereby 75% of the outstanding principal be placed in a 10 year loan with a fixed rate determined at time of closing and 25% of the outstanding principal be placed in a loan with a fixed rate for 5 years, which allows for prepayment of interest.
 2. The Board of Trustees also authorizes the co-chairs, Rachael Reiley and Stephanie Hochman, and the treasurer, Ruth Atkin, and executive director, Michael Saxe-Taller to act as signatories in whole or in part on the refinancing paperwork as may be needed.

Lisa moved to support the two resolutions, it was seconded by Ori, and approved unanimously

What happens next: the appraisal for the building will happen in early August, then the bank will make an offer. The offer is expected to be signed off on in the next month. Michael S-T, Laura, and Dan will be in touch with information on what is required of signers.

STRATEGIC DIALOGUE: BOARD PARTNERSHIP WITH MANAGEMENT

ED Report

Michael S-T -

- Invitation to the board to attend in-person hybrid events and the open house, and spread the word. Searching for volunteers to staff the welcome station at the open house
- Leaders retreat February 11-13 - we want a board member on the planning team
- New board members are asked to send a bio and photo to Dee for the website
- **Report Budget proposal to actuals for FY 20-21**
(https://docs.google.com/spreadsheets/d/1L_ejnEqWyjnRhEFkSQxG4uoj7hvnK0KQwUI4MWT2Ud8/edit?usp=sharing)
 - With some elements and numbers subject to change, the board went over the budget and earnings report for FY 20-21
 - Google Sheet "2020-2021 Year End P&L Preliminary":
https://docs.google.com/spreadsheets/d/1L_ejnEqWyjnRhEFkSQxG4uoj7hvnK0KQwUI4MWT2Ud8/edit#gid=0
 - Despite a more conservative estimate, Kehilla raised a total of \$1,292,032 - \$269,002 in income over expenses (including restricted funds)
 - P&L without restricted funds - \$144,000 or so (including funds from the PPP loan, it's \$220,000 or so)
 - Surplus projects (in the surplus tab of the Google sheet): Michael S-T suggested that Kehilla increase the amount budgeted for sabbaticals to \$50,000 rather than \$35,000, and no one dissented (not a vote)
- There is currently \$64,000 in surplus that has not been committed to a project, and it is the board's responsibility to allocate that money. The group (at the suggestion of the finance committee) decided to wait to decide on what to do with the surplus until later in the year. (no dissenting opinions, no vote.) One suggestion was to wait until the October board meeting when we'll have a better understanding of income received from dues and donor solicitation efforts.

Clergy Report

- Dev: reported on HHD momentum, developing an exciting lineup of teachers for the services, bringing POC into HHD leadership, as well as a few in-person HHD events

GENERATIVE: SOURCE OF LEADERSHIP FOR THE ORGANIZATION

Status of Board committees' members

- Personnel - Pamela, Nina, Stephanie (board members only)
- Board Membership/Development - Ori, Dina (Stephanie - liaison) (board members only)
- Finance (FinCom) - Ruth, Michael M (Rachael - liaison)
- Generosity (GenCo) - Lisa, Rachael, Steve Brown

- Member Engagement (none), does not exist yet
- Organizational Development (OD) (none), does not exist yet
- The board is welcoming ideas for potential members to add to committees
- Stephanie suggested each committee set out plans and visions for the year - discussing plans for topics like recruitment, other skills needed in the committees, issues that the board might want to focus on
- Pamela will search for pre-existing committee descriptions to support planning and recruitment efforts and report back.

Other Committee reports/updates

- **Generosity Committee:** Legacy Giving Update
 - Lisa: GenCo is building the legacy campaign (making a planned gift as a part of one's estate). Lisa will reach out to board members individually with more information and a request to participate.
 - **Personnel Committee:** No items this month
 - **Finance Committee:** See Mortgage Refinance item above under Fiduciary report

AOB/ANNOUNCEMENTS - 10 mins

Board schedule – with proposed dates

- July and August meetings will stay on the fourth Tuesday of the month.
- The **September meeting** will be moved to **October 5th**
- The **October** meeting will be on **October 26th**
- The **November and December** meetings will be combined into one meeting on **December 7th**
- January through May will be as usual (the fourth Tuesday of the month)
- We'll re-assess the date of the June 2022 meeting later

Zoom/in-person consideration

- The board decided to try to keep Zoom meetings as an option (potentially some hybrid meetings in the future) for accessibility
- The board will re-assess the possibility of having in-person meetings at the September meeting (on October 5th) with the possibility of having the October 26th meeting as a hybrid.

Bar/Bat Mitzvah responsibilities

- Board members will invite congregants to participate in Kehilla's leadership at Bar/Bat Mitzvah services when we transition to in-person

Meeting adjourned at 8:30pm