

**Kehillat Beth Israel
Board of Directors
November 16, 2021
Zoom Meeting
Minutes**

Present:

Adina Libin
Norm Ferkin
Jeff Greenberg
David Lyman

Jaimee Mitzmacher
Victor Rabinovitch
David Roytenberg
Jeremy Rudin

Judah Silverman
Donna Strauss
Olga Streltchenko
Harland Tanner
Madelaine Werier

Secretary:

Jodi Gitter

Clergy Present:

Cantor Jason Green
Rabbi Eytan Kenter
Rabbi Deborah Zuker

Staff Present:

Rena Garshowitz

Regrets:

None

1.0 PRELIMINARY MATTERS

1.1 Call to Order

Victor Rabinovitch

The meeting was called to order at 7:00 PM.

1.2 Call for Declaration of Conflict of Interest

Victor Rabinovitch

None of the members present declared a conflict of interest.

1.3 D'Var Torah

Rabbi Kenter

1.4 Moment of Silence to Commemorate Those Congregants Who Have Passed Away Since the Last Board Meeting Victor Rabinovitch

Marilyn Bard-Stegenga
Abe Feinstein
Stanley Hock
Dorothy Hymes
Chuck Polowin
Sarah Resnick
Emanuel Singer

1.5 Approval of the Agenda of November 16, 2021 Victor Rabinovitch

A motion was made by Madelaine Werier and seconded by Donna Strauss to approve the agenda of November 16, 2021.

All were in favour. The motion was carried.

1.6 Approval of Board Minutes From the Meeting Held on October 7, 2021 Victor Rabinovitch

A motion was made by Jodi Gitter and seconded by Norm Ferkin to approve the Board minutes from the meeting held on October 7, 2021.

All were in favour. The motion was carried.

1.7 Business Arising from Previous Minutes Victor Rabinovitch

None

2.0 REPORTING WITH DISCUSSION AND VOTE

2.1 Business Raised By Any Director Requiring Board Decision and Authority

1. Operating Policy #13: Rules of Order for Meetings

The purpose of Operating Policy #13 is to establish a set of rules and customary practices to be followed at Annual General meetings, Special General Meetings, and Board of Directors' Meetings so that these meetings can be run efficiently

and fairly.. This should allow for people to get through the substance of the meeting without unnecessary procedural distractions.

David Lyman explained that a congregant noticed a gap during the AGM whereby rules were proposed for Board meetings but not explicitly proposed for how to run an AGM or a general members' meeting. Hence, these proposed revisions were made to Operating Policy #13 by the Governance Committee.

- Victor asked if amendments to a motion could be made during a Board or AGM discussion. David Lyman replied that they could be made.
- Norm explained that Operating Policy changes fall under the purview of the Board while Bylaw changes need to be made at AGMs.

A motion was made by David Lyman and seconded by Norm Ferkin to repeal the Operating Policy #13 that was enacted by Resolution of the Board at a meeting held on October 7, 2021 and replaced by the new Operating Policy #13 that is presented to the Board on this day, November 16, 2021.

All were in favour. The motion was carried.

2. Appointment of Past President

Pursuant to By-law No. 1, section 6.06, a motion was made Victor Rabinovitch seconded by David Roytenberg to appoint the Immediate Past-President, Judah Silverman, as a Director of the Corporation and member of the Board of Directors.

All were in favour. The motion was carried.

3. Appointment of Committee Chairs

Pursuant to General Operating By-law No. 1, Sections 9.02 through 9.07, the Board of Directors must appoint committee chairs for each standing committee.

- Victor said that he would speak to Committee Chairs during coming weeks to discuss their memberships, their various Terms of Reference, and their proposals for work mandates.
- Victor said that he would like to establish a Building and Land Committee to focus on building upkeep and enhancements.
- Victor spoke eloquently about each Committee's Chair.

A motion was made by Madelaine Werier and seconded by David Lyman to appoint the following individuals as Chairs of the Standing Committees and other committees for the 2020-2021 period.
Nominating Committee – Judah Silverman

Ritual Committee - Ralph Anzarouth
Finance & Audit Committee - Adina Libin
Governance Committee – Stephen Bindman
Membership Relations Committee - Helen Zipes
Youth Committee - Jackie Luffman & Anne Read
OTT/KBI Project - Jeremy Rudin
Life and Legacy Committee - Howard Cohen
Inclusion Committee - Madelaine Hill
Adult Education Committee - David Roytenberg
Fundraising Committee - Judah Silverman

All were in favour. The motion was carried.

Discussion ensued about how the importance of committee work for synagogue programs and the importance of participation by Board Members. This was the essential finding by the recent 'Committee on Committees', which had reported to the Board earlier this year. As an experiment, to help expand participation by KBI members, some committee Chairs are not Board Members but every committee will have at least one Board member.

4. Appointment of Personnel Committee Chair

A motion was made by Norm Ferkin and seconded by David Lyman that Victor Rabinovitch, as Immediate Past President, will step aside as the Chair of the Personnel Committee, and that Harland Tanner, who served in this position, will continue to serve.

All were in favour. The motion was carried.

5. Appointment of Synagogue Representatives

Pursuant to General Operating By-law No. 1, Section 9.08, the synagogue requires representation on several community-based organizations. The Board of Directors must appoint these individuals each year. (The KBI representative to the Ottawa Vaad Hakashrut will be proposed at the next Board meeting.)

A motion was made by Norm Ferkin and seconded by Donna Strauss to appoint the following individuals as synagogue representatives for one year:

Jewish Memorial Gardens – Leon (Liney) Bronstein and Harvey Slack
Masorti Canada - Mercaz Canada - David Roytenberg

All were in favour. The motion was carried.

6. Designation of Signing Officers

There is a need to establish the designated signing officers for the shul. To do so, a corporate resolution is required.

A motion was made by Judah Silverman and seconded by Jaimee Mitzmacher to name the following individuals as designated signing officers: Victor Rabinovitch, Jeremy Rudin, Adina Libin, and Rena Garshowitz, and to rescind any previous appointments.

All were in favour. The motion was carried.

3.0 REPORTING WITH DISCUSSION BUT WITHOUT VOTE

3.1 President's Briefing

Victor Rabinovitch

Victor shared his ideas and his sense of momentum and targets that he hopes we can achieve for the coming year.

He spoke about his three goals.

1. EDUCATE:
 - To inform congregants and non-congregants of happenings and programs
 - To train congregants and non-congregants in all areas connected to Judaism and its practices and customs
 - To create a stronger identity and respect for being active, modern Jews
 - To build on the good education activities that exist now and expand upon what KBI already does
2. PARTICIPATE:
 - To allow for meaningful opportunities to participate in rituals and help congregants overcome a possible lack of knowledge
 - To encourage Board Members and other KBI members to participate on various committees, and in other synagogue activities.
3. REPAIR:
 - To initiate a systematic work program for repair and modernization of the building, seeing how our facilities have significant problems and work should not be postponed.

3.2 Report on 'Committee on Committees'

Jeremy Rudin

Jeremy reminded the Board about the main findings of the 'Committee on Committees'. He emphasized that a successful committee should have:

1. A clear role

2. Terms of Reference
3. An annual mandate
4. A good working relationship between volunteers, Clergy and staff members
5. A clear understanding that volunteers do not direct the Clergy or staff
6. An obligation to provide regular reports to the Board
7. Ongoing liaison with the Board, with normally one or more members of the Committee who also sit on the Board

Victor asked Rena to re-circulate the report, as it will help guide the Board in its work with its committees.

3.3 Update on Ottawa Talmud Torah

Jeremy Rudin

Jeremy had circulating a brief report and he now asked Rabbi Kenter to speak to the Board about why an Afternoon School is essential.

Rabbi Kenter described how an Afternoon School would allow KBI to offer a high quality Jewish education to congregational families whose children do not attend a Jewish day school. It could also help attract more (and younger) member families. It could also be an opportunity to serve the wider Jewish community of Ottawa, with students not limited to only KBI members. An OTT that is part of KBI will draw on synagogue expertise and enjoy more stability and wider promotion among families, while continuing the long Ottawa tradition of having a broad-based afternoon school.

Jeremy explained that discussions were now underway with OTT representatives on creating a new partnership that would merge OTT and KBI. Many details are being examined. KBI would enter into an Agreement in Principle (AIP) with OTT only if there is Board approval.

He explained that due diligence examination will be needed. If this proves satisfactory, and if OTT remains willing to move ahead, the KBI Board will be asked to approve the following:

1. Matters of Governance
2. Financial Matters
3. Legal Matters

Jeremy presented a timeline with the goal of a launch for September 2022.

Discussion ensued about the motives, goals and desired outcomes for both parties. Rabbi Kenter explained the basis of this partnership: KBI would like OTT to operate under our auspices and OTT would like the involvement of KBI's clergy to assist and ensure quality in the curriculum. Madeleine asked about protocols for safety and inclusion, and how our Board will be involved. David

Lyman asked about the educational goals of the school. Jeremy noted the important questions and said these are areas that require further work.

The big question remains: Is a merger agreement with OTT possible? If it is not possible, what initiatives will KBI consider for its own education program?

4.0 FINANCIAL MATTERS

4.1 Executive Director's Written Statement Respecting the Status of Staff Salaries and remittances to Government Rena Garshowitz

Rena presented the statement for employee wages to the Board.

4.2 Review of Financial Statement and Q1 Analysis Adina Libin

Adina walked the Board through the Q1 financials. She explained that in future she would report actual dues received for each month of the financial year. From a revenue perspective, KBI is currently doing better than budgeted. However, there is a continuing need to focus on how to get revenues up.

Credit card processing fees seem high in her opinion, and need to be examined.

This will be the first year that income earned from KBI's endowment (invested with the Ottawa Jewish Community Foundation) will be used to fund KBI operations. This is a proper use of such investment income, but it shows how we need to give attention to generating revenues. Conversations will need to take place about investment income, how much we will want to allocate toward capital repairs, and how much of a revenue deficit we as a Board are comfortable with.

Judah, as Chair of Fundraising, explained how he hoped Legacy Fund of Beth Shalom would assist with covering the cost of the tents used during the High Holy Days, and several other expenses.

Rabbi Kenter spoke about the importance of congregants stepping up to sponsor kiddushes. Birthdays and anniversaries are incentives to sponsor.

Jaimee asked about the possibility of preparing kiddushes in-house.

5.0 REPORTING WITHOUT DISCUSSION OR VOTE

5.1 Other Business Raised by Any Director

Committee Reports had been circulated in advance of the Board Meeting. Victor drew attention to reading these reports ahead of the Board meetings. He highlighted two points:

- The Life and Legacy Committee is calling for volunteers
- The Youth (Tots to Teens) report is very fulsome and a future presentation by the Youth Committee to the Board will be desirable.

6.0 IN CAMERA

7.0 ADJOURNMENT

The meeting was adjourned at 8:58 PM.

The next Board Meeting will be on December 16, 2021 at 7:00 PM