

Board of Trustees Meeting

March 18, 2020

via Zoom

Minutes

Chair: Heidi Schell ♦ Minutes: Arlene Rosenberg ♦ Timekeeper: Andy Oliff

Attendees

Board

Nathaniel Bergson-Michelson
Julie Feuchtwang
Jenna Fisher
Scott Haber
Jon Herstein
Marilyn Hollinger
Ware Kuschner
Jason Pollard
Andy Oliff

Gene Podkaminer
Betsy Rosen
Arlene Rosenberg
Lisa Rosenthal
Heidi Schell
Eric Schlezinger
Adam Steinberger
Mary Ann Waterman
Maria Yarmolinsky
Stuart Zussman

Staff

Rabbi Lisa Delson
Rabbi Dan Feder
Cantor Alexandra Fox
Jonathan Harris
Rabbi Molly Plotnik
Ayelet Shapiro
Allison Steckley
Madeleine Steckley
Karen Wisialowski

Heidi called the meeting to order at 6:16 pm

1. Welcome

- Arlene called roll and established that all Board members were present.
- Heidi and Rabbi Feder expressed gratitude for the strength of the PTS, URJ, and Burlingame communities during these uncertain times.

2. D'var Torah (*Lisa Rosenthal*)

3. Blessing for Community Service

4. Search Updates (*Lisa Rosenthal, Stuart Zussman*)

Presentation

- Stuart announced that the Director of Education search committee, together with Rabbi Feder, has selected Liora Alban to be our next Director of Education. Rabbi Alban will be graduating from HUC-JIR this May. Stuart, Heidi, and Rabbi Feder noted that Rabbi Alban more than met all of the search committee's criteria; connected immediately with PTS's Vision, Mission, and Values and its Shabbat-based youth education program; is a strong writer and a creative thinker; and has a strong pulpit presence.
- Lisa announced that the cantor search committee, together with Rabbi Feder, has selected Anna Zhar to be our next cantor. Cantor Zhar has been working at a small synagogue near Westchester, New York, and would like to become part of a larger synagogue community. The search committee was "bowled over" by Cantor Zhar's

wonderful voice, engaging personality, and strong recommendations.

- Heidi congratulated the two search committees for working so quickly and effectively.

5. Budget Update (*Adam Steinberger*)

Presentation/Discussion

- Adam praised and thanked the members of the Finance Committee: Judy Bornstein, Gary Fishtrom, Roger Lazarus, David Monasch, Jason Pollard, and Nick Zeitlin. He also acknowledged and thanked Karen for her invaluable assistance in the budgeting process, as well as Jonathan, Rabbi Molly, and Allison for their contributions and hard work.
- Adam explained that before the COVID-19 crisis, the Finance Committee had agreed on a balanced budget that he had planned to present to the Board at this meeting. This budget reflected the costs associated with our new Director of Education and Cantor, as well as \$103K in savings from the anticipated pay-off of our mortgage in May 2020. In light of the financial uncertainty surrounding the COVID-19 pandemic, however, Adam and the committee decided to defer the budget presentation until a future meeting.
- PTS's current financial standing:
 - We have \$3.3M cash in the bank, some of which is in restricted funds.
 - \$1.7M is in a checking account and is therefore liquid.
 - The remaining \$1.6M is in short-term, rolling CD's, which we will convert to cash as they come due (since it is unlikely that interest rates will be increasing any time soon).
 - We have a \$900K unallocated operating reserve or "rainy day" fund, of which we hope to use as little as possible.
 - We are not at risk of failing to meet our payroll any time soon and do not need to make any sharp turns. We do, however, need to be prudent and communicate with each other.
- What do we do now?
 - The Finance Committee is meeting regularly and will continue to do so for the foreseeable future.
 - Karen, Jonathan, and others are looking at belt-tightening measures that we can implement right away to defer as many non-essential costs as possible.
 - We are creating a team of people to brainstorm mid-term and longer term cost-cutting and/or restructuring.
 - Areas of risk:
 - We have about \$200K in membership commitment remaining to be collected for FY 2019-20.
 - We are discussing the potential of preschool parents asking to withhold their March 25 payment for core tuition, which represents approximately \$185k. Karen and Allison have been gathering information about how other preschools and synagogues are managing the same issue. The next step will be to convene a small group of people to discuss options and make a proposal.

6. Purim Mishloach Manot

Presentation

- Heidi congratulated Betsy for her excellent work on the Mishloach Manot fundraiser. The fundraiser netted \$17K, which was short of our \$20K goal, but was better than last year's \$12,600.
- All preschool and senior Mishloach Manot packages were distributed. Youth Ed families were not able to receive theirs because the school shut down in response to COVID-19 before the packages could be distributed.

7. COVID-19

Presentation/Discussion

- Staff and lay leaders shared information about the synagogue's response to the COVID-19 shelter-in-place orders.
- Heidi noted that we have an excellent staff who can be trusted to make operational decisions without Board approval. Heidi will stay updated on staff decisions and will update or seek input from the Board as needed.
- Karen reported the following:

- o From the beginning, the synagogue's priorities have been to maintain the physical, mental, and financial health of our congregants and employees.
- o In making its early decisions regarding cancellations and closings, PTS followed San Mateo County Department of Public Health guidelines. Closing the preschool and postponing B'nai Mitzvah were very hard decisions.
- o How is the synagogue running with everyone working from home under the shelter-in-place order?
 - Because we employ an outside bookkeeper (Kesef), the staff is able to access financial information from off-site.
 - We have purchased a lot of new Zoom accounts, including accounts for all Youth Ed teachers.
 - Staff is holding daily departmental gatherings on Zoom and plan to begin holding daily all-staff check-ins as well.
 - One silver lining is that the staff is learning new tools and new ways to connect. They are keeping their eyes open for other resources that will allow them to work effectively from home.
 - We are fortunate that Mariano lives at the synagogue and is able to keep an eye on the building.
- o What can the Board do?
 - Share the message that PTS is open for business!
 - Participate in Rabbi Delson's efforts to reach out to congregants (see below).
 - Be flexible and spread the message of flexibility.
- Rabbi Delson noted that during this isolating experience, it is more important than ever to reach out and connect with our community, particularly those who are older or immuno-compromised. Therefore, she and Lauren Schlezinger have been working on a program for reaching out to every household in our congregation, using the structure already in place for our Caring Community. They are seeking volunteers to make phone calls, texts, and emails to members to find out how those members are doing. After reaching out, the volunteers will fill out Caring Community forms, the data will be entered into the synagogue system, and further action will be taken as needed.
- Rabbi Feder noted that times of great disruption can lead to great creativity, flexibility, and nimbleness. He welcomed Trustees to share with the staff any ideas they have about things the synagogue can be doing or people who need outreach from clergy or staff.
- Gene shared some thoughts about the impact on the synagogue's investments:
 - o PTS is in constant contact with our investment adviser.
 - o The Investment Committee will be meeting in a few days to consider whether some rebalancing of our portfolio is advisable.
 - o History shows that the market bounces back after great disruptions, although it may take some time.
 - o Our portfolio is invested very conservatively.
 - o We are keeping our cool!

8. Board Packet Q&A

Discussion

- No questions or discussion.

9. Governance (*Heidi Schell*)

Vote

See attached list for search-related motions.

Motion: To make a mortgage prepayment of \$66,000, inclusive of a small pre-payment penalty fee, on March 19, 2020 using the Financial Freedom Fund. The balance of the mortgage after this payment will be approximately \$26,230. The balance of the Financial Freedom Fund will be zero. (*Adam Steinberger*)

Background: Based on a handful of expected Financial Freedom contributions and continued monthly mortgage payments, we expect to

fully repay the mortgage by May 31, 2020.

- Adam Steinberger made the motion. Jason Pollard seconded.
- Motion passed.

Motion (*Jon Herstein*):

Vote

- To elect Cantor Anna Zhar to serve as Cantor for a three-year term commencing on July 1, 2020, pursuant to Article XI, Section 4 of the PTS Bylaws;
- To authorize Heidi Schell, President, to execute and deliver, on behalf of PTS, a three-year employment agreement with Cantor Anna Zhar;
- To authorize PTS and its officers and clergy to perform PTS' obligations contained in such employment agreement;
- To approve and ratify all actions taken to date by the Cantor Search Committee and the officers and clergy of PTS with respect to offering the position of Cantor, and negotiating the terms of employment, to the candidate recommended by the Cantor Search Committee.

Background: At the February, 2020 Board meeting the Board voted to authorize Rabbi Feder to extend, on behalf of PTS, an offer of employment to one or more candidates recommended by the Cantor Search Committee for the position of Cantor. The Motion also stated that once we have a candidate who accepts the offer, the Board will be asked to vote to elect the candidate and authorize the Personnel Committee to enter into contract negotiations with that candidate. Rabbi Feder extended the offer to Cantor Anna on March 5, and she enthusiastically agreed.

At a special Executive Committee meeting on March 3, the EC voted in the event of an offer to a cantor candidate prior to the March 18 Board meeting, to authorize the Personnel Committee to negotiate, on behalf of PTS, the terms of a contract with the cantor candidate jointly recommended by Rabbi Feder and the Cantor Search Committee.

Article XI, Section 4a of the Bylaws states "The Trustees may elect a cantor. Together with The Rabbi, a selection committee, established by the President with the consent of the Trustees, shall recommend a cantor for an initial term of up to three years. A two-thirds vote of the entire Trustees shall be required for the election of a cantor."

- Jon Herstein made the motion. Eric Schlezinger seconded.
- Motion passed.

Motion (*Scott Haber*):

Vote

- i. To elect Rabbi Liora Alban as Assistant Rabbi to serve as Director of Education, pursuant to Article XI, Section 3 and Article XII, Section 5 of the PTS Bylaws, for a three-year term commencing on July 1, 2020;
- ii. To authorize Heidi Schell, President, to execute and deliver, on behalf of PTS, a three-year employment agreement with Rabbi Liora Alban;
- iii. To authorize PTS and its officers and clergy to perform PTS' obligations contained in such employment agreement;
- iv. To approve and ratify all actions taken to date by the Director of Education Search Committee and the officers and clergy of PTS with respect to offering the position of Director of Education, and negotiating the terms of employment, to the candidate recommended by the Director of Education Search Committee and Personnel Committee.

Background: At the February, 2020 Board meeting the Board voted to authorize Rabbi Feder to extend, on behalf of PTS, an offer of employment to one or more candidates recommended by the Director of Education Search Committee for the position of Director of Education, provided that if the candidate is not a rabbi, the offer has been approved by the Personnel Committee. The Motion also stated that once we have a candidate who accepts the offer, the Board will be asked to vote to elect the candidate and authorize the Personnel Committee to enter into contract negotiations with that candidate. Rabbi Feder extended the offer to Rabbi Alban on March 3, and she enthusiastically agreed. The Personnel Committee has voted to nominate Rabbi Liora Alban to serve as Director of Education.

At a special Executive Committee meeting held on March 3, the EC voted to authorize the Personnel Committee to negotiate, on behalf of PTS, the terms of a contract with Rabbi Liora Alban, the rabbi educator candidate jointly recommended by Rabbi Feder and the Director of Education Search Committee.

Article XI, Section 3a of the Bylaws states "The Trustees may engage one or more associate or assistant rabbi(s). Together with The Rabbi, a selection committee, established by the President with the consent of the Trustees, shall recommend an associate/assistant rabbi to the Trustees for an initial term of up to three years. A two-thirds vote of the entire Trustees shall be required for the election of an associate/assistant rabbi."

Article XII, Section 5b states, "To fill an open professional staff position other than the Executive Director, the President will establish a selection committee. Together with The Rabbi, the selection committee will recommend a candidate to the Personnel Committee. After review and approval by the Personnel Committee, the Personnel Committee shall nominate such candidates to the Trustees. The hiring of a professional staff member requires a majority vote of the entire Trustees."

- Scott Haber made the motion. Adam Steinberger seconded.
- Motion passed.

10. Consent Agenda

Includes last month's Board minutes, approval of new members, and approval of any administrative resignations.

Vote

- Consent agenda passed.

11. Concluding Prayer

Meeting adjourned at 8:19pm.