

Board of Trustees Meeting

June 17, 2020

6:15p 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 Kushner
Andy Oliff
Gene Podkaminer
Jason Pollard
Betsy Rosen
Arlene Rosenberg
Heidi Schell
Eric Schlezinger

Adam Steinberger
Mary Ann Waterman
Maria Yarmolinsky
Stuart Zussman

Absent

Lisa Rosenthal

Staff

Rabbi Lisa Delson
Cantor Alexandra Fox
Jonathan Harris
Ayelet Shapiro
Karen Wisialowski

Guests

Linda Citron
Laurie Friedman
Diane Koss
Roger Lazarus
Lauren Miller
Allison Poggi León

Heidi called the meeting to order at 6:17 pm

1. Welcome (*Heidi Schell*)

- Heidi extended a special welcome to incoming Trustees Laurie Friedman, Roger Lazarus, and Allison Poggi León; incoming Sholom Women co-presidents Linda Citron and Diane Koss; and incoming PTO co-president Lauren Miller.

2. D'var Torah (*Ware Kushner*)

3. Blessing for Community Service

4. COVID and Reopening (*Rabbi Delson, Scott Haber, Heidi Schell, Karen Wisialowski*) Presentation/Discussion

- Heidi reminded Trustees that they were elected to lead the congregation. She acknowledged that leadership is difficult during these challenging times, and quoted Harvard leadership expert Martin Linsky, who says that leadership is “about disappointing your own people at a rate they can absorb as you get them to face the need to make tough trade-offs.” Heidi noted that in the current environment, Trustees need to manage congregants’ expectations, help them understand the challenges PTS is facing, and recognize that some will be disappointed.
- Heidi announced that PTS is launching a reentry task force to create a phased approach to reopening and a plan for communicating with congregants. The task force will be co-chaired by newly-elected Trustee Laurie Friedman, who is an expert in emergency planning and response. Another task force co-chair will be appointed soon. The preschool is launching its own task force, and the two task forces will coordinate and communicate with one

another.

- Scott reviewed general principles about the role, duties, and potential liability of the Board.
 - Role of the Board:
 - According to the California Nonprofit Religious Corporations law, under which PTS is organized, the Board is responsible for conducting the congregation's activities and affairs. The statute further provides that the Board may delegate management of the congregation's activities to others, but remains ultimately responsible for those activities.
 - Similarly, PTS's bylaws state that the Board is responsible for general management of the congregation's affairs and for setting policies, guidelines, and direction with respect to matters within its management and control.
 - Scott noted that because public policy favors encouraging volunteers to serve as trustees of nonprofit corporations, the law is not applied in a way that would make the role of nonprofit trustee overly onerous or burdensome.
 - Duties of the Board: Trustees have two primary duties in connection with their service – a duty of care and a duty of loyalty.
 - Duty of care:
 - The duty of care requires Trustees to perform their functions in good faith; in a manner that they believe to be in the best interest of the congregation; and with due care, which includes an obligation to conduct reasonable inquiry.
 - In exercising their functions, Trustees are entitled to rely on information, opinions, reports, or statements that are presented by reliable and competent officers or employees or by outside counsel, accountants, or other professionals as to matters within their professional or expert competence. This means that in exercising their judgment, Trustees may rely on Allison, Karen, members of Board, or other lay leaders on issues within those individuals' areas of expertise.
 - Duty of loyalty: The duty of loyalty requires that Trustees make decisions in the best interest of the congregation and not in their personal interest.
 - Potential liability:
 - If Trustees act in accordance with their duties of care and loyalty, they cannot be held liable for actions they take as members of the Board.
 - In addition, if someone should attempt to hold a Trustee liable for an action taken in their capacity as a trustee, the bylaws provide that the congregation will indemnify that Trustee (i.e. pay the Trustee's legal expenses) as long as the Trustee complied with their duties of care and loyalty.
- Karen described PTS's insurance coverage, noting that PTS has a comprehensive insurance program that is appropriate for congregations of our size. It includes many kinds of coverage, including liability, property, workers' compensation, and directors and officers coverage. In addition, after reviewing our policies, Karen and our insurance agent have concluded that we are likely covered if someone were to assert a claim against us because they contracted COVID-19 after coming into our building.
- Rabbi Delson provided updates on Camp Sholom, preschool, B'nai Mitzvah, and High Holy Days:
 - Camp Sholom is set to open on June 29 for two consecutive 4-week sessions. Rabbi Delson described some of the many safety precautions that will be taken at the camp, pursuant to state and local guidelines.
 - The preschool reopening task force will hold its first meeting tomorrow night. The task force will be co-chaired by preschool parents Kari Schiro and Joel Silk, and contains members representing many areas of expertise, including medical, legal, and financial. At the first meeting, the task force will break into working groups based on expertise. The task force plans to meet weekly until school starts, or possibly longer.
 - PTS is currently asking students and families whose B'nai Mitzvah dates are approaching to choose one of two options: (1) keep their date and have a Zoom Bar/Bat Mitzvah; or (2) wait to reschedule until we are able to gather safely. For families that choose to have a Zoom Bar/Bat Mitzvah, PTS will deliver a Torah to their home for the ceremony. The Board discussed other B'nai Mitzvah options that might be explored. Karen assured the Board that all options will be seriously considered and investigated, but that it is premature to make any decisions, particularly before the reopening task force has had a chance to make its recommendations. Karen further noted that one of the task force members has a child with an upcoming B'nai Mitzvah date, so the concerns of B'nai Mitzvah families will be represented in task force discussions.

Cantor Fox reassured Trustees that the clergy is committed to giving B'nai Mitzvah students as meaningful an experience as possible.

- The clergy has decided that High Holy Days services will be completely online this year. The clergy and staff are already working on the changes necessary to make that happen, such as developing shorter services to accommodate people's shorter online attention spans and looking for a producer to create the visual design.
- Karen provided the following additional updates:
 - The synagogue reopening task force will hold its first meeting next Monday. The task force will define its own scope of responsibility and goals. It is Karen's hope that the task force will address the following matters: (1) plans for a staged reopening; (2) operational issues; and (3) communication with congregants.
 - Preparing for the preschool reopening has given the staff knowledge and experience that they will apply when it is time to reopen the rest of the synagogue.
 - Karen encouraged Trustees to read the letter that was included in the Board packet from San Mateo County Health Officer Dr. Scott Morrow. In that letter, which was directed to leaders of faith houses within the County, Dr. Morrow stated that in spite of his recent order permitting in-person religious services, he continues to strongly recommend against gatherings of any size, including religious services.

5. HHD Tickets (*Karen Wisialowski*)

Discussion

- For the past several years, PTS has sold name badges that allow guests, such as congregants' out-of-town relatives, to attend our HHD services. These sales have generated \$12-13K in revenue each year.
- In light of the fact that this year's services will be entirely online, Karen recommended that we eliminate the sale of guest tickets, since it seems unlikely that anyone will purchase them. The Board agreed.
- In addition, Karen sought the Board's input on whether access to our online HHD services should be limited to members and their guests, or be made available to anyone in the world who wants it. The concern is that granting open access to our services might devalue membership. On the other hand, making our online services broadly available would allow us to reach new people who might be motivated to join our congregation based on what they see.
- The Board's consensus was that we should make our services available to anyone who wants to participate in them. The Board expressed curiosity, however, about how other congregations plan to address this issue. Karen will gather information on that question.
- Karen noted that even though we do not plan to charge for access to our online services, we will require people to register in order to get the link, so we will be able to keep track of who is participating.

6. Employee Handbook (*Eric Schlezinger*)

Presentation

- Eric informed the Board that for the past 4-5 months, he and Karen have been working with April Glatt and her law firm to update our employee handbook to ensure that it complies with current legal requirements and reflects our current practices. Eric noted that the handbook was last updated two years ago and was due for another update. Eric will work with the Personnel Committee to review the changes made and will bring the revised handbook to the Board for approval at its next meeting.
- Marilyn volunteered to review the handbook to ensure that it addresses inclusivity issues, and Rabbi Delson volunteered to review it for compliance with Shalom Bayit's recommendations regarding combating abuse within organizations.

7. Board Self-Evaluation and FY21 Priorities (*Jon Herstein, Heidi Schell, Arlene Rosenberg*)

Presentation/Discussion

- Heidi thanked Arlene for creating this year's Board Self-Evaluation and Personal Assessment surveys and thanked Trustees for responding to them. She noted that a few Trustees have not yet completed the surveys and asked

that they do so as soon as possible.

- Jon noted that based on the survey responses, there appears to be a disconnect the Board's stated priorities and individual Trustees' level of interest in leading or contributing to efforts to advance those priorities. Specifically, Arlene pointed out that very few Trustees expressed interest in working on Membership Development and Philanthropy, two areas that the Board has identified as pressing concerns. Jon asserted that as a Board, we need to figure out what this mismatch indicates and how we should respond to it. He stated that we will discuss this issue further in July.

8. Shabbat Welcome for 2020-21 (*Ware Kuschner*) Presentation

- Ware thanked Trustees who have delivered the Shabbat welcome over the past 12 months, particularly Marilyn, Mary Ann, Heidi, and Lisa, who have frequently volunteered to perform this service. Ware also thanked Marilyn for developing a template for online welcomes. He noted that the Shabbat welcome is appreciated by both congregants and clergy.
- Ware informed Trustees that he will be sending out a Shabbat welcome signup for 2020-21 soon.
- Heidi thanked Ware for organizing the Shabbat welcomes and Marilyn for her assistance as well.

9. Celebrating Our Accomplishments (*Heidi Schell*) Discussion

- Heidi gave Trustees an opportunity to reflect on the Board's and the congregation's accomplishments over the past year.
- Heidi thanked Trustees and staff for their service and dedication to the PTS community.
- Karen read a statement from Rabbi Feder (who was on vacation) in which he thanked Heidi for her leadership as president.

10. Board Packet Q&A Discussion

- No questions.

11. Governance (*Heidi Schell*) Vote

Motion: To designate the following parsonage amounts, represented as percentages of bi-weekly salary, as requested by each clergy member for the tax year 2020. (*Adam Steinberger*)

Rabbi Liora Alban 33.6%
Cantor Anna Zhar 52.3%

*See note at end of agenda for background on parsonage.

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

12. Consent Agenda Vote

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

- Consent agenda passed.

13. Concluding Prayer

Meeting adjourned at 8:06pm.

***Background to parsonage motion:** The guiding principle behind parsonage is that clergy do not pay Federal income tax on income that is used to cover the cost of housing, broadly defined. Its genesis was the commonplace tradition that clergy live in homes owned by their employers/religious institutions. In the 1950s, the IRS codified the tax-free status of this benefit, which also applies to the cost of housing regardless of whether the clergy lives in the property owned by the employer or pays for housing independently.

For purposes of a board vote, parsonage refers to the amount a clergyperson pays to maintain his/her home (e.g., rent, mortgage, utilities, repairs) when housing or a housing allowance is not provided directly. The clergyperson is solely responsible for calculating the parsonage amount each year, and to defend it in the event of an IRS audit. By offering a parsonage benefit (which is stipulated in clergy contracts at Peninsula Temple Shalom), PTS agrees to designate the stated amount as a housing allowance before paying it to the clergyperson each year.