

Board of Trustees Meeting

January 20, 2021

6:15p via Zoom

Minutes

Chair: Jon Herstein ♦ Minutes: Arlene Rosenberg ♦ Timekeeper: Andy Oliff

Attendees

Board

Linda Citron
Laurie Friedman
Scott Haber
Jon Herstein
Marilyn Hollinger
Ware Kuschner
Roger Lazarus
Andy Oliff
Gene Podkaminer
Jason Pollard
Alison Poggi León

Betsy Rosen
Arlene Rosenberg
Lisa Rosenthal
Eric Schlezinger
Stuart Zussman

Absent

Julie Feuchtwang
Jenna Fisher
Maria Yarmolinsky

Staff

Rabbi Liora Alban
Rabbi Dan Feder
Ayelet Shapiro
Allison Steckley
Karen Wisialowski
Cantor Anna Zhar

Guest

Heidi Schell

Jon called the meeting to order at 6:18 pm.

1. Welcome (*Jon Herstein*)

2. D'var Torah (*Roger Lazarus*)

*Baruch atah Adonai, Eloheinu Melech haolam, asher kidshanu b'mitzvotav
v'tsivanu la'asok b'divrei Torah*

3. Blessing for Community Service

*Baruch atah Adonai, Eloheinu Melech haolam, asher kidshanu b'mitzvotav
v'tsivanu la'asok b'tzorchay tzibur*

4. Budget Update (*Jason Pollard, Karen Wisialowski*)

Inform/Discuss

- The budget process for next year is continuing. The Finance Committee held its second meeting, which focused on preschool tuition. The committee discussed the possibility of changing the preschool tuition structure to eliminate member and non-member pricing, but decided to take time over the course of the next year to research the impact of such a change.
- Jason reviewed the financial "Scorecard," which provides a quick summary of our current financial position and a forecast for the remainder of the fiscal year. Jason noted that our outlook for this year is more optimistic than it had been last month, largely because (i) our preschool enrollment has increased; (ii) the HHD appeal was more successful than originally projected; and (iii) we have awarded fewer preschool scholarships than originally budgeted. Karen asked Trustees to provide feedback on the new Scorecard format. Trustees requested that the balance sheet portion of the Scorecard include comparisons to prior year figures.
- heck Protection Program ("PPP") loan. Karen will submit an application for a PPP loan in the amount of \$490K, the same amount we applied for in the first round. If we receive this loan and if it is fully forgiven, we will be able to preserve more of our Operating Reserve.

5. Nominating Committee Composition (*Heidi Schell*)

Inform/Discuss/Vote

- Heidi provided background on the Nominating Committee:
 - PTS's bylaws require the Board to elect a Nominating Committee consisting of three Trustees and four non-Trustees to nominate candidates to fill anticipated open seats on the Board.
 - Traditionally the Nominating Committee has been chaired by the immediate past president. Heidi will be chairing the Nominating Committee this year.
 - The Nominating Committee is important to PTS because identifying lay leaders dedicated to advancing PTS's Vision, Mission, and Values is essential. The Nominating Committee will identify potential candidates and have conversations with them about how they would like to engage with PTS. The goal will be to get to know the candidates and their connection to PTS before extending a formal invitation to join the Board.
- Nominating Committee timeline:
 - The Board will be asked to elect the committee tonight.
 - The committee will hold a kickoff meeting in early February and begin outreach to candidates later that month.
 - After completing its outreach, the committee will reconvene to prioritize and make invitations to prospective Board members.
 - The committee will present its slate to the Board in March or April and the congregation will vote on the slate at the Annual Meeting, which is currently scheduled for May 23.
- Heidi has identified the following people to serve on the Nominating Committee this year: Heidi Schell (chair, non-Trustee), Linda Citron (Trustee), Roger Lazarus (Trustee), Betsy Rosen (Trustee), Davina Chall (non-Trustee), Michael Fried (non-Trustee), and Roberta Gilbert (non-Trustee).
- Heidi asked Trustees to share with the Nominating Committee the names of congregants whom they think would be good candidates for Board service.

Motion: To elect Heidi Schell, Linda Citron, Roger Lazarus, Betsy Rosen, Davina Chall, Michael Fried, and Roberta Gilbert as members of the 2021-22 Trustee Nominating Committee.

Background: Per Bylaws Article XV, Section I: "The Trustees shall no later than at its regular monthly meeting in March elect a Nominating Committee for the purpose of nominating Trustees. This committee shall consist of three (3) members of the Trustees and four (4) members of the congregation at large, as well as such alternates as the Trustees may determine. All these committee members must be members in good standing. It is the spirit and intention of these Bylaws that any nominating committee shall be composed of more members of the congregation at large than of Trustees. The Trustee who shall serve as President in the next fiscal year shall not serve on the Nominating Committee."

- Eric Schlezinger made the motion. Ware Kushner seconded. Motion passed.

6. Clergy Reports (*Rabbi Feder, Rabbi Alban, Cantor Zhar*)

Inform/Discuss

- Rabbi Alban:
 - Although her first 6-7 months at PTS have been nothing like she imagined during her interview, they have been wonderful nevertheless; the warmth of the community has shone through despite how hard it has been for us to get to know each other.
 - Rabbi Alban spent the fall focused on getting the Youth Education program up and running in a pandemic

world. This spring, she looks forward to deepening the work she has already done, learning from things that didn't work well, and making improvements as needed.

- She is also looking forward to bringing wonderful Adult Learning opportunities to our community, such as challah baking and musical programming.
- During Rabbi Delson's parental leave, Rabbi Alban has enjoyed meeting with many of Rabbi Delson's B'nai Mitzvah students and with her teen Rosh Chodesh group, The Rosh Chodesh group uses a Jewish lens to explore social and emotional issues facing young women today. Rabbi Alban has enjoyed learning from Rabbi Delson, whom she considers a very creative programmer.
- Rabbi Alban and Cantor Zhar will be starting a Sholom Women Rosh Chodesh group for adults.
- Cantor Zhar:
 - Cantor Zhar thanked Rabbi Alban for going above and beyond to bring students into her musical programs. She also complimented the Board as great leaders and exemplars of PTS's warmth.
 - It has been challenging to make music together during the pandemic. Nevertheless, it has been meaningful and we have managed to build relationships virtually. Cantor Zhar praised the sound engineers and technicians she has been working with.
 - Cantor Zhar looks forward to the clergy team being together in person and to the return of Rabbi Delson, whom she considers a great leader.
- Rabbi Feder:
 - Rabbi Feder noted that PTS has a deep, collegial clergy team despite the fact that the current group of clergy has never led a service together in person.
 - The biggest challenge for the clergy during the past 10 months has been holding the community together. It has taken a lot of effort and would have been impossible without lay involvement. The clergy and staff continue to think and talk about how to keep the community together during these challenging times.

7. Investment Committee Report (*Gene Podkaminer*)

Inform/Discuss

- 2020 was quite a roller coaster for the markets. Despite a shaky beginning, we closed out the year in a way that no one would have predicted – with very healthy returns for both our general portfolio and for the Lokey Security Fund.
- Many forecasters (including Gene) are very optimistic for 2021 because there is a lot of pent-up demand stemming from the pandemic.
- The Investment Committee met yesterday with our Morgan Stanley investment advisor. The Committee believes that we are in a good position for the next financial quarter.
- In keeping with the mechanics and guidelines laid out in the PTS Investment Policy, the Investment Committee did some rebalancing of the portfolio in 2020. At the moment, no further rebalancing is needed.

8. Bylaws Update (*Scott Haber, Arlene Rosenberg*)

Inform/Discuss

- Scott reminded Trustees that at the December Board meeting, he and Arlene gave an overview of the primary changes being proposed to the bylaws. Over the past month, Trustees have had the opportunity to submit comments and questions regarding the proposed bylaws and/or to attend a bylaws Q&A session that Scott and Arlene hosted on Zoom.
- Scott noted that as the Bylaws Task Force has been making changes to the bylaws, they have been doing it in the context of PTS's mission and values, including inclusivity, embracing change, caring and kindness, and building community. Scott further noted that the task force was mindful of the need for the congregation to accept the revised bylaws, and so was careful to avoid making unnecessarily drastic changes.
- Based on the feedback they received from Trustees, Scott and Arlene outlined and invited discussion on the following topics addressed in the current draft of the proposed bylaws:
 - **The role of non-jewish members.** Arlene and Scott described the extensive and thorough conversations that have taken place on this subject among Bylaws Task Force members, the clergy, and Trustees.

Recognizing that there are valid arguments and considerations on all sides of this issue, the following consensus has emerged and has been expressed in the proposed bylaws:

- Non-Jewish members are permitted to vote;
- Non-Jewish members are permitted to serve as Trustees, but the majority of Trustees must be Jewish;
- Non-Jewish members are permitted to serve as officers, but the president and any vice-president must be Jewish; and
- Non-Jewish members are permitted to serve on a committee relating to religious practices, but the chair of any such committee must be Jewish.

Karen noted that these changes relate to PTS's value of inclusivity, a value that PTS has been living for many years but that is not fully reflected in the bylaws.

- **Board size.** In the proposed bylaws, the size of the Board is expressed as a range of 15-20 rather than fixed at 18 members.
 - **Number of Board meetings.** The proposed bylaws state that the Board must meet a minimum number of times (e.g., 4 or 6) per year rather than the current requirement of monthly meetings). Trustees discussed the need to balance flexibility and efficient use of Board members' time with the development of Board cohesion.
 - **Board borrowing authority.** The proposed bylaws give the Board authority to borrow up to a percentage of the prior year's gross revenues (e.g., 25% or 50%) without securing congregational approval. This represents an increase from the Board's current authority, which is 10% of expected membership dues.
 - **Length of clergy contracts.** The current bylaws imposed strict limitations on the length of clergy contracts. The proposed bylaws give the Board discretion over the length of clergy of contracts, except that no lifetime contracts or contracts of unspecified length are permitted.
- Trustees noted the need to allow congregants time to review the proposed bylaws before the congregational vote. They also noted the need to present the changes to the bylaws in light of PTS's mission and values and to provide a thorough explanation of the reasons behind the changes.

9. Governance

Motion: To approve a 3% across-the-board increase in preschool tuition for the 2021-22 academic year, as recommended by Jason Pollard and Allison Steckley, Director of Early Childhood Education. (*Jason Pollard*) Inform/Vote

- Jason made the motion. Roger Lazarus seconded.
- Discussion:
 - Allison noted that PTS's enrollment has been full within the limits imposed by health requirements, and that most area preschools are raising their tuition by 3%, although some are not raising tuition at all. Allison also clarified that she is not proposing to increase the rate for extended care for non-members to avoid pricing our preschool out of the market for that service.
 - Trustees raised questions about PTS's historical practice regarding tuition increases. Allison responded that we typically have increased tuition about 3% per year, although last year we implemented different percentage increases for different classes to correct some misalignment in our rates.
 - Allison noted that in the future, that we might like to research the impact of shifting away from our current practice of having different rates for members and non-members of PTS.
- Motion passed.

Motion: To elect a committee of three Trustees to nominate a Trustee to serve as President for the 2021-22 fiscal year. (*Arlene Rosenberg*) Vote

Background: Article VII, Section 2(a) of the PTS Bylaws provides as follows: "At the January meeting of the Trustees, the Trustees shall elect a

committee of three (3) Trustees who shall nominate a Trustee for the position of President. At the February meeting of the Trustees, the committee shall present their nominee. Other nominations may be made from the floor. The Trustees shall then elect a President. The newly elected President shall take office at the beginning of the ensuing fiscal year.”

- Arlene made the motion. Jason seconded.
- Andy Oliff, Eric Schlezinger, and Alison Poggi León volunteered to serve as the presidential nomination committee.
- Motion passed.

10. Board Packet Q&A

Discuss

- No questions.

11. Consent Agenda

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

Vote

- Consent agenda approved.

12. Reminders

Inform

- Jon called Trustees' attention to the dates set for a two-part Board retreat: Sunday, February 28 and Sunday, April 18. The retreat will be conducted on Zoom, and each session will be approximately two hours long.

13. Concluding Prayer

Meeting adjourned at 8:30pm.