

The Jewish Center Board of Directors
Board Meeting Minutes: December 14, 2014
7:00pm at The Jewish Center, Social Hall

Present

Board members: Jen Black, Dan Brent, Harry Cummins, Judi Fleitman, Martha Friedman, Barbara Gantwerk, Bob Garber, Jonathan Gershen, Gil Gordon, David Greenberg, Melissa Hager, Susan Kanter, Nancy Lewis, Moshe Margolin, Jerry Neumann, Naomi Perlman, Joel Reichbart, Ginger Schnitzer, Dina Shaw, Nicole Soffin, Polly Strauss, Jeanette Timmons, Suki Wasserman, Marc Wisotsky, Amy Zacks, Josh Zinder

Vice Chairs: Alexandra Bar-Cohen, Evy Grossman, Helaine Isaacs, Rebecca Sarett

Absent

Board members: Fred Appel, Randy Brett, Denise Cheskis, Russ Feder

Vice Chairs: Michael Bloom, Richard Fishbane, Miki Mendelsohn, Tirza Wahrman

Guests attending: 69 people (see names in attached guest lists)

Meeting called to order at 7:03pm by Board President, Gil Gordon.

Gil Gordon presided over the meeting. Jen Black substituted as Recording Secretary in the absence of Denise Cheskis.

- 1) Review of October and November meeting minutes. Point of order was raised about the November minutes, suggesting they were factually inaccurate and incomplete and therefore should not be approved. After a discussion about how to handle this, a motion was made by Moshe Margolin “to hold off approving the November meeting minutes in order to give board members a chance to improve the minutes and for the Board to review the corrected version at the next meeting”. The motion was seconded and passed (15 for, 3 against). A motion was made by Bob Garber to approve the October meeting minutes. The motion was seconded and passed.
- 2) Bylaws changes. Bob Garber presented a series of motions corresponding to the possible bylaws changes. (See attachment #1 for list of motions). All 15 motions passed.
 - a. Motion #1 was seconded and passed (20.5 for, 0 against)
 - b. Motion #2 was seconded and after some discussion, the motion passed (15.5 for, 6.5 against)
 - c. Motion #3 was seconded and after some discussion and clarification that this change would take effect right after it is approved, the motion passed (13.5 for, 0.5 against, 8 abstain)
 - d. Motion #4 was seconded and passed (20.5 for, 0 against, 0.5 abstain)
 - e. Motion #5 was seconded and passed (21.5 for, 0 against, 0.5 abstain)
 - f. Motion #6 was seconded and passed (23 for, 0 against)
 - g. Motion #7 was seconded and passed (20 for, 0 against, 0.5 abstain)
 - h. Motion #8 was seconded and after some discussion, the motion passed (17 for, 2 against, 2 abstain)
 - i. Motion #9 was seconded and passed (20 for, 0 against, 0.5 abstain)
 - j. Motion #10 was seconded and passed (13 for, 4.5 against, 4.5 abstain)
 - k. Motion #11 was seconded and passed (18.5 for, 0 against, 2 abstain)
 - l. Motion #12 was seconded and passed (18.5 for, 0 against, 2 abstain)
 - m. Motion #13 was seconded and passed (20 for, 0 against, 1 abstain)

- n. Motion #14 was seconded and passed (16 for, 1 against, 3 abstain)
- o. Motion #15 was seconded and passed (16.5 for, 0 against, 3 abstain)

President Gil Gordon declared a ten minute recess at 8:15pm. Meeting reconvened at 8:35pm. During the recess, a subset of Board members had a separate discussion about Roberts Rules and questions raised during earlier discussions.

- 3) Financial report review. Joel Reichbart, VP Finance, gave a brief summary of the November financial report which had been completed a few days prior. Initial review shows that we are behind in collections (including Annual Fund collections), but we are doing well on Annual Fund pledges. Lots of work to do to improve financials.
- 4) TJC Endowment policy. Joel presented a summary of the guidelines for the establishment of an Endowment Fund (see attached). There was a discussion about various details of the guidelines, including concern about the timeframe (7 years) to reach the \$1Million minimum threshold. Jonathan Gershen made a motion to “accept the terms as stated in the guidelines for a new endowment fund to be created, with an amendment to the term [about the timeframe to meet the \$1M minimum threshold] that it be 10 years, instead of 7 years”. The motion was seconded and passed (21.5 for, 0 against, 1 abstain).
- 5) Staffing update. Gil reported that the next step for replacing the interim Director of Administration is to release a job posting for the role.
- 6) Program with J Street speaker/Update on Roberts Rules discussion held during recess. Gil announced that after reviewing Roberts Rules, the group of Board members who discussed it reached a conclusion: The vote taken at the November meeting (to rescind the Board’s authorization that the Executive Committee shall approve/disapprove of programs and give authority back to the Board, for a 30 day period) was invalid. This is because when a vote comes up to rescind a prior Board action under “New Business” (no notice provided), it requires more than a simple majority; it requires 2/3 approval to pass. The vote that was taken at November’s meeting therefore did not pass and this Board does not have the authority to vote today on the application for the program with the J Street speaker.

Gil read the following statement:

“The next agenda item is the Board's vote on the programming application for a representative from J Street to speak at a TJC program. At this point there are no motions on the floor concerning this vote. Before we begin on this agenda item I would like to make some comments.

We all know how we got to the point of facing this vote, and it has not been an easy process. Whatever the outcome of any vote might be, there will be no true winner. Board members have been lobbied, which is a reality in shul life but is unfortunate because it makes the role of being a volunteer difficult and creates a disincentive for those of you who volunteer your time. I thank you all for being part of this process.

There is a great deal of passion in what we have all heard and read. Passion is good and if we’re going to be passionate about anything it should be the safety, security and long-term health of Israel.

We are all invested in creating the best process and the best outcome for the Jewish Center with regard to this question. Even more important, we are all looking for a path that does not drive us further apart. I’ve heard directly or indirectly from a number of board members in the last 48 hours about some alternative approaches they have been considering and may want to recommend. Before we move ahead with any motions, I would like us to hear from any Board members who want

to share their ideas with the Board. But before that, let's hear from Rabbi Feldman who has asked to make some comments."

Gil also reported that a petition by a group of congregants has been submitted to the Board announcing a congregational meeting to be held on January 11, 2015 on the topic of J Street. He clarified that no action from the Board is necessary for this meeting to happen.

Subsequently, there was considerable discussion about what to do next, with many Board members making statements about how to move forward. Martha Friedman made a motion "to have a congregational vote to determine whether to have the program with the J Street speaker", which was seconded, but later withdrawn since the current guidelines already grant approval authority with the EC (motion not valid). The conclusion to the discussion was that the revised application (identical to previous program application except a new program date) would go back to the Executive Committee at their next meeting on January 21, 2015 for a vote.

Rabbi Feldman addressed the Board and guests, saying that everyone cares deeply about this issue, and even though people have different, strong views, we need to focus on being one congregation and not to let this one issue divide us. We need to respect one another and heal from this.

Meeting was adjourned at 10:00pm.

Respectfully submitted by Jen Black (substitute for Denise Cheskis).

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ATTACHMENT 1

SUMMARY OF PROPOSED BYLAWS CHANGES – BOARD MOTIONS

Motion #1:

CHANGE 1:

("I move that we accept the recommendations proposed for Article VIII, Section 1&2 – for the creation of President-elect office and changes in lengths of terms of officers, to take effect on June 1, 2015")

Motion #2:

CHANGE 2B:

("I move that we accept the recommendation proposed for Article VIII, NEW Section 4 – that the President can serve more than one two-year term, but not consecutively, to take effect on June 1, 2015.")

Motion #3:

CHANGE 3:

("I move that we accept the recommendation proposed for Article VIII, NEW Section 5 – Changes in nominating committee makeup and selection. These changes will take effect immediately if they are confirmed by the congregation at the January 11, 2015 congregational meeting.")

Motion #4:

CHANGE 4:

("I move that we accept the recommendation proposed for Article VIII, NEW Section 6 – Limitations in scope of president's authority, to take effect on June 1, 2015.")

Motion #5:

CHANGE 5:

("I move that we accept the recommendation proposed for Article IX, Section 2 – Change in process for replacing president in case of vacancy, to take effect on June 1, 2015.")

Motion #6:

CHANGE 6:

("I move that we do not make any changes in Article X – Definition of Standing Committees at this time, other than to change the name of the Social Concerns Committee to Social Action Committee, to take effect on June 1, 2015")

Motion #7:

CHANGE 7B:

("I move that we do not add the creation of a best practices manual to Article X, Section 2") – EC suggestion to not include this in Bylaws

Motion #8:

CHANGE 8:

("I move that we accept the recommendation proposed for Article XI, Section 1 – To add the requirement for candidates to be suitable for Rabbinical Assembly membership, to take effect on June 1, 2015.")

Motion #9:

CHANGE 9B:

("I move that we accept the EC recommendation proposed for Article XI, Section 2a –to leave language as it now exists.")

Motion #10:

CHANGE 11:

("I move that we accept the recommendation proposed for Article XI, Section 4b – to eliminate the possibility of lifetime tenure to age 65 after ten years of service, to take effect on June 1, 2015.")

Motion #11:

CHANGE 12:

("I move that we accept the recommendation proposed for Article XI, Section 4c – to change the size of rabbi review committee to take effect on June 1, 2015. Also, I move to change the outdated officer references in Section 4c as

follows: “Vice President for Religious and Social Concerns” to “Vice President of Religious Affairs” and “Vice President of Education and Programs” to “Vice President of Education,” to take effect on June 1, 2015.”)

Motion #12:

CHANGE 13:

(“I move that we accept the recommendation proposed for Article XI, Section 4d-g – Changes in makeup and processes of rabbi “renewal” committee, to take effect on June 1, 2015.”)

Motion #13:

CHANGE 14:

(“I move that we accept the recommendation proposed for Article XI, Sections 4d-g – to follow the EC suggestion to use the term “Rabbi review committee,” to take effect on June 1, 2015.”)

Motion #14:

CHANGE 15:

(“I move that we accept the recommendation proposed for Article XII – Establishes terms for contracting with/reviewing other clergy, to take effect on June 1, 2015. Also, I move to correct the draft language in sections D and E from “Clergy Renewal Review Committee” to “Clergy Review Committee” effective immediately.”)

Motion #15:

CHANGE 16:

(“I move that we accept the recommendation proposed for Article XII, Section 3f – to follow the EC suggestion that the review be done jointly by President and VP of Religious Affairs, not by one or the other, to take effect on June 1, 2015.”)



ATTACHMENT #2

The Jewish Center of Princeton

Endowment Fund Proposal – General Guidelines

December 14, 2014

- Purpose: To provide income to sustain operations of the Jewish Center for the future.
- Investment Strategy
 - Jewish Community Foundation to manage funds.
- Endowment Funds Use of Earnings
 - Use of Earnings to be determined based on Annual Budget process including Board and Congregational vote.
 - Earnings will be drawn to General Operating funds once approved in the budget process.

- Minimum Balance: \$1MM
- Earnings Available for Use: Sliding scale
 - Fund Balance \$1,000,000 – \$1,999,999.99 – 25% of prior year earnings based on 3-year rolling average.
 - Fund Balance \$2,000,000 - \$2,999,999.99 – 35% of prior year earnings based on 3-year rolling average.
 - Fund Balance in excess of \$3,000,000 – 50% of prior year earnings
 - Rolling 3-year earnings as criteria
- Fund Principal – Cannot be used except under certain circumstances described below. –
 - If we don't meet \$1,000,000 minimum balance, funds would be transferred to the Board Restricted Fund for use on Capital Projects, or other Board authorized items.
 - If Fund fails to meet minimum \$1,000,000 threshold after 7 full years, then Board may vote to transfer funds to the Board Restricted Fund, as described above.
 - Emergency Use of Principal
 - Emergency would be defined as a situation where current operating funds and other sources of funds (other restricted funds, donors, insurance) were not sufficient to cover mandatory obligations.
 - Example: Inability to get refinancing on a mortgage where there was a risk of default and foreclosure.
 - Authorization to Use Principal
 - If an Emergency is determined and other funds are not available, the following two step process would be taken to access principal of the Endowment Fund as described below.
 - Step 1 - Executive Committee 2/3 majority vote
 - Step 2 – Full Board of Directors 2/3 majority vote.
 - Use of Principal based on fund balance:
 - Fund Balance \$1,000,000 – \$1,999,999.99 – up to 25% available principal balance.
 - Fund Balance \$2,000,000 - \$2,999,999.99 – up to 35% of available principal balance.
 - Fund Balance in excess of \$3,000,000 – up to 50% of available principal balance