

**Kehillat Beth Israel  
Board of Directors  
August 20, 2020  
Zoom Meeting  
Minutes**

**Present:**

Ilana Albert-Novick  
Jay Amdur  
Yossi Bokhaut  
Mordecai Brodt

Norm Ferkin  
David Lyman  
Judah Silverman  
Harvey Slack

Donna Strauss  
Harland Tanner  
Eric Weiner  
Helen Zipes

**Secretary:**

Jodi Gitter

**Clergy Present:**

Cantor Jason Green  
Rabbi Eytan Kenter  
Rabbi Deborah Zuker

**Staff Present:**

Rena Garshowitz

**Regrets:**

Joel Sachs

**1.0 PRELIMINARY MATTERS**

**1.1 Call to Order and Welcome**

**Judah Silverman**

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

**1.2 Call for Declaration of Conflict of Interest**

**Judah Silverman**

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**

**Judah Silverman**

Leonora Allen  
Etta Karp  
Francis Markson  
Gordon Roston

Miriam Berger  
Joseph Levy  
Seymour Mender

**1.5 Approval of the Agenda of August 20, 2020** **Judah Silverman**

A motion was made by Jay Amdur and seconded by Helen Zipes to approve the agenda.

The motion was carried.

**1.6 Approval of the Minutes of the Board of Directors** **Judah Silverman**

A motion was made by Jodi Gitter and seconded by Yossi Bokhaut to approve the minutes of the Board of Directors for the meeting held on July 16, 2020.

The motion was carried.

**1.7 Business Arising from Previous Minutes** **Judah Silverman**

With respect to item 1.7 from July 16, 2020 minutes: **Hebrew Free Loan Proposal**

- The representative from that organization is Barry Agulnik (not Barry Nagolnick, as was minuted last month).
- Judah has sent the requested financial statements; yet, more documentation has been requested. Judah has referred them to our By-law and is waiting to hear back from them.

**2.0 FINANCIAL MATTERS**

**2.1 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.

**2.2 Monthly Financial Update and Update on Status of Membership Renewals and Supplementary Giving** **Jay Amdur and Rena Garshowitz**

- The annual audit is currently underway; therefore, no financial statements were presented this month.
- The entire fiscal year will be presented next month.
- Rena reported that KBI has seen 275 households renew out of 618 and that this is close to where KBI was, in terms of membership renewals, last year at this time.
- Members will be encouraged to renew as High Holy Day registration will be closing one week before the holidays.
- Helen asked if people have to be members in order to join KBI's live stream offerings. Rabbi Kenter explained that in addition to KBI's members, paid members of other synagogues would be able to access KBI's live stream option.
- Rena reported that we are close to reaching a 100K goal for the supplementary giving of donations.

- Judah noted that his vision to create a “culture of giving” is becoming increasingly apparent.

### **3.0 REPORTING OPTIONS WITH DISCUSSION AND VOTE**

#### **3.1 Amendments to By-law No. 1 and Operating Policies #1 and #7**

**Jay Amdur**

- On behalf of the Governance Committee, Jay presented a series of proposed changes to *General Operating By-law No.1, Operating Policy #1, and Operating Policy #7*.
- These changes were resulting from several areas that required modifications, including:
  - Removing the dependency for the 1<sup>st</sup> Vice President to be the Chair of the Ritual Committee;
  - Correcting inconsistencies around proxies;
  - Abolishing the Membership, Strategic Planning, and Marketing and Communications committees - leaving Nominating, Ritual, Finance, Personnel and Governance as the only five standing committees;
  - Harmonizing the language used in the By-law for all standing committees;
  - Permitting the Board to establish any other committee that it wishes to;
  - Abolishing working groups; and
  - Increasing the number of Directors on the Board (from 8 to 9) in anticipation of getting rid of the 2<sup>nd</sup> Vice President position next year (This cannot be done this year since there is a 2<sup>nd</sup> VP who has one year remaining on his term).
- Various discussions ensued about the proposed changes.
- A suggestion was made to provide MS Word track change versions of these three documents to ease comparisons between what currently exists and what was being proposed.
- On August 21<sup>st</sup>, track change versions of the three documents were circulated to all Board members by email.
- Over the following week, Board members provided constructive feedback which was reviewed by the Governance Committee and incorporated where appropriate.
- On August 28<sup>th</sup>, a request for a motion was submitted via email to the President as follows:
 

**A motion was made by Jay Amdur and seconded by Helen Zipes to approve the resolutions to amend *General Operating By-law No.1, Operating Policy #1 and Operating Policy #7* as detailed in the attached documents.**

(The final versions of the three resolutions are attached as appendices to these minutes)
- On August 31<sup>st</sup>, a vote via email was called for by the President.
- All votes were received by September 1<sup>st</sup>.
- The motion was passed unanimously.

*Governance note regarding the manner in which this motion was tabled and approved: The conversation was begun but not finished during the Board meeting on*

*August 20<sup>th</sup>. A motion should have been tabled during the meeting but was not done. In spite of this fact, the ensuing email threads were clearly an extension of the discussion at the Board meeting. Further, the motion which was tabled via email did not raise any item that was not part of the original discussion at the Board meeting. As such, while the final vote was not performed by a show of hands as required by section 8.09 of the By-law, it was nonetheless performed in a manner similar to a ballot as contemplated by the same section 8.09.*

### **3.2 Other business raised by any Director requiring Board decision or authority**

None

## **4.0 REPORTING OPTIONS WITH DISCUSSION BUT WITHOUT VOTE**

### **4.1 Ottawa Talmud Torah Afternoon School Update**

**Rabbi Kenter**

- A new partnership has been agreed upon between our two organizations.
- KBI will provide educational guidance and OTT will maintain their Board; we do not have any fiduciary relationship with OTT; they will look after tuition and pay rent to KBI (under the ED's purview).
- KBI will now have a supplementary school toward which to direct our members.

### **4.2 Other business raised by any director**

None

## **5.0 REPORTING WITHOUT DISCUSSION AND VOTE**

### **5.1 Board responsibilities over next few months**

**Judah Silverman**

- Judah reminded Board members to make contact with congregants to whom we were assigned.
- Rena asked Board members to sign up for door-greeting responsibilities.
- The AGM has been pencilled in for October 5, 2020

### **5.2 Other business raised by any director**

- Door-to door Mahzor delivery will begin next week.
- Ilana gave a "Kol ha-Kavod" to Dahlia Milech, coordinator of the Ottawa Kosher Food Bank, for her tireless efforts and ongoing commitment to getting food out to the community.

## **6.0 IN CAMERA**

## **7.0 ADJOURNMENT**

**The meeting was adjourned at 9:02 PM.**

The next Board of Directors meeting is scheduled for Thursday, September 24, 2020 at 7:00 PM.

## Resolution amending General Operating By-Law No. 1

WHEREAS Subsection 13.02 of General Operating By-law No. 1 of Kehillat Beth Israel Congregation provides for its amendment by Ordinary Resolution;

And WHEREAS the Board of Directors of Kehillat Beth Israel Congregation wishes to amend General Operating By-law No. 1 as set out below;

And WHEREAS Subsection 13.03 of General Operating By-law No. 1 of Kehillat Beth Israel Congregation provides that any By-law amendment requires confirmation by Special Resolution of the Members;

BE IT RESOLVED that General Operating By-law No. 1 of Kehillat Beth Israel Congregation be amended as follows:

- 1) Subsection 4.03 lines 1 and 2, delete the words “membership committee” and replace them with the words “Executive Director”;
- 2) Subsection 4.03 line 3, delete the words “membership committee” and replace them with the words “Executive Director”;
- 3) Subsection 4.03 line 5, delete the words “Chair of the membership committee” and replace them with the words “Executive Director”;
- 4) Subsection 4.03 line 6, delete the word “committee’s”;
- 5) Subsection 4.08 line 1, delete the words “Chair of the membership committee” and replace them with the words “Executive Director”;
- 6) Paragraph 5.14 (c), lines 1, 2 and 3, delete the words “the same rights as the Member by whom they were appointed including the right to speak at a meeting of Members in respect of any matter,” and replace with the words “the right”;
- 7) Paragraph 6.04 (g), delete the words “eight (8)” and replace with “nine (9)”;
- 8) Paragraph 7.02 (b) lines 1 and 2, delete the words “The First Vice President shall be the Chair of the Ritual Committee.”
- 9) Subsection 9.01, lines 3 and 4, delete the words “and, subject to sections 9.02, 9.03, 9.04, 9.05, 9.06, 9.07, 9.08 and 9.10 to elect its Chair”;
- 10) Subsection 9.03, insert at the beginning the following text “The Board shall appoint a Ritual Committee. It will be comprised of a minimum of five members. At least one member shall be selected from the Board. A quorum shall consist of a majority of the members of the committee.”;
- 11) Subsection 9.03, lines 4 and 5, Delete the words “The 1<sup>st</sup> Vice President or their designate who is a Director approved by the Board shall be the Chair of the Ritual Committee. The Senior Rabbi and the Cantor shall be ex-officio members of the Ritual Committee.” and replace them with the words “The Board shall appoint one of the members of the Ritual Committee as the Chair. All members of the Clergy shall be ex-officio members of the Ritual Committee.”;
- 12) Subsection 9.04, delete in its entirety;

- 13) Renumber Subsections 9.05, 9.06, and 9.07 as Subsections 9.04, 9.05, and 9.06 respectively;
- 14) Subsection 9.08, delete in its entirety;
- 15) Subsection 9.09, delete in its entirety;
- 16) Subsection 9.10, delete in its entirety;
- 17) Subsection 9.11, delete heading and replace with the words "Other Committees";
- 18) Subsection 9.11 line 1, delete the words "Working Group" and replace with the word "Committee";
- 19) Subsection 9.11 line 3, delete the words "to a" and replace with the words "to another";
- 20) Subsection 9.11 lines 5 and 6, delete the words "The Board shall appoint as the Chair of a Working Group, a member who is a Director." and replace them with "The Board shall appoint the Chair of the committee.";
- 21) Subsection 9.12 lines 2 and 3, delete the words "from amongst their number,";
- 22) Renumber Subsections 9.11 and 9.12 as Subsections 9.07 and 9.08 respectively;
- 23) Insert a new Subsection 11.01 as follows:
  - "11.01 Vacancy
    - The Board shall ensure that the Executive Director position is not vacant or, if it is vacant, the time of vacancy in the Executive Director position is minimized to the greatest extent possible."
- 24) Insert a new Subsection 11.02 as follows:
  - "11.02 Replacement
    - In the event the Executive Director position becomes vacant, the Board shall meet forthwith on an emergency basis for the purposes of appointing a person as Executive Director or Acting Executive Director."
- 25) Insert a new Subsection 11.03 as follows:
  - "11.03 Relationship
    - No Director or Clergy or any person related directly or indirectly to any Director or Clergy is eligible to be appointed as Executive Director or Acting Executive Director and the Board shall ensure that no such person is ever so appointed."
- 26) Subsection 11.01, line 1: Delete the words "if one is appointed" and the commas before and after those words; and renumber as Subsection 11.04.

These amendments to General Operating By-law No. 1 of Kehillat Beth Israel Congregation shall be effective from a date to be specified in the Special resolution of the Members approving these amendments.

Certified to be a true copy of Resolution of the Board of Directors of Kehillat Beth Israel Congregation passed at a meeting of the Board held on the 20<sup>th</sup> day of August 2020.

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Jodi Gitter – Secretary

## Resolution amending Operating Policy No. 1 – Membership and Associates

WHEREAS Subsection 3.07 of General Operating By-law No. 1 of Kehillat Beth Israel Congregation has adopted Operating Policy Number 7 – Policy Governance Model;

WHEREAS Subsection 3.07 of General Operating By-law No. 1 of Kehillat Beth Israel Congregation provides for amendment of any Operating Policy by Ordinary Resolution;

And WHEREAS the Board of Directors of Kehillat Beth Israel Congregation wishes to amend Operating Policy Number 1 – Membership as set out below in this Ordinary Resolution;

BE IT RESOLVED that Operating Policy Number 1 – Membership adopted at a meeting of the Board of Directors of Kehillat Beth Israel Congregation at a meeting held on August 15, 2019 be amended as follows:

1. Paragraph 7, lines 2 & 3, delete the words “and the Chair of the Membership Committee”;
2. Paragraph 7, insert the word “and” immediately before the words “the Executive”;
3. Paragraph 11, delete in its entirety;
4. Paragraph 12, delete in its entirety;
5. Renumber paragraphs 13 through 15 as paragraphs 11 through 13.
6. Paragraph 11, line 1, delete the words “Chair of the Membership Committee” and replace with the words “Executive Director”;
7. Paragraph 11, line 3, delete the word “Committee’s”;
8. Paragraph 12, line 2, delete the words “Membership Committee” and replace with the words “Senior Rabbi and the Executive Director”;
9. Insert new paragraph 14 as follows: “The Executive Director shall, at the first opportunity, report to the Board the names of all members who have terminated their membership.”;
10. Renumber paragraphs 16 through 28 as paragraphs 15 through 27.
11. Paragraph 16, line 1, delete the number “18” and replace with the number “17”;
12. Paragraph 24, line 3, delete the number “26” and replace with the number “25”;
13. Paragraph 26, line 2, delete the number “22” and replace with the number “21”.

These amendments to Operating Policy No. 1 of Kehillat Beth Israel Congregation shall be effective from a date this Resolution is passed by the Board of Directors of Kehillat Beth Israel Congregation.

Certified to be a true copy of Resolution of the Board of Directors of Kehillat Beth Israel Congregation passed at a meeting of the Board held on the 20<sup>th</sup> day of August 2020.

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Jodi Gitter – Secretary

## Resolution amending Operating Policy No. 7 – Policy Governance Model

WHEREAS Subsection 3.07 of General Operating By-law No. 1 of Kehillat Beth Israel Congregation has adopted Operating Policy Number 7 – Policy Governance Model;

WHEREAS Subsection 3.07 of General Operating By-law No. 1 of Kehillat Beth Israel Congregation provides for amendment of any Operating Policy by Ordinary Resolution;

And WHEREAS the Board of Directors of Kehillat Beth Israel Congregation wishes to amend Operating Policy Number 7 – Policy Governance Model as set out below in this Ordinary Resolution;

BE IT RESOLVED that Operating Policy Number 7 – Policy Governance Model adopted at a meeting of the Board of Directors of Kehillat Beth Israel Congregation at a meeting held on August 15, 2019 be amended as follows:

1. Delete the phrase “and working groups” wherever it appears;
2. Delete the phrase “or working group” wherever it appears;
3. Delete the phrase “or working groups” wherever it appears;
4. Part III, Section E paragraph i), line 1, delete the words “and working group”;
5. Part III, Section H title, delete “/Working Group”;
6. Part III, Section H, Paragraph 5, line 2, delete the words “and working group”;
7. Part III, Section H, Paragraph 14, line 1, delete the phrases “working groups” and “working group chairs” and insert the word “and” after the words “committee chairs”;
8. Part III, Section H, Paragraph 14, line 2, delete the words “and working group members”;
9. Part V, Section B, Paragraph (a), line 1, delete the word “except”; and
10. Part V, Section B, Paragraph (a), line 2, delete the words “and Investment Policy”.

These amendments to Operating Policy No. 7 of Kehillat Beth Israel Congregation shall be effective from a date this Resolution is passed by the Board of Directors of Kehillat Beth Israel Congregation.

Certified to be a true copy of Resolution of the Board of Directors of Kehillat Beth Israel Congregation passed at a meeting of the Board held on the 20<sup>th</sup> day of August 2020.

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Jodi Gitter – Secretary