

**Kehillat Beth Israel  
Board of Directors  
May 26, 2022  
Zoom Meeting  
Minutes**

**Present:**

Norm Ferkin  
Jeff Greenberg  
Adina Libin  
David Lyman

Jaimee Mitzmacher  
Victor Rabinovitch  
David Roytenberg  
Jeremy Rudin

Judah Silverman  
Donna Strauss

**Secretary:**

Jodi Gitter

**Clergy Present:**

Cantor Jason Green  
Rabbi Eytan Kenter  
Rabbi Deborah Zuker

**Staff Present:**

Rena Garshowitz

**Regrets:**

Olga Strelchenko  
Harland Tanner

**1.0 PRELIMINARY MATTERS**

**1.1 Call to Order**

**Victor Rabinovitch**

The meeting was called to order at 7:05 PM.

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

**Victor Rabinovitch**

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** Victor Rabinovitch

Jonathan Fisher  
Rhoda Blevis  
Louise Glatt

**1.5 Approval of Agenda** All

**A motion was made by David Lyman and seconded by Norm Ferkin to approve the agenda for May 26, 2022.**

**All were in favour. The motion was carried.**

**1.6 Approval of Board Minutes From the Meeting Held on April 28, 2022.** Victor Rabinovitch

**A motion was made by Jodi Gitter and seconded by Donna Strauss to approve the Board minutes from the meeting held on April 28, 2022.**

**All were in favour. The motion was carried.**

**1.7 Business Arising From Previous Minutes** All

Norm asked if the creating of a formal policy regarding donated monies is underway. Adina replied that indeed, this item would be brought up at the next Finance Committee meeting. Victor mentioned that we might want to begin announcing whenever KBI receives a legacy gift, to give a warm acknowledgement and to draw attention to the need.

**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.

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

#### **3.1 Updates to Operating Policy #7**

**David Lyman**

**A motion was made by David Lyman and seconded by Judah Silverman to repeal the previous Operating Policy Number 7 and establish the amended Operating Policy Number 7 of the Corporation.**

**All were in favour. The motion was carried.**

Some of its highlights include KBI's philosophy of:

- Promoting involvement volunteers, notably in committees and activities
- Volunteers and staff collaborating
- Volunteers not directing the staff

#### **3.2 OTT at KBI Final Approval**

**Jeremy Rudin**

Jeremy reported that both legal and financial due diligence reviews have now taken place.

Some of the highlights about the OTT and KBI merger include:

- The board of OTT will vote to make KBI the sole member of the OTT corporation
- KBI will then appoint a new (small) board of the corporation
- KBI and OTT will agree on a date when KBI will take on all responsibility for the school, and with OTT transferring to KBI any revenues it continues to receive, as well as its reserve fund.
- OTT will continue to operate as its own legal entity in order to continue to benefit from its own bingo revenues
- As OTT had received a repayable loan during Covid from the government, it will repay that loan as a separate entity
- Although it would be difficult to quantify, KBI having its own school may encourage families to become members of the synagogue, which would increase KBI's revenues indirectly

Jeremy Rudin, on behalf of the KBI-OTT Project Team recommended that the Board adopt the following resolution:

The Board authorizes the President and Executive Director to implement the Agreement in Principle with Ottawa Talmud Torah that was adopted at the

January board meeting (with a minor amendment at the February board meeting), and in the following manner:

- Enter into agreements with the current OTT staff to continue providing services similar to those that they provided during the school year about to end.
- Take student registration and tuition payments for the coming school year.
- Assume responsibilities for all administrative functions of the school.
- Arrange to receive the payments previously received by OTT from the Jewish Federation of Ottawa, Ottawa Jewish Community Foundation and Friends Bingo Hall.
- Complete legal arrangements as advised by joint legal counsel to KBI and OTT.

All of this is to be done while respecting the commitments made in the Agreement in Principle.

Discussion ensued and questions to Jeremy were posed. Jeremy explained that no start-up costs are expected because this merger is almost a “turn-key” operation. He said that the cost for the school’s director would remain status quo and that the goal is to keep costs consistent with what they were last year. Cantor Green would continue to instruct in OTT’s B’nai Mitzvah program. Rabbi Kenter would take on the supervisory role to OTT’s director. Tuition is set to (more or less) cover the salaries. Federation, Foundation and bingo pay for the salary of the director, insurance and materials. Jeremy reminded the Board that long-term, revenues generated by bingo are uncertain.

Victor asked when the OTT Board would decide its approval. Jeremy replied that while an exact date is unknown, this does not impede KBI’s ability to start the processes for the 2022-2023 school year.

**A motion was made by Jeremy Rudin and seconded by David Lyman to implement the Agreement in Principle with Ottawa Talmud Torah that was adopted at the January board meeting (with a minor amendment at the February board meeting).**

**All were in favour. The motion was carried.**

### **3.3 Other Business Raised By a Director**

None

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

#### **4.1 Update on Budget Process**

**Adina Libin**

Adina explained that while the budget is often presented in May, the Finance Committee is asking to defer its presentation to June. It can be approved and passed in July, if the Board members want to take extra time.

Highlights of the budget will include:

- An explanation and reasoning about how much of the Endowment Fund earnings can be spent to cover the current year's deficit (a policy proposal for future drawdowns will be proposed at a future Board meeting).
- Clear information on where revenues are proposed to be spent as we continue to understand members' evolving interaction with their synagogue
- Salary forecasts
- Forecasted amounts for repairs and maintenance

Discussion ensued. Norm stressed that we must not access the capital of the endowment fund, only its interest (or earnings). Adina observed that earnings are not projected to be substantial this year. She said discussion will continue about Norm's point at the committee level. Jeremy reminded the Board that the purchasing power of the endowment would decline over time due to inflation and reminded the Board about the unpredictability of the endowment. Jeremy proposed to create a policy based on a *percentage* of the value of the endowment to cover deficits, and to not exceed that amount.

David R. reminded the Board about his desire for KBI members to become members of Mercaz, and hoped that the budget, or the membership renewal, could reflect this goal.

#### **4.2 Other Business Raised By a Director**

None

### **5.0 REPORTING WITHOUT DISCUSSION OR VOTE**

#### **5.1 Committee Reports As Circulated**

Jaimee and Cantor Green presented about the Youth Committee's activities and upcoming programs. The B'nai Mitzvah Party for the Covid cohort has 107 kids signed up to date!

## **5.2 Other Business Raised By Any Director**

None

### **6.0 IN CAMERA**

### **7.0 ADJOURNMENT**

**The meeting was adjourned at 9:35 PM.**

The next Board Meeting is on Thursday, June 23, 2022.