Present ☒

Board Members:

<table>
<thead>
<tr>
<th>☒ Robert Besunder</th>
<th>☒ Randi Fine</th>
<th>☒ Stan Laiken</th>
<th>☒ Bonnie Posel</th>
<th>☒ Joe Trager</th>
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<tr>
<td>☒ Sam Chaim</td>
<td>☒ Eric Gossin</td>
<td>☒ Michael Lipton</td>
<td>☒ Susan Rubin</td>
<td>☒ David Urbach</td>
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<td>☒ Shaul Dwosh</td>
<td>☒ Barry Green</td>
<td>☒ David Malach</td>
<td>☒ Joey Sadofsky</td>
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<td>☒ Paul Faibish</td>
<td>☒ Stan Grossman</td>
<td>☒ Ellen Melman</td>
<td>☒ Marilyn Sherman</td>
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<td>☒ Robbie Feldman</td>
<td>☒ Harvey Hirsh</td>
<td>☒ Harvey Naglie</td>
<td>☒ Gary Stoller</td>
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Clergy:

| ☒ Rabbi Cutler | ☒ Rabbi Seed | ☒ Cantor Stein | ☐ |

Staff:

| ☒ Phil David | ☐ Anna Gindin | ☐ Nancy Goldstein | ☒ Perry Zosky |

Regrets: No regrets

The meeting was called to order by the Chair (Shaul Dwosh) at 7:03 pm

Please read these minutes in conjunction with Board pre-read documents posted on the Adath Board site.

1. Dvar Torah
Rabbi Cutler delivered a D’var Torah.

2. Approval of Minutes (April 30, 2020)
On a motion by Ellen Melman, and seconded by Joey Sadofsky, to approve the April 30, 2020 Board Meeting Minutes. Result: Motion passed.

3. Business Arising from Minutes
There was no business arising from the Minutes.
4. **Correspondence**

A letter of appreciation to the Clergy regarding the Clergy’s outreach during the pandemic was read by Bonnie Posel. Per Phil David, these emails are being sent directly to the Clergy and have been overwhelmingly positive.

5. **Hazkarat Nishamot**

Joey Sadofsky read the list of bereavements that have taken place since our last Board Meeting on April 30, 2020; please refer to the May 27, 2020 Necrology report posted on the Board site.

6. **President’s Report** *(presented by David Urbach)*

We will mark the occasion of the transition to the new Board in the future. Thank you to all for their time of volunteering, in particular, thank you to Marilyn. Also, we will properly recognize Steven Goldberg for his years of service in the future. We welcome David Malach, who is a presidential appointee.

**Clergy activities in engaging synagogue members:**
- Phoning congregants
- Yahrzeits and birthdays
- Very positive feedback

We will be exploring how we use streaming and technology in the future, for Shabbat, High Holy Days, etc.

**Online events have been excellent:**
- Concert
- Speaker series including Dr. Ronald Cohn, Dr. Brian Goldman, Galit Baram, Gilbert Sharpe – moderated by Dr. Cliff Posel
- Minyan Shmooze
- Kabbalat Shabbat, Havdallah, Divrei Torah

**Social media**
- Facebook: 10th Toronto synagogue in followers but 4th in engagement (472 followers; vs Holy Blossom 1,500)
- People like video, lots of views after live events
- Eg Light your Zoom on Fire Lag B’omer (744 YouTube views; Hallel, Healing, Learning and Yizkor (495 YouTube views)

**Rabbi Schild 100th Birthday Sunday, June 7, 2020**
- Meet: 1:30 p.m. – Beth David parking lot (55 Yeomans Rd.)
• Feel free to decorate your car while in the parking lot with balloons, signs...anything special (Please note that unless you are decorating your car, we ask that all participants remain in their cars)
• At 2:00 p.m., we will proceed to Rabbi Schild’s home on Palm Drive.

High Holy Days
• Planning under a variety of different scenarios, in coordination with our Medical Advisory Committee
• Depends on provincial directives (no shul; 10 people; 50-200 people)
• Cancelled HHD contracts with most of visiting clergy (Baruch, Glantz, Kol Rina, Jordan Bendat-Appell, Mike Weinstock) & ‘Kol Rina Choir’

First Foundations and Torah Tots
• FFCA in receivership at Adath Israel (conversion to non-profit at Beth Sholom site)
• Lease terminated (in default of rent)
• Adath Israel owns the renovated space
• Torah tots (Beth Joseph Chabad): Torah Tots is a Jewish pre-school inspired by the principals of the Reggio Emilia philosophy.
• Torah Tots welcomes every child regardless of background or affiliation and appreciates their differences. Our aim is to connect children to the beauty of the natural world through a learning environment that has been constructed with thought and grace, while tending to their emotional growth and well-being.

Joey Sadofsky — How long is the lease with Torah Tots?
• Paul Faibish’s reply: It is a two year’s lease. Note that neighborhood kids will come even though it is Chabad.

Congregational School (Adath Hebrew Academy (“AHA”))
• Jack Lipinsky is working on curriculum/planning for 2020/21 session
• Unknown at this time whether it will be virtual /livestream classes

Shaul Dwosh — in the past, we had formal approvals of reports for informational purposes. Per David Malach, this is not required. So, if there are no objections, let the minutes reflect that the President’s Report was accepted as presented.
7. **Treasurer’s Report** *(presented by Paul Faibish)*
Refer to Treasurer’s Report on Board site.

Presently we are using $313,400 of our $400,000 credit facility.

There have been a couple significant adjustments to our projected scenarios for the balance of 2020. We are able to apply for the third Canadian Emergency Wage Subsidy (CEWS) period. This will result in additional savings of $41,959 and the total CEWS amount that we will receive so far is $126,020. We are hopeful that we can apply for the remaining two periods, as well.

Under Scenario 1, which shows a mid-level loss of members, we are estimating a surplus of approximately $85,000. Under Scenario 2, which has a higher loss of members, we are projecting a deficit of approximately $41,000.

**Discussion:**
Joe Trager—commented that he felt that it was not a realistic differential (between Scenario 1 and Scenario 1); what does “very bad” look like?
- Paul Faibish’s reply: It will remain as is for the next few months in order to see if results are still trending between the two scenarios. Then, a third scenario can be added, if required.

Joe Trager – Investment with UJA: we should set up an Investment Committee to guide investment decisions.
- Paul Faibish’s reply: This has been discussed with Steven Goldberg, B&F Chair. There is a Revenue and Development Committee that will be chaired by David Malach.

Robbie Feldman – Are there fixed amounts coming in?
- Phil David’s reply: Year over year, the same percentages are generated.

David Malach – Is it only the 3 months of CEWS refunds that are included?
- Paul Faibish’s reply: Confirming that the 4th & 5th months are not included (approx.$40K each)

Marilyn – FYI: Presidents of 12 shuls met 4 times since the pandemic; Adath is miles ahead with respect to Budget/planning. There are shuls that are sending out their dues statement for the first time in June.

Ellen Melman – Does Adath receive any commission on the caterer’s take-out orders?
- Paul Faibish’s reply: After Passover, the caterer was allowed to keep the commission. The caterer paid full rent in April and May. In June, Adath will forfeit 25% rent (50% is expected
The Canada Emergency Commercial Rent Assistance (CECRA) program.

The Treasurer’s Report was accepted as presented without objection.

8. COMMITTEE REPORTS

a) **Year End Financial Statements** *(presented by Paul Faibish)*

Thanked Perry (made the transition to working from home), and Maria Canevale, the KPMG auditor. Adath received a ‘clean opinion’ from KPMG auditors. Refer to draft audit report on Board site.

On a motion by Treasurer to approve to accept the 2019 audited financial statements, seconded by Stan Laiken. No discussion. Result: Motion passed.

b) **AIC Protection (Abuse) Plan** *(presented by Phil David)*

Refer to Board site for AIC Protection Plan for Children, Youth & Vulnerable Adults (Summary) and AIC Protection Plan (Full Document).

Need BoD approval of formal plan in order to purchase ‘abuse’ insurance, via our broker, Moishe Gottessman.

On a motion by Ellen Melman, and seconded by Sam Chaim, to accept the AI Protection Abuse Plan.

Discussion:
Susan Rubin – Police checks were required in the past; must they be redone for BoD members?

- Phil David’s reply: The police checks must be renewed every 3 years. Since AI is now licensed, AI can now do it ourselves.

Robbie Feldman – What happens, for example, if the cantor is dealing with a student, and

(a) There is a breach of our own policies?; and

(b) Like in a camp environment, a member of AI staff can go to the police, without first notifying/complaining to Phil, to make a complaint.

- Phil David’s reply: Any employee/Clergy alone with anyone is a high risk environment. We need to educate ourselves on the Board. Anna Gindin will be returning from maternity leave in a couple of weeks (June 12/June 15) and she will be in charge of this initiative. For example, if Ben Sharpe is providing private lessons on AI property, he should be going downstairs to the library (not alone in his office), and the parent should be waiting on the premises nearby.

- Rabbi Cutler added: There have been issues of abuse by Clergy in the past (not referring to Adath). It is a good thing that anyone can bring an alleged abuse to an overseer/the police.
Rand Fine – This document is similar to Adath’s HR policy. What will be the role of the HR Committee? There is supposed to be a HEART Committee; that Committee could join/overlap.

- David Urbach’s reply: There will still be an HR Committee for investigation of problems. Independent of insurance rider, there is a workplace harassment policy (addendum) which already exists at Adath.

Marilyn Sherman - Once back at shul, how to publicize this?
- Phil David’s reply: The ‘workplace harassment’ policy is posted in the photocopy room. The ‘whistleblower policy’ is needed; it is the last piece outstanding.

Result: Motion passed (by vote).

(c) Membership Trends *(presented by Robert Besunder & Robbie Feldman)*
Robbie Feldman presented an updated presentation from a year ago, for the benefit of new Board members.
Refer to slide deck entitled “Membership Trends” on Board site.

**Membership Facts:**
- Average age of congregants: 64
- Short tenure of 40-somethings
- Two-thirds of Adath’s membership is in the 60+ cohort.
- 20% of members → are between 80-100 years of age
- New member recruitment rates are far exceeded by attrition due to death and resignations
- 30% of our membership → provides 70% of our revenue
- Estimated long-term net revenue loss (based on past 5 years): $51K per year (excluding donations)

**Geography:**
- 30-40% of members → live north of Finch Avenue

**Next Steps**
Extensive Clergy outreach & member engagement
The following is a work in progress:
- Membership promotional materials need to be updated
- An analysis of membership benefits
- A membership handbook

The Membership Trends report was accepted as presented without objection.
9. **Board Orientation (& Manual)** *(presented by Phil David & Phil David)*
   - There is a link to the Board manual and documents; it is password protected
   - To review documents before BoD meeting
   - BoD members will receive the information approx.. 2 weeks in advance
   - If difficulties entering site → use Chrome or clear cache

**Board Manual – key items to read** *(presented by Phil David)*
https://www.adathisrael.com/board-2020-2022/
   - Contact details for BoD members, Clergy & staff
   - Office procedures:
     - If administrative → start by contacting Ronly in the Office
     - There are forms to complete for: booking an event, booking a meeting, requesting creative development, and requesting food

   - Under Board Governance: All Board members to sign and return the Confidentiality Agreement to Ronly.

**Board Decorum and Protocols** *(presented by Shaul Dwosh)*
   - All Board meetings will begin @ 7 pm
   - Discussion on a Motion vs. Suggestions on a motion vs. Amending a Motion
     - Call for a motion → requires a seconder
     - Then open for discussion (in relation to the motion)
     - Then to accept the motion
     - If a Board member has a new idea/suggestion → it will be discussed under “New Business’ at end of meeting; to follow up with email in order to get item onto the Agenda
   - Board governance per Robert’s Rules
   - Reminder: it is inappropriate to criticize actions/decisions of past Boards
   - Email etiquette → never send emails over Shabbat
   - Attendance: reply (always consider if necessary to ‘reply to all’)
   - Kippot: pretend that we are in shul (even when Zooming), especially due to D’var Torah being presented
10. Constitution of Committees (*presented by David Urbach*)

Please refer to Constitution of Committees chart on Board site, part of May 27th slide deck.

- Some committees will be chaired by BoD members & others not (ex: B&F Committee)
- Some committees will be independent of the BoD
- The following is a list of proposed committee chairs:
  - **Facilities & Security** – Joey Sadofsky
  - **Ritual & Education** – Barry Green
  - **Member Services** – Robert Besunder
  - **Development** – David Malach/Ellen Melman
  - **Finance** – Steven Goldberg
  - **Marketing & Branding** – Susan Rubin
  - **Programming** – Joey Trager
  - **Future Planning** – Harvey Naglie
  - **Past Presidents** – Eric Gossin, Michael Lipton
  - **Contribution Review** – Shelly Parker
  - **Human Resources** – Sheri Jonas
  - **Legal** – TBD
  - **Audit** - TBD

A motion by President to approve all Committee Chairs as per list presented by David Urbach, and seconded by Robert Besunder. Result: Motion passed.

Harvey Naglie constituted the Future Planning Committee.

- Harvey Naglie - Chair
- David Malach
- Susan Rubin
- David Engel
- Lisa Swirtzman
- Michelle Diamond
- David Urbach - ex officio
- Shaul Dwosh - ex officio

A motion to approve Future Planning Committee as listed. Result: motion passed.

Reminder: Please get committees slated; the sooner, the better!

Phil David – Can Committee Chart be moved around or would this require constitutional change?
• David Urbach’s reply: Terms are in the Constitution but vague enough that we can make committees work as needed

Joe Trager – Israel Affairs is mostly programming with an Israel focus; is there an error on the Committees Chart?
• David Urbach’s reply: we can finesse it by calling it a different name; it is not mentioned specifically in the Constitution.

A motion by Joe Trager to move Israel Affairs currently under Ritual to Programming. Result: motion passed.

11. Membership & Retention (presented by Robert Besunder)
Refer to Membership & Retention report on Board site.

A motion by Robert Besunder to accept resignations as set out in report, seconded by Robbie Feldman. Result: motion passed.

Sam Chaim – why do resignations require BoD approval?
• Shaul Dwosh’s reply: If it is a long-standing member of Adath, maybe the Clergy can reach out to the resigning member and accommodate/change their mind.

12. New Business
Robbie Feldman mentioned another shul reaching out to Ford to daven in shul parking lot/Kabbalat Shabbat on the grass.
• Rabbi Cutler’s reply: The Orthodox rabbis are in disagreement over ‘re-opening’ shuls. Adath will consult our Medical Advisory Committee. Currently, the law is five and we will err on the side of caution.

Shaul Dwosh’s commented: Drive-in worship is allowed, as long as congregants remain in their car with the windows up.

13. Good and Welfare (presented by Shaul Dwosh)
• Congratulations to Natalie Urbach on acceptance to medical school at Queen’s.

Sam Chaim – Suggested photos of all BoD members be placed on the Adath website; he felt it would help personalize relationships with congregants.
• Susan Rubin’s reply: Clergy photos are on the website. In the past, the Board was so extensive that it was not practical to have all their photos on the website. She added the cautionary note that if the photos are not professionally taken, it will look unwieldy/unprofessional.
It was agreed that the Board would wait until Sarah could standardize the photo taking of Board members.

Cantor Stein – reminded that Shavuot/Yizkor would be online @ 5 pm.

14. “In Camera” Meeting

1. Rabbi Seed’s Employment Agreement

On a motion by Shaul Dwosh to approve employment agreement for Rabbi Seed as per the terms orally presented. Result: Motion passed by poll (private vote).

2. Other Items

Adjournment

On a motion by Ellen Melman, and seconded by Sam Chaim, to adjourn the BoD meeting. Result: Motion passed.

Meeting adjourned at 10:14 pm.

Follow-up Action Items

1. A ‘Whistleblower Policy’ is needed.
2. All Board members to sign and return the Confidentiality Agreement (located under Board Governance on Board site) to Ronly at ronly@adathisrael.com.
3. To slate committees as soon as possible and to provide committee members to Phil David and Bonnie Posel.

Next Meeting: June 25, 2020 @ 7:00 pm.