



COMMITTEE: BOARD OF DIRECTORS	MEETING MINUTES
DATE/TIME:	Sunday, February 9, 2020; 9am-3pm EST;
LOCATION:	Hyatt Place Hotel, St. Petersburg, Florida
ATTENDEES:	Perry Ohren, Chair; Julie Chapnick, John Colborn, Sandy Danto, Susan Friedman, Paula Goldstein, Jordan Golin, Judy Halper, Michael Hopkins, Robert Hyfler, Stephan Kline, Erik Lindauer, Jay Miller, Lori Moss, Brian Prousky, Larry Reader, Andrea Steinberg. <u>Participating by phone:</u> Claudia Finkel, Jim Kahn, David Marcu, Leah Rosenbaum, Aviva Sufian. <u>Staff:</u> Reuben Rotman, Lisa Loraine Smith. <u>Guests:</u> Terri Balliet, Beth Ann Gemunder, Sheila Solomon Rudd.
NOT PRESENT:	June Gutterman, Leslie Reis, Ray Silverstein, Fred Stock.
QUORUM/CALL TO ORDER:	The meeting was called to order at 9am EST. A quorum was present.
AGENDA:	<ol style="list-style-type: none"> 1) Approval of Minutes of November 4, 2019 2) Update: 2019 Board Campaign 3) Disclosures and Approval of Agenda 4) Meeting Dates: FY 2020/21 5) CEO's Report 6) CPO's Report 7) Review: 2019 Financial Statements 8) Advocacy Committee Report 9) Best Practices Committee Report 10) Canadian Agency Directors' Report 11) Governance Committee Report 12) Innovation Committee Report 13) Membership Committee Report 14) Nominating Sub-Committee Report 15) Lunch Presentations from Gulf Coast JFCS, Tampa JFS and Tampa Bay Job Links 16) 2019 Executives' Networking Forum/Plans for 2020 17) 2020 Annual Conference 18) Report on Board Self-Assessments 19) International Presence of NJHSA 20) Strategic Plan 21) Good and Welfare/Executive Session and Adjournment
VOTES TAKEN / ELECTIONS/ACTIONS TAKEN/DECISIONS MADE	<ul style="list-style-type: none"> ○ A motion was made by Erik Lindauer, seconded by Paula Goldstein and unanimously approved to accept the minutes from the meeting of November 4, 2019. ○ A motion was made by Lori Moss, seconded by Larry Reader and unanimously approved to accept the agenda for the meeting. No conflicts were disclosed. ○ A motion was made by John Colborn, seconded by Susan Friedman and unanimously approved to accept the proposed US Public Policy Agenda for 2020, with the understanding that staff will add the concept of "anti-harassment" to the bullet related to "respectful workplaces". ○ A motion was made by Bob Hyfler, seconded by Jordan Golin and unanimously approved to accept the proposed Canadian Public Policy Agenda for 2020. ○ A motion (see attached sheet) was made by Stephan Kline, seconded by Susan Friedman and unanimously approved to delete the paragraph from the Network's Charter related to advocacy.

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- A motion (see attached sheet) was made by John Colborn, seconded by Sandy Danto and unanimously approved to accept the proposed revisions to the By-Laws related to the addition of other officer positions, as determined by the Board.
- A motion (see attached sheet) was made by Stephan Klein, seconded by Jay Miller and unanimously approved to accept the proposed revisions to the By-Laws related to the removal of member agencies as determined by the membership committee.
- A motion (see attached sheet) was made by Paula Goldstein, seconded by Brian Prousky and approved with one opposed (Leah Rosenbaum) related to the proposed revisions to the Governance and Nominating Committee, specifically related to the composition of the Board and noting the priority should be to nominate to the Board Executive level staff or lay leaders with strong knowledge of agencies.
- A motion (see attached sheet) was made by Erik Lindauer, seconded by Susan Friedman and approved with one opposed (Robert Hyfler) related to the proposed revisions to the Responsibilities of Board members.
- A (see attached sheet) motion was made by John Colborn and seconded by Larry Reader and unanimously approved to accept the proposed revisions to the Conflict of Interest Acknowledgement which is signed annually by each Board member. It is now agreed that the Responsibilities of Board Members will be attached to the Conflict of Interest Acknowledgement and Board Members will be asked to sign the combined document.
- A motion was made by Paula Goldstein, seconded by Lori Moss and unanimously approved to accept the slate of officers and Board Members for FY 2020/21, as proposed by the Nominating Sub-Committee.

**KEY DEVELOPMENTS/DECISIONS
REPORTED:**

Perry Ohren reported that the Board campaign for 2019 was quite successful, having raised \$43,757, an increase of over \$14,000 from the 2018 campaign.

Perry noted the schedule of Board meeting dates for FY 2020/21 and asked those present to note them in their calendars.

Reuben Rotman delivered a D'var Torah which acknowledged February as Jewish Disability Awareness Acceptance and Inclusion Month and he shared NJHSA's participation with this effort.

Reuben presented his CEO Report and in addition noted that a series of focus groups will be held to garner input from those who participated in the 2019 Executives' Networking Forum which addressed the topic of financial sustainability. He explained that NJHSA is exploring the possibility of sponsoring a cohort-based learning experience for those agencies interested in pursuing this topic further.

Reuben also noted that, at the request of the Jewish Federation of Greater Portland, he spent a week in Portland providing a consultation for the JFCS Portland. The consultation resulted in a written report and a series of meetings with various stakeholders. If requested again, Reuben did express the need to charge a fee for such an extended service.

Lisa Loraine Smith presented her CPO report and shared statistics demonstrating the level of engagement with the NJHSA sponsored Affinity Groups and webinars. She also noted fee for service offerings which NJHSA has sponsored (for tele-mental health certification and video development). Lisa's report noted a dramatic increase of over 300% when compared to engagement in 2018, and the participation of over 1200 unduplicated individuals, over the course of 81 separate Affinity Group meetings.

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David Marcu shared the preliminary financial results for the fiscal year of 2019 and explained that the Agency ended the year with a surplus, estimated to be in the range of \$90,000. Reuben explained that revenue results were higher than budgeted for several areas including conference registration and sponsorships, contributions and Federation allocations. He explained that despite the loss of the Legacy Heritage grant did not impact the bottom line as the agency able to make up the loss grant revenue with a new grant from the Weinberg Foundation. Reuben explained that the audit process will begin shortly, and the audit will be presented to the Board at its summer meeting in July 2020.

Aviva Sufian presented the proposed US 2020 Public Policy Agenda. In the discussion that followed it was agreed that NJHSA should provide some support for agencies to guide them in efforts to make best use of the Agenda. It was also suggested that NJHSA could convene those agencies that have established Advocacy Committees to share strategies, etc. Lastly, it was agreed that staff will edit the bullet related to “respectful workplaces” to also include the concept of “anti-harassment.”

Andrea Steinberg reported that the Best Practices Committee is continuing to discuss its definition of “Best Practice” toward its goal of establishing an NJHSA Best Practices Registry. She explained that as an initial effort, NJHSA has been asked to submit a proposal to the Weinberg Foundation for funding to respond to their interest in having NJHSA compile Best Practice initiatives related to employment for Jewish community members with disabilities.

Brian Prousky presented the 2020 Canadian Public Policy Agenda, which was developed with support from CIJA. He also noted that the NJHSA Canadian entity is now dissolved and the separate bank account which NJHSA held in Canada has been closed. He reminded the Board that these actions were approved by the Board at its November 2019 meeting.

Erik Lindauer presented the following revisions to several governance documents, as proposed by the Governance Committee:

- It was agreed that the paragraph related to advocacy restrictions would be deleted from the Network’s Charter and an updated Charter will be filed accordingly with the State of New York.
- By-Laws were revised to allow for additional officer positions as needed and to address formatting and other edits in keeping with updated practices and to provide additional context for removing an agency from NJHSA membership.
- The Governance and Nominating Sub-Committee Charter was revised to reflect the composition of Board members to note that when seeking member representation, the priority should be to nominate agency representatives who are Executive level staff or lay leadership with strong knowledge.
- The Responsibilities of the Board was updated to note its connection to the Conflict of Interest Acknowledgement.
- The Conflict of Interest Acknowledgement was also updated to incorporate the addition of the Responsibilities of the Board.

Reuben reported on behalf of Jerry Rubin, Chair of the Innovation Committee, that the participating agencies of the Intensive Incubation Program of the Jewish Poverty Challenge will be presenting their experiences at the Dallas conference. He also reported that the Recruitment and Retention Workgroup of the Innovation Committee will be meeting with a representative from Leading Edge to understand the findings from the past 3 years of NJHSA member agency participation in Leading Edge’s Employee Engagement Survey. It is felt that these findings may help to

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identify some opportunities to respond to the Recruitment and Retention challenges experienced by Network member agencies.

Judy Halper reported that 3 agencies joined NJHSA in January (Cummings Centre in Montreal, JARC in Detroit and JFS of Northeastern NY in Albany). She also explained that discussions are underway with 6 other agencies. She reminded the Board of the new member recruitment incentive and noted that since the incentive was established in May, 7 new member agencies have joined NJHSA. Judy reported that the membership committee has decided to approve the membership application of Neshama: The National Association of Jewish Chaplains with the understanding that while it may appear unusual to accept another membership association as a member agency, more than half of the members of this association are actually employed as Chaplains by many NJHSA member agencies. Moving forward, NJHSA will be looking for ways to integrate this group into offerings at our conference and with its own Affinity Group. Lastly, Judy noted that the committee also approved a revision to the membership application for prospective member agencies which asks them to sign an Advocacy Endorsement noting their understanding of the advocacy efforts of NJHSA.

Paula Goldstein presented the slate of incoming officers and board members for FY 2020/21. The slate was unanimously approved.

DISCUSSION ITEMS OF INTEREST

- During lunch, the Board met with representatives of Gulf Coast JFCS, Tampa JFS and Tampa Bay Job Links. It was agreed that moving forward, effort should be made to invite representatives of local member agencies to meet with the Board in the cities where the Board is scheduled to meet.
- Lisa Loraine Smith shared an update on plans for the 2020 Executives' Networking Forum explaining that the Forum will be held at a new venue; Embassy Suites by Hilton Resort in Scottsdale from November 14-16, 2020.
- Judy Halper presented an update on the 2020 Annual Conference. She noted that \$47,000 in sponsorship commitments have been raised to date toward the budgeted goal of \$70,000. She explained that 3 Plenaries have been planned to highlight an issue of concern and to showcase the Network's response. She explained that 35 workshops will be held, and an evening reception will be held at the recently opened Dallas Holocaust Museum. She also reminded the Board that early bird registration will close on February 28th. She encouraged all to register and to be in touch with Karen Rosen with any registration questions.
- Susan Friedman and Paula Goldstein shared the findings of the 2019 board self-assessment survey and noted that increased efforts will be put forth to provide board education in the coming year.
- John Colborn announced the formation of a time-limited Taskforce to address the International presence of NJHSA. He thanked Julie Chapnick, Kim Coulter, Sandy Danto, Mark Hetfield, David Marcu and Jay Miller for joining him with this effort. He explained that this Taskforce will explore affiliations with European based associations which might have comparable programming efforts.
- Reuben Rotman presented an updated version of the Strategic Plan noting responsible parties and measurable impact for each recommendation. He explained that this document will be used to provide updates to the Board moving forward. Concerns were raised around the Mission Statement and the need for additional editing to tighten the Statement. It was agreed that staff will address this concern with the Strategic Planning Committee.
- Perry thanked those Board members who are leaving the Board for their service (Claudia Finkel, Brian Prousky, Leah Rosenbaum and Fred Stock). He also thanked June Gutterman and Jim Kahn who with the new slate will be ending

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	their terms as “Immediate Past Co-Chairs” and will assume lifetime positions on the Board as Past Chairs. The Board then adjourned into Executive Session.
TASKS / ASSIGNMENTS / FOLLOW UP:	<ul style="list-style-type: none"> <li data-bbox="488 247 1349 310">• The Board was encouraged to register for the 2020 Annual Conference, scheduled for May 3-5 in Dallas.
NEXT MEETING DATE / AGENDA	Next meeting date: Monday, May 4, 2020 Time 12:15 – 2:15 pm CST Location: The Fairmont Hotel, Dallas, Texas
MINUTES TAKEN BY:	Judy Halper

GOVERNANCE RELATED BOARD RESOLUTIONS
ADOPTED AT FEBRUARY 9, 2020 BOARD MEETING

WHEREAS, the Governance Committee of the Network of Jewish Human Service Agencies, Inc., has met to review and discuss proposed technical corrections and other substantive amendments to the Network's Amended and Restated Certificate of Incorporation, By-laws, and Governance Committee and Nominating Subcommittee Charter, and

WHEREAS, at the request of the Network's Board, the Governance Committee has further reviewed and revised a proposed form of Board Responsibilities and Expectations reflecting principles to be reviewed, acknowledged and agreed to annually by members of the Network's Board, and

WHEREAS, the Nominating Subcommittee has issued its report identifying its recommended slate of nominees for officer and director positions for the Network's 2020/2021 fiscal year, and such report was approved by the full Governance Committee for presentation to the Board, and such report has been submitted for approval by the Network's Board,

NOW, THEREFORE, the Board has considered and adopted by the votes indicated below the following resolutions:

RESOLVED, that an amendment to delete Section 2(e) of the Network's Certificate of Incorporation in its entirety, and to appropriately renumber each subsequent sub paragraph thereof is approved by this Board and should be promptly filed as appropriate with the Office of the Secretary of State of the State of New York. (Adopted unanimously)

RESOLVED, that amendments to Article 5 the Network's By-laws relating to Officers of the Network in the form presented to the Board at this meeting are approved by the Board. (Adopted unanimously)

RESOLVED, that amendments to Article 3 the Network's By-laws relating to membership in the Network, as well as certain other ministerial or clerical corrections to such By-laws, all in the form presented to the Board at this meeting are approved by the Board. (Adopted unanimously)

RESOLVED, that an amendment to the Network's Governance Committee and Nominating Subcommittee Charter in the form presented to the Board at this meeting is approved by the Board. (Adopted, Leah Rosenbaum dissenting.)

RESOLVED, that the proposed form of Board Responsibilities and Expectations in the form presented to the Board at this meeting is approved and adopted by the Board. (Adopted, Robert Hyfler dissenting.)

RESOLVED, that the form of annual Conflict Acknowledgment and Disclosure Form in the form presented to the committee at this meeting is approved by the Board. (Adopted unanimously)