



COMMITTEE: BOARD OF DIRECTORS	MEETING MINUTES
DATE/TIME:	Sunday, January 27, 2019; 9am-3pm ET
LOCATION:	Surfside, Florida
ATTENDEES:	<p><u>Present:</u> Perry Ohren, Chair; John Colborn, Vice Chair, David Marcu, Treasurer, Judy Halper, Secretary. Julie Chapnick, Susan Friedman, Paula Goldstein, Jordan Golin, June Gutterman, Michael Hopkins, Robert Hyfler, Stephan Kline, Erik Lindauer, Jay Miller, Lori Moss, Leslie Reis, Leah Rosenbaum, Ray Silverstein.</p> <p><u>By Phone:</u> James Kahn, Aviva Sufian, Andrea Steinberg.</p> <p><u>Staff:</u> Reuben Rotman, Lisa Loraine Smith.</p>
NOT PRESENT:	Claudia Finkel, Brian Prousky, Larry Reader.
QUORUM/CALL TO ORDER:	The meeting was called to order at 9:00 am ET. A quorum was present.
AGENDA:	<ol style="list-style-type: none">1) Approval of Minutes of November 5, 2018 and of November 12, 2018.2) Invitation to Join Safety, Respect, Equity Coalition3) 2020 Annual Conference4) CEO's Report5) CPO's Report6) Review of Financial Report7) Advocacy Committee8) Audit Committee9) Canadian Member Agencies10) Governance11) Membership12) Nominating13) Executive's Conference14) Annual Conference15) Board Discussion: Strategic Planning16) Executive Session/Adjournment
VOTES TAKEN / ELECTIONS/ACTIONS TAKEN/DECISIONS MADE	<ul style="list-style-type: none">○ A motion was made and unanimously approved to accept the minutes of November 5, 2018 and of November 12, 2018.○ A motion was made and passed, with one rejection, to accept the invitation for NJHSA to join the Safety, Respect Equity Coalition.○ A motion was made and unanimously approved to accept the proposed Public Policy Priorities for 2019.○ A motion was made and unanimously approved to accept the proposed North American Public Policy Priorities for 2019.○ A motion was made and unanimously approved to accept the proposed revisions for the NJHSA By-Laws.○ A motion was made and unanimously approved to accept the proposed revisions for the Certificate of Incorporation for NJHSA.○ A motion was made and unanimously approved to accept the proposed Committee Charters.○ A motion was made and approved with one abstention to accept the proposed slate of nominees for the NJSJA Board of Directors for 2019-2020.
KEY DEVELOPMENTS/DECISIONS REPORTED:	<ul style="list-style-type: none">● It was agreed that NJHSA would accept the invitation to join the Safety, Respect, Equity Coalition and would bring the terms of the Coalition to the NJHSA Human Resource Committee to ensure that current NJHSA policies

DATE/TIME:

Sunday, January 27, 2019; 9am-3pm ET

are in keeping with the requirements of the Coalition. It was further agreed that NJHSA would promote its membership with the Coalition with the full Network membership.

- It was reported that three communities have expressed interest in hosting the NJHSA 2020 Annual Conference. Discussions are underway with each and the Executive Committee will make the final determination with the goal that the remaining communities will be asked to host in subsequent years.
- Reuben Rotman distributed his CEO's report in writing and shared plans for a Jewish Poverty initiative, to be launched at the 2019 Annual Conference and a pending request for funding with the Weinberg Foundation.
- Lisa Loraine Smith shared an update on the status of NJHSA sponsored Affinity Groups.
- David Marcu reviewed draft statements for the 2018 fiscal year and noted that the initial projection reflects an estimated deficit in the range of \$112,000. He noted the following as key factors contributing toward the deficit: difference in received funding from Legacy Foundation vs. original budget, higher than budgeted expenses for Annual Conference and higher than budgeted expenses for audit and legal (relating to the merger).
- Aviva Sufian reviewed the proposed Public Policy Priorities for 2019 and noted the addition of new priorities related to the impact of guns and the addition of asylum seekers to priorities related to immigration.
- In the absence of Larry Reader, Reuben Rotman reported the results of the 2017 audits for AJFCA (for January through April 2017) and for NJHSA (for May through December 2017). He explained that AJFCA saw an increase in its net assets of \$146k for this period, while NJHSA saw a decrease in its net assets of \$146k for this period. He explained that these fluctuations were directly related to the merger expenses.
- In the absence of Brian Prousky, Reuben Rotman reported that JFS Calgary, JFS Edmonton and JFS Ottawa have all resumed their membership with NJHSA for 2019. Reuben also reviewed the North American Public Policy Priorities, which include references for Canadian legislation and law.
- Erik Lindauer presented draft revisions for the By-Laws, Articles of Incorporation and Committee Charters. He noted the following as substantive edits of the By-Laws:
 1. Agency Member and Affiliate Member definitions are adopted and used more clearly, as appropriate throughout.
 2. Structure and roles of Governance Committee, a Nominating Subcommittee thereof, and the Membership Committee are detailed.
 3. References to the Merger Restructuring have been deleted where no longer relevant.
 4. The description of the length of initial directors' terms and the status of ex-officio board members have been clarified.
 5. Express authority for electronic meetings, and for email or similar electronic written consents in lieu of a meeting, has been adopted.
 6. Indemnification and insurance of officers has been expanded to be consistent with what is permitted by current New York law.

Erik also noted the following as substantive edits of the Articles of Incorporation:

COMMITTEE: BOARD OF DIRECTORS	MEETING MINUTES
DATE/TIME:	Sunday, January 27, 2019; 9am-3pm ET
	<ol style="list-style-type: none"> 1. Historical references to predecessor organizations dating back to the 1970's have either been eliminated or summarized. 2. Separate historic charter documents have been consolidated into a single updated document. 3. Updated to reflect the New Jersey office as the address for sending legal notices. <ul style="list-style-type: none"> • Judy Halper reported that the Jerusalem Hills Therapeutic Center of Jerusalem, Israel has recently joined NJHSA as a new member agency. Judy also presented the need to adopt an "Inactive Status" for agencies who let their membership lapse. • Paula Goldstein presented the slate of incoming Board members for 2019-2020 and noted the addition of Sandy Muskovitz Danto, a community volunteer from Detroit, as an incoming board member and new three-year terms for Julie Chapnick, Paula Goldstein, Stephan Kline, Lori Moss, Larry Reader, Leslie Reis, Ray Silverstein and Aviva Sufian.
DISCUSSION ITEMS OF INTEREST	<ul style="list-style-type: none"> ○ Jordan Golin reported summary results of the 2018 Executives Conference and explained that the committee has proposed rebranding the conference as an Executives' Networking Forum. He reported that the 2019 Forum will be held from November 2-4 at the Arizona Biltmore in Phoenix. ○ Susan Friedman and Michael Hopkins shared highlights of the upcoming 2019 Annual Conference in Atlanta and noted the plenary sessions addressing crisis response and Jewish poverty and a presentation from Dr. Deborah Lipstadt. They also noted the Sunday evening reception at the Civil Rights Museum and a pre-conference gathering for lay leadership and executives at the JFCS Atlanta, scheduled for Sunday morning, March 31. ○ The Board engaged in a lengthy discussion for the Strategic Planning process and completed a series of discussion questions in pairs. ○ The Board adjourned into Executive Session to facilitate a performance review discussion of the CEO.
TASKS / ASSIGNMENTS / FOLLOW UP:	<ul style="list-style-type: none"> • The Board was asked to submit written summary responses for the Strategic Planning questions to Reuben Rotman. • The Board was reminded to complete their registrations for the upcoming NJHSA Annual Conference in Atlanta.
NEXT MEETING DATE / AGENDA	<p>Next meeting date: Monday, April 1, 2019 Time: 12 Noon – 2pm ET Location: Atlanta (during NJHSA Annual Conference)</p>
MINUTES TAKEN BY:	Judy Halper, Board Secretary