

COMMITTEE: BOARD OF DIRECTORS	MEETING MINUTES
<b>DATE/TIME:</b>	Sunday, July 28, 2019; 9am – 3pm EDT
<b>LOCATION:</b>	Offices of Sullivan and Cromwell, New York City
<b>ATTENDEES:</b>	<p><u>Participating in person</u>: Perry Ohren, Chair; John Colborn, Susan Friedman, Paula Goldstein, Jordan Golin, Judy Halper, Robert Hybler, Jim Kahn, Erik Lindauer, Jay Miller, Lori Moss, Brian Prousky, Leslie Reis.</p> <p><u>Staff</u>: Reuben Rotman, Lisa Loraine Smith.</p> <p><u>Participating by Zoom video/phone</u>: Julie Chapnick, June Guterman, David Marcu, Larry Reader, Leah Rosenbaum, Andrea Steinberg, Aviva Sufian.</p> <p><u>Guests</u>: April Kushner and Christopher Lazzaro from SAX LLP.</p>
<b>NOT PRESENT:</b>	Sandy Muskovitz Danto, Claudia Finkel, Michael Hopkins, Stephan Kline, Ray Silverstein, Fred Stock.
<b>QUORUM/CALL TO ORDER:</b>	The meeting was called to order at 9am EDT. A quorum was present.
<b>AGENDA:</b>	<ol style="list-style-type: none"> <li>1) Welcome &amp; Announcements (Updated Meeting Schedule, Board Campaign and D'var Torah)</li> <li>2) CEO's Report</li> <li>3) CPO's Report</li> <li>4) Presentation of 2018 Audited Financial Statements and IRS 990 Filing</li> <li>5) Budget and Finance Committee</li> <li>6) Governance Committee</li> <li>7) Membership Committee</li> <li>8) Advocacy Committee</li> <li>9) Best Practices Committee</li> <li>10) Canadian Member Agencies</li> <li>11) Grants and Opportunities Committee</li> <li>12) Report on Conferences (2019 Executives' Networking Forum, 2020 Annual Conference and 2021 Annual Conference).</li> <li>13) Strategic Planning Update</li> <li>14) Board Assessment Process</li> <li>15) Executive Session and Adjournment</li> </ol>
<b>VOTES TAKEN / ELECTIONS/ACTIONS TAKEN/DECISIONS MADE</b>	<ul style="list-style-type: none"> <li>○ A motion was made by Brian Prousky to approve the agenda with additional issues to be discussed during the Canadian Member Agencies report.</li> <li>○ A motion was made by Lori Moss and seconded by Paula Goldstein to approve the minutes of the last meeting of the NJHSA Board of Directors (meeting of April 1, 2019). The motion was approved with one abstention.</li> <li>○ A motion was made by David Marcu and seconded by Judy Halper and unanimously approved by the Board to accept the adjusted operating budget for 2019 (a copy of which is attached to these minutes) to reflect a negative adjustment for the proposed grant from the Legacy Heritage Fund. Reuben Rotman explained that the Legacy Heritage Fund recently informed the Network that it has decided to temporarily suspend all external grantmaking. Reuben explained that this decision will be shared with the current Legacy grantees which received Legacy Heritage funding via NJHSA in 2018.</li> <li>○ Motions were made by Erik Lindauer and seconded by Susan Friedman and unanimously approved by the Board to accept the proposed Confidentiality, Conflict of Interest and Related Party Transaction and Whistleblower Policies (copies of which are attached to these minutes). A motion was then made by Paula Goldstein, seconded by Brian Prousky and unanimously approved by the</li> </ul>

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KEY DEVELOPMENTS/DECISIONS REPORTED:	<p>Board to accept the proposed charter for the recently established Grants and Opportunities Committee (a copy of which is attached to these minutes).</p> <ul style="list-style-type: none"> <li>○ A motion was made by Aviva Sufian and seconded by John Colborn and unanimously approved to accept the recommendation of the Advocacy Committee that the Network should join the following advocacy coalition groups: Nonprofit VOTE, Mental Health for US and Jewish Social Justice Roundtable.</li> <li>○ A motion was made by Aviva Sufian and seconded by Lori Moss to approve the recommendation of the Advocacy Committee to support the US Federal Transformative to Competitive Employment Act (H.R. 873) to phase out subminimum wage contracts for individuals with disabilities (relevant materials presented to the Board are attached to these minutes). The motion was approved with [one abstention] and two (John Colborn and Erik Lindauer) voting against.</li> <li>○ A motion was made by Susan Friedman and seconded by Bob Hyfler to approve the recommendation of the Grants and Opportunities Committee to select JFS Columbus, JFCS Philadelphia and a collaborative application from JFS Detroit, JVS Human Services Detroit and Yad Ezra for participation in the Intensive Incubation Program of the Jewish Poverty Challenge, sponsored by the Network's Center for Innovation and Research. The motion was unanimously approved without the participation of NJHSA Board members who represent these agencies (Paula Goldstein, June Guterman, Perry Ohren and Leah Rosenbaum).</li> </ul>
	<p>The updated meeting schedule of the NJHSA Board of Directors was distributed. Board members were reminded to make reservations for the meetings being held in Phoenix, Arizona in November 2019 and in St. Petersburg, Florida in February 2020. Paula Goldstein delivered a D'var Torah and Perry Ohren thanked Board members who have supported the Board campaign to date and encouraged those who made pledges to pay their pledges by the November Board meeting. He noted that the Board will achieve 100% participation and overall will experience a 10% increase in dollars raised through the campaign.</p> <p>Reuben Rotman distributed his CEO Report in writing and shared updates on future funding opportunities including ongoing discussions with the Covenant Foundation and with the Weinberg Foundation and a new opportunity to disseminate funding via the JFNA Center for Holocaust Survivor Support to reduce isolation for Holocaust Survivors using technology. Reuben also shared discussions with a donor who is interested in supporting the purchase of a membership association database system for NJHSA. The Board shared some recommendations regarding additional potential sources of funding for this effort.</p> <p>Lisa Loraine Smith shared a detailed report on the level of engagement of member agencies in Network sponsored Affinity Groups, noting close to 550 unduplicated individuals having participated since January 2019. In the discussion that followed it was suggested that some type of evaluation effort for the Groups should be developed and a training effort to support Affinity Group Chairs should be offered.</p> <p>The draft audited financial statements and IRS 990 filing were presented by representatives of SAX LLP, the auditing firm which was recently engaged by the Network. The auditors reported that the 2018 audit was a smooth audit process with no deficiencies in internal management controls and no audit adjustments. It was explained that the Network will be completing filings with the States of New York and New Jersey along with the federal 990 filing. It was also noted that moving forward it will be the goal to present the most recently completed audit and 990 at the July meeting of the Board each year.</p> <p>David Marcu, on behalf of the Budget and Finance committee, presented management financial statements for the period ending June 2019. He explained</p>

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that the Network was able to absorb the loss of the Legacy Heritage funding because of better than budgeted results of the 2019 Annual Conference and the new grant of \$50,000 which was received from the Weinberg Foundation. He also noted increases in Federation allocations from several Federations including Baltimore, Chicago, Detroit and Miami.

Judy Halper reported on behalf of the Membership Committee and explained that the Committee is sponsoring an effort to assist with the recruitment of new member agencies. An incentive of a free conference registration is being offered to the current member agency that helps to recruit a new member agency. Judy reported that the JCC Manhattan and the Kings Bay Y are co-hosting a luncheon on September 13<sup>th</sup> in NYC to engage other NYC area JCC's/Y's. Judy also reported that the Jewish Federation of St. Joseph Valley in Indiana, Jewish Addictions Awareness Network and In Shifra's Arms recently joined the Network as new member agencies.

Andrea Steinberg reported that the Network's Best Practices Committee has been reconstituted and the committee is working on a definition of a Network endorsed definition of Best Practice. Moving forward, the committee will also be establishing a Best Practices Registry, which will be housed within the Members' Portal on the Network website. The Registry will seek to list client services as well as efforts supporting internal operations which follow the Network's definition of Best Practice.

On behalf of the Canadian Member Agencies, Brian reported that the Network will be sponsoring a meeting in Toronto on November 25<sup>th</sup> which will feature a presentation from the researcher who completed the 2018 Demographic Study on the Jews of Canada. The presentation will include a focus on the impact of the findings of the study for Canadian Network member agencies. Brian also shared the recent and upcoming transitions of several CEO's from Canadian member agencies (namely Edmonton, Hamilton, Montreal, Ottawa and Vancouver).

Lisa Loraine Smith reported that the 2019 Executives' Networking Forum is being planned with a special emphasis on increasing networking opportunities. She also noted that the conference will address the topic of Financial Sustainability, following input from a survey of Network member agencies.

Judy Halper reported that plans are coming together for the 2020 Annual Conference, which is being held from May 3-5 in Dallas. She explained that the committee's goal is to announce the full details of the conference, including the content for all workshops, by the end of December. Toward this end, the RFP for sessions will be released in August and will be due back in September.

Perry Ohren announced that the 2021 Annual Conference will be held in Minneapolis, Judy Halper and the entire JFCS Minneapolis team was thanked for their willingness to serve as host agency for the 2021 conference.

## DISCUSSION ITEMS OF INTEREST

- Reuben Rotman shared a draft of the newly created Board portal which has been established within the Network's website. He explained that this portal will serve as a virtual filing cabinet and will allow the Board to have access to minutes, charters, financial records and policies. He explained that the new database will also include a feature to support an interactive board forum to support dialogue between board members and the Network.
- Reuben Rotman and Judy Halper led a discussion regarding the Network's need to consider and adopt more clearly defined standards and criteria for admission of new members to the Network. In the discussion related to member agencies which recently joined NJHSA, it was agreed that in addition to clarifying membership standards, a more transparent vetting process needs to be established to evaluate the appropriateness of prospective member agencies. These standards and the process should address, among other things, the impact of Member Agency advocacy positions and programs that may conflict with

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	<p>advocacy positions of the Network and/or other Member Agencies, and the extent to which individual Member Agencies, by virtue of their membership, should be seen as endorsing specific advocacy positions adopted by the Network. It was agreed that the Membership Committee, with assistance of the Governance Committee, would discuss this issue further and report back to the Board.</p> <ul style="list-style-type: none"> <li>○ Perry Ohren provided an update on the status of the Strategic Planning committee and the Board provided additional edits for the proposed Mission and Values statements. Reuben Rotman asked the Board to then provide their own rankings (1-3) for each of the strategies proposed for the Plan. He explained that these rankings will then be summarized in connection with future discussions of any proposed final version of the Plan.</li> <li>○ Susan Friedman and Paula Goldstein asked the Board for input on essential elements required for a Board agreement which each Board member will be asked to sign. Ultimately, this agreement will then lead to a Board assessment process where each Board member will be asked to assess their own performance and level of participation with the Board, as well as the Network's role in supporting the Board.</li> </ul>
TASKS / ASSIGNMENTS / FOLLOW UP:	<ul style="list-style-type: none"> <li>● Documents will be uploaded onto the Board portal in advance of the next Board meeting.</li> <li>● Susan Friedman and Paula Goldstein will continue their efforts to develop a Board Assessment process and will share an update on that process at the next Board meeting.</li> <li>● A draft Strategic Plan will be presented to the Board at its next meeting.</li> <li>● The Membership Committee will provide recommendations to the Board regarding membership standards, including the impact of advocacy positions taken by individual agencies that may diverge from those taken by the Network or other Member Agencies.</li> </ul>
NEXT MEETING DATE / AGENDA	<p>Next meeting date: Monday, November 4, 2019  Time: 12:00 pm – 4:00 pm (Arizona time)  Location: Phoenix, AZ, in association with the 2019 Executives' Networking Forum</p>
MINUTES TAKEN BY:	Judy Halper, Board Secretary