

Board Meeting Minutes
October 4, 2021; 7:00 p.m.
via ZOOM

Present: Debra Levy-Fritts, President; Laurel Fisher, VP; Lory Kohleriter, VP; Myron Schwitzer, VP; Jason Gadsby, Treasurer; Theresa Myers, Secretary, Rodney Sclosser, Past-President; Jacque Comroe; Emma Darling; David Gerber; Joel Guskin; Toni Lachman; Louis Marx; Jody Pearson; Ali Rhodes; Phil Rosenfeld; Michael Sarnier; Mark Stromberg; Steve Weintraub; Laney Arndt; Robyn Klein; Rabbi Paley; Cantor Avery; Steve Lewis, Executive Director; Paddy Epstein.

D'var & Blessing (Rabbi Paley) Cantor Avery gave blessing as Rabbi was with a member.

Welcome: Debra Levy-Fritts welcomed the Board.

Acceptance of Reports/Minutes: No changes.

High Holy Days Services Recap:

- Steve Lewis stated they were surprised by the significant less in-person attendance. More demand for on-demand services. This is seed change that has been coming for years. We will be able to meet our members' needs and desires both in person and online.
- Rabbi Paley offered a word of thanks to Steve and staff especially the maintenance team who worked extremely hard during the weeks of the HHD. Rabbi mentioned Hanukkah will be here in November. Thanksgiving weekend will be the first day of Hanukkah.

Board Vacancy: Rodney Schlosser stated Zach Palmer has resigned from the Board due to work and family obligations.

- **Rodney Schlosser made a motion:** On behalf of the nominating committee, I move to nominate Louis Marx to the Board. Lory seconded the nomination. Vote was taken and it was unanimous. Rodney invited Louis to join the meeting online.

Building Nominating Committee: Rodney Schlosser stated the nominating committee brings a slate of potential Board Members to be considered for the upcoming fiscal year (June 2022 – May 2023).

- The nominating committee also brings forth a slate of candidates for the Executive Committee.
- The vote/acceptance of the new Board and Executive committee takes place at the annual meeting.
- The Board candidates are nominated from general membership.

Rodney stated the objective was for the Board to provide a list of names for potential nominating committee members during the meeting. Rodney further stated, if you or your spouse are on the nominating committee, you cannot be nominated to the Executive Committee or Board. Ideal nominating committee members include board members who are not at the end of their term. The goal is for the nominating committee to be seated within two weeks.

Generative Discussion Question: Debra Levy-Fritts asked the Board to consider:

- "Whether intentional or not, the composition of a board is a reflection of organizational values – what the organization considers to be relevant and important expertise, experience, and perspective for its top decision-making body." (Source: Leading with Intent <https://leadingwithintent.org/>, BOARDSOURCE INDEX OF NONPROFIT BOARD PRACTICES *Discuss!*)

- Debra selected members to go into group to discuss the above and sent their group comments to Debra via email: president@templeshalomdallas.org

Covid-19 status and updates:

Religious School: Steve Lewis noted there was a case of COVID confirmed after Religious School a week ago. The staff followed the task forces recommendation and let parents know about the exposure. The exposure did not come from Temple Shalom's Religious School. We are continuing to hold Religious School outside. Steve does not anticipate receiving any other communications about cases, but everyone will follow the protocols.

Mercy: Steve Lewis stated Mercy congregants have been acting as the masking guidelines are not mandatory for them, which they are. Our Counsel, Mark Stromberg has left a message for Mercy Lay Leadership and let them know this is a mandate and a concern. Steve had mentioned to the Mercy leadership last week if they did not comply, they would have to speak with our GC.

- Mark Stromberg said the lease states, "not without cause, the tenant must obey the lease requires them to adhere to the rules of the building."
- Laney Arndt reported on Sunday, 10/1 Mercy had complied and were wearing masks throughout the building including the sanctuary.
- Rodney stated they are paying market rates and we not only want compliance, but we also want them to know we appreciate them as tenants.
- Steve stated, "However, we cannot subvert their satisfaction with our members' comfort."
- Laney suggested we write/send a thank you note to Mercy for their compliance.
- Mark stated once we know they are in continued compliance, we can send a thank you note. Mark hopes the phone call will solve the issue and an official letter will not be necessary.

School: Steve Lewis stated the school is a model tenant and following the rules.

Development -- 10 Key Board Responsibilities Discussion: Debra Levy-Fritts asked Board members to read in advance of the meeting: <https://gailperrygroup.com/fundraising-responsibilities-every-board-member-2/>

NTGD: Debra stated we conducted a small experiment with the annual North Texas Giving Day and were successful. We had a match from Board members of \$4200 and we had a match of \$4300 in a day. This was more of a pilot and we will plan in advance for/put in more resources to NGTD next year.

Staff Luncheon, October 27, noon. Debra notified the board of an upcoming staff luncheon scheduled for 10/27 and asked that whoever can join that day to please do.

Board Social, Shabbat Dinner. Date/time: TBD. Debra stated she hopes our November meeting can be in person. We will also schedule a Board Social/Shabbat Dinner at the appropriate time.

Project Atideinu/50th Anniversary Loan:

Steve Lewis stated several Board members were not attending Temple Shalom when the Project Atideinu/50th anniversary loan and pay off the mortgage fundraiser took place. Project Atideinu fundraiser allowed the temple to do many needed building upgrades with the capital campaign. Steve said we took on a multi-year, multi-million-dollar loan while we waited for the

donations from donors came through. We ended up with a \$2 million deficit at the end of Project Atideinu due to overages and other costs associated with the construction. TSD did a supplemental campaign to fund the \$2 million. We are in the final year and have one more payment of \$200k due in January. Temple Shalom has the funds to repay the loan and have been utilizing these funds over the past 10 years to assist with cash flow and other situations. TSD had prior substantial net revenue losses due to the preschool closing, etc., which put us in a cumulative deficit of \$600K. The accumulated deficit was a loss that grew year over year. Steve further stated, we made a substantial dent in repaying those losses over the past two years. Year end for 2020-21 included a positive net revenue of \$150K which we are using to pay back the funds borrowed previously from Atideinu, building, and cemetery funds. We will pay off this loan which will decrease our cash flow by \$200k. Also, we have a flood insurance policy with a \$12K premium due as a requirement of the current \$200K bank loan. We need to pay off the \$200K loan now to avoid the \$12K fee/covenant of the loan.

- Rodney stated the way we dealt with the cash flow challenge in prior years was to borrow from our endowment. The Board voted each year to allow this. We will be required to look at borrowing from ourselves this spring to make our commitments (TSD Foundation sets the rate).
- **Jason Gadsby made a motion:** Authorization for Temple Shalom to negotiate and execute a cash flow loan in an amount not to exceed \$200,000 with the goal being not to encumber the temple property. Rodney seconded. The motion passed.

Meeting adjourned with a closed session at 8:54 p.m.