

MINUTES OF THE BOARD OF TRUSTEES AND DELEGATE ASSEMBLY
OF THE JEWISH FEDERATIONS OF NORTH AMERICA, INC.
HELD AT UJA-FEDERATION OF NEW YORK
130 EAST 59TH STREET, NEW YORK, NEW YORK

The Board of Trustees (the “Board”) of The Jewish Federations of North America, Inc. (“JFNA”) duly held a meeting at the offices of UJA-Federation of New York, 130 E. 59th Street, New York, New York, on June 9, 2014, at 8:30 A.M. During the course of the meeting, the meeting was adjourned, and a Delegate Assembly of JFNA was convened. Following adjournment of the Delegate Assembly, the Board meeting was reconvened. Meeting participants also participated by conference telephone.

Attendance

Trustees: Caryn Rosen Adelman, Eric Albert, Judy Altenberg, James Berg, Michele Hymer Blitz, Michael Bohnen, Merom Brachman, Denis Braham, David Brown, David Butler, Renee Chelm, Charles Cohen, Debra Cohen, Patricia Croughan, Elaine Dubrovsky, Diane Feinberg, Susan Weiss Firestone, Cheryl Fishbein, Daniel Frankel, Michael Gelman, Beth Goldsmith, Michael Grossman, Jim Heeger, Alison Himel, Andy Hodes, Joseph Hollander, Linda Hurwitz, Harry Immerman, Sharon Janks, Beth Kaplan, Thomas Kasten, Brian Katz, Evelyn Kenvin, Sheryl Kimerling, Jocelyn Krifcher, Elyse Lackie, Mary Beth Leibowitz, Liza Levy, Keith Libman, Robb Lippitt, Jody Kaufman Loewenstein, Arthur Loring, Kathy Manning, Zvi Marans, Florine Mark, Gail Norry, Julie Wise Oreck, Marcie Orley, Karen Pack, Selena Paperman, Ann Pava, Louis Plung, Jeffrey Rasansky, Heschel Raskas, Linda Ravvin, Shepard Remis, Leslie Dannin Rosenthal, Nancy Sage, Robin Kauffman Saran, Sherrie Savett, Judith Schlossberg, Stacey Schulman, Steven Schwarz, Steve Selig, Jane Sherman, Michael Siegal, Stephen Silverman, David Steirman, Susan Stern, Patricia Uhlmann, Nat Wasserstein, Rabbi Stuart Weinblatt, Mark Wilf, Paul Wolff, Andrea Yablon, Fred Zimmerman.

Delegates and Other Attendees: Bennett Aaron, Gerrie Bamira, Marilyn Blumer, Judith Brachman, Leonard Cole, Josephine Datz, Abbe Distelburger, Meredith Dragon, Lawrence Fine, Jeffrey Finkelstein, Betsey Freedman, Mark Freedman, Lori Fritz, Meryl Gallatin, Alan Gill, Paul Goldenberg, Suzanne Barton Grant, Daniel Goldberg, Jay Greenblatt, Sheryl Grutman, Lisa Haynor, Gordon Hecker, Devra Jaffe-Berkowitz, Jyl Jurman, Lauren Katz, Susan Katz, Linda Ketover, Max Kleinman, Lori Klinghoffer, Karen Kramer, Keith Krivitzky, Bradley Laye, Sandy Lenger, Daniel Levenson, Matthew Levin, Alan Margolies, Tammy Mitgang, Cindy Moskowitz, Maxine Murnick, Shari Nemirow, Steven Rakitt, Andrew Rehfeld, John Ruskay, Arthur Sandman, Steven Schimmel, Phyllis Seaman, Ezra Shanken, Diane Sloyer, Ted Sokolsky, Jacob Solomon, Todd Stettner, Stuart Wachs, Joyce Waschitz, Richard Wexler, Kirk Wisemayer, Royce Wolff, Lee Wunsch, **JFNA Staff.**

Meeting participants incorrectly included or excluded are asked to notify Karen Strauss (212) 284-6621 or Karen.Strauss@JewishFederations.org. Appendix items included in the official meeting minutes are not attached hereto, but will be sent to Trustees and Federation leadership upon request.

Chair of the JFNA Board, Michael Siegal chaired the meeting. Rebecca Porath acted as secretary. Noting the presence of a quorum, Mr. Siegal called the meeting to order.

Welcome

Mr. Siegal welcomed the participants to the meeting and thanked them for their attendance. Mr. Siegal also noted the 100 year anniversary of the American Jewish Joint Distribution Committee (“JDC”) and the 75 year anniversary of the United Jewish Appeal, recognizing how these organizations have helped to save countless lives.

D’var Torah

Leslie Dannin Rosenthal, incoming President of the Jewish Federation of Greater MetroWest NJ, rendered a D’var Torah about the story of Joshua and the spies. Moses, recognizing Joshua’s ability to see past the giants in the land of Israel to what is possible once the land is conquered, appointed him to be the next leader of the Jewish people. Like Joshua, Federation leaders must remember to see what is possible and be unafraid.

Approval of January 27, 2014 Board of Trustees Meeting Minutes

Copies of the minutes of the January 27, 2014 Board of Trustees meeting were sent to all Trustees in advance of the meeting. Upon motion duly made and seconded, the Board voted to approve the minutes, as submitted.

Adoption of the Resolution on the Appointment of the Board of Directors of United Israel Appeal, Inc. (“UIA”)

Copies of the Appointment of Board of Directors of UIA Resolution were sent to all Trustees in advance of the meeting, were included in the meeting kits, and are included in the official meeting minutes at **Appendix A**. Upon motion duly made and seconded, the Board voted to approve the resolution, as submitted.

Adoption of Amendments to JFNA’s Conflict-of-Interest and Whistleblower Policies

Copies of a memo explaining the proposed changes to JFNA’s conflict-of-interest and whistleblower policies, a resolution and amended policies were distributed in advance of the meeting, were available at the meeting and are included in the official meeting minutes at **Appendix B**.

Mr. Siegal explained that the amendments were proposed in response to New York State’s Non-Profit Revitalization Act of 2013 which takes effect on July 1, 2014. He noted that the foremost change to the conflicts-of-interest policy is the explicit designation of JFNA’s Audit Committee as the committee authorized to review and resolve all conflicts, except for employee compensation. The amendment to the whistleblower policy explicitly delineates the administration and review process for reports submitted.

Upon motion duly made and seconded, the Board voted to approve the Omnibus Resolution: Amendments to JFNA's Conflict-of-Interest Policy and Whistleblower Policy, as submitted.

Appointment of Sari Rapkin as JFNA's Audit Committee Chair

Upon motion duly made and seconded, the Board voted to appoint Sari Rapkin to the JFNA Audit Committee as its Chair, effective July 1, 2014. Mr. Siegal thanked Mr. Kuchner, the current Audit Committee Chair, for his dedicated service.

Government of Israel Resolution on Aliyah

Mr. Siegal invited Danny Allen, Executive Vice Chairman of UIA, to update the Board on the Government of Israel's ("GOI") position regarding *aliyah*. Mr. Allen informed the Board that the GOI intended to bring a cabinet resolution to pass, as a policy matter, the formation of a new company in Israel to deal with immigration promotion in Europe under the auspices of the Aliyah and Klitah Department, a ministry controlled by Avigdor Lieberman's party. Keren Kayement L'Yisrael (a/k/a Jewish National Fund), a subsidiary of the World Zionist Organization ("WZO"), is planning on funding the new company with approximately 100 million shekels. The Jewish Agency for Israel ("JAFI"), based on an agreement between JAFI and the GOI dating to the 1950's, objected to this new company on the grounds that it is exclusively responsible for immigration to Israel. Leadership from JAFI, UIA, JFNA, WZO and Keren Hayasod are expressing their objection and concerns regarding the formation of this new company to Prime Minister Netanyahu. A copy of the letter from JFNA and UIA to Prime Minister Netanyahu is attached hereto as **Appendix C**.

Presentation of Proposed JFNA Operational Budget for July 1, 2014 – June 30, 2015 Fiscal Year

Mr. Siegal called upon JFNA Treasurer and Chair of the Budget and Finance Committee, Stephen Silverman, to present the proposed JFNA operational budget for the July 1, 2014 – June 30, 2015 fiscal year. In advance of the meeting, two books describing the proposed budget were sent to all Trustees, "Proposed Budget: Fiscal Year 2014-2015," and Appendices thereto, which items were available at the meeting, and which are included in the official meeting minutes at **Appendix D**. Among other items, included in the Appendices book were the Consolidated Financial Statements and Auditor's Report, dated June 30, 2013; Audit Committee Representation, dated October 29, 2013, signed by Audit Committee Chair, Robert Kuchner, and Audit Committee member, Julie Wise Oreck; and Management's Responsibilities for Financial Statements, dated October 29, 2013, signed by JFNA Chief Executive Officer and President, Jerry Silverman, and JFNA Chief Financial Officer, Pamela Zaltsman.

Mr. Silverman advised that the budget was unanimously recommended to the Board by the Budget and Finance Committee and the Executive Committee. He reported that the Budget and Finance Committee focused on how to responsibly offer a budget that contained no increase in total dues. They sought a flat dues budget, at \$29,590,000, that ensures delivery of the key priorities that enable JFNA to help Federations make an even greater collective impact in their communities and around the world. Management and leadership went through a rigorous review

of each department to ensure that the budget would support the programs and align with the strategic initiatives that were adopted last year. The budget encompasses proposed increases in programming of \$766,000 primarily related to the GA, campaign missions and the consulting fund. The budget also contends with approximately \$1 million in increases to the core budget for inflationary increases in salary, occupancy as well as technology needs. In order to maintain the dues level, the fundraising goal for Fiscal Year 2014-2015 is increased by \$1.2 million. This does not include fundraising for the GA or Lion of Judah. Both the Budget and Finance and Executive Committees had meaningful discussions regarding the budget assumptions and all concerns or questions were addressed. Additionally, city-size calls were held in order to give every Federation the opportunity to review the budget and raise questions.

Mr. Silverman further stated that the Budget and Finance Committee will monitor performance throughout the year and adjust as necessary. Mr. Silverman called upon JFNA President and Chief Executive Officer, Jerry Silverman, to provide an overview of programs referenced in the proposed budget.

Mr. Silverman noted that the goals described in the Strategic Initiatives project, adopted by the Board one-year earlier, as well as changes at JFNA shaped the proposed budget. He pointed in particular to four strategic areas:

- Enhancing and supporting Federations' fundraising and their ability to engage and sustain new donors, go after lapsed users, and deploy an integrated approach to fund raising;
- To strengthen Federations' people, organizational capacity and programs;
- Inspire and promote thought leadership on issues of critical importance to Federations and the Jewish community; and
- Exercise collective influence in collaboration with Federations and our historic agencies, JAFI, the JDC and ORT, and other partners to achieve the greatest impact for the Jewish people.

Mr. Silverman also noted that the budget reflected these strategic goals in the following ways:

- Recruitment of Mark Gurvis, JFNA's new Executive Vice President;
- Filling open senior positions in Marketing and Philanthropic Resources;
- Delivery of a successful Campaign Chairs and Directors mission under the leadership of Linda Hurwitz;
- Launch of Fundraising University to overwhelmingly positive feedback;
- Delivery of a successful General Assembly ("GA") in Israel
- Delivery of National Women's Philanthropy's Fifth Heart-to-Heart Mission;
- Delivery of TribeFest in New Orleans;
- Launch of a pilot research initiative on behalf of Federations to learn about potential donors for the system;
- Delivery of successful King David Society and Cabinet Missions;
- Launch of the Global Planning Table's ("GPT") two signature initiatives and one voluntary project;
- Approval of UIA's new Futures Plan;

- Re-engineering of FedWeb, development of new campaign marketing materials and preparation for the 2014 GA by the Marketing team;
- Israel Action Network’s defeat of the Modern Language Association’s resolution delegitimizing Israel;
- Secure Community Network’s (“SCN”) unprecedented national security conference for directors of security from around the world;
- Learning to better understand and serve the needs of intermediate and small communities;
- Onboarding and training new Federation executives as well as ensuring the succession, promotion and development of volunteer leadership; and
- Procuring corporate sponsorships for events and projects and developing relationships with corporations for the benefit of Federations.

Mr. Silverman noted that the budget book provides the key objectives, and a projected revenues and expenses chart, including program expenses, allocations to beneficiary organizations and various other expenses that represent the entirety of the JFNA budget. He also reviewed a budget summary pie chart reflecting that most of JFNA’s expenses are for Financial Resource Development. He reviewed a chart that reflects budget against projected actuals for this year against the proposed budget of FY 2014-2015. He then expressed his appreciation to the Budget and Finance Committee; JFNA Treasurer, Stephen Silverman; JFNA CFO, Pamela Zaltsman; and JFNA Budget Director and Comptroller, Joseph Stalbow for their preparation of the budget.

Upon motion duly made and seconded for recommendation of the 2014-2015 proposed budget to the Delegate Assembly as submitted by the JFNA Board of Trustees, Mr. Siegal opened the floor for questions.

In response to questions, Jerry Silverman noted that if JFNA has additional funding it would invest it in philanthropic resources, focusing on intermediate and small community concerns as well as mission subsidies. He also noted that he would consider adding a Washington lobbyist which would produce high returns of investment for the system. Ms. Zaltsman responded to questions regarding the Speaker’s Bureau stating that it remains in the budget and reminded the Board that individual community speakers are paid for by the communities.

There being no further discussion, upon motion previously made and seconded, the Board voted to recommend to the Delegate Assembly that the JFNA operational budget for the July 1, 2014 – June 30, 2015 fiscal year be approved, as submitted.

Upon motion duly made and seconded, the Board meeting was thereupon adjourned, and the Delegate Assembly convened.

JFNA DELEGATE ASSEMBLY

Proposed JFNA Operational Budget for July 1, 2014 – June 30, 2015 Fiscal Year

Michael Siegal called the Delegate Assembly to order.

Upon motion duly made and seconded, the Delegate Assembly voted to approve the JFNA operational budget for the July 1, 2014 – June 30, 2015 fiscal year, as submitted.

Confirmation of Appointment of Named JFNA Trustees

Mr. Siegal listed the following individuals for appointment as Trustees to the JFNA Board:

- Dennis Braham of Houston
- Nancy Mimoun of Stamford
- Sammy Schulman of Broward County
- Nat Wasserstein of Rockland County
- Sari Rapkin of Boston
- Devra Jaffe-Berkowitz of Stamford
- Darren Lederfine of Minneapolis

Upon motion duly made and seconded, the Delegate Assembly unanimously confirmed the appointment of the Trustees, as presented.

Upon motion duly made and seconded, the Delegate Assembly was thereupon adjourned, and the Board meeting reconvened.

Philanthropic Resources

Linda Hurwitz, National Campaign Chair, reported that the 2014 Annual Campaign is up 6.8% gift for gift and that \$500 million has been raised to date. Ms. Hurwitz also reported on several philanthropic resources initiatives geared to increasing the number of donors and the size of contributions to the campaign and to endowment vehicles. Additionally, in recognition of and as an acknowledgement of Robb Lippitt and Alison Lebovitz’s leadership as co-chairs of National Young Leadership, Ms. Hurwitz announced that they will receive a gift of books made possible by a grant from an endowment fund established by Charles Bronfman, founding Chair of the Board, to honor outgoing National Young Leadership Chairs.

Holocaust Survivor Initiative – “Rush” Fund

Mark Wilf, Vice Chair of the Board, reported on a new special campaign called Responding Urgently to Survivors of the Holocaust Fund (the “RUSH Fund”), which will fundraise on a national level for Holocaust survivor services in collaboration with a new White House effort led by US Vice President Joe Biden. Copies of a memo explaining the Rush Fund were distributed in advance of the meeting, were available at the meeting and are included in the official meeting minutes at **Appendix E**.

Upon motion duly made and seconded, the Board voted to approve the RUSH Fund, as submitted.

Yesod – Volunteer Leadership Development

Sheryl Kimerling, Vice Chair of the Board, updated the Board on the launch of a new Mandel Center initiative, *Yesod*. The program seeks to help communities develop volunteer leadership who are already in the community's pipeline but haven't yet reached top positions. A specially designed curriculum will be the foundation of "in the field" operational sessions.

Security in Our Communities

Todd Stettner, Executive Vice President and CEO and Patricia Uhlmann, Federation Board Chair of Jewish Federation of Greater Kansas City, briefed the Board on the lessons learned in the days, weeks and months following the April shooting there. They pointed to support provided by SCN and SCN's national director, Paul Goldenberg.

In table discussions Board members shared their communities' efforts in emergency preparedness and identified where more work needs to be done.

Alliance

Jocelyn Krifcher, outgoing chair of the Alliance, reminded the Board that in the aftermath of the economic downturn, the Alliance reassessed its strategic priorities and goals, leading to a shift in the way it evaluates and allocates funds. Further, she stated that, in response to interest and requests from local Federations, the Alliance launched two small planning projects: Engaging Commuter Students in Jewish Life, in partnership with Hillel, and Engaging Families with Young Children. Participation by Federations in the Alliance projects has increased and the Alliance's allocable dollars have remained intact. In addition, she noted that the Alliance is in the process of assessing how its funds previously allocated to JESNA can best be used to advance Jewish education in North America.

Federation Executive Transitions

Mr. Siegal and Mr. Silverman honored Max Kleinman, CEO of the Jewish Federation of Greater MetroWest, and John Ruskey, Executive Vice President and CEO of UJA-Federation of New York, for their dedicated and exceptional service to their Federations and the system.

Marketing

Beth Kaplan, Marketing Chair, updated the Board on JFNA's efforts to power the marketing efforts of each Federation by building the core capacity for Federations. Products include implementing FedWeb; development of four campaign marketing templates to allow Federations a portfolio of campaign marketing choices; development of a content feed; development of a social media pilot and, where possible, providing local communities with public relations media support.

Global Planning Table

David Butler, Chair of GPT, presented two proposed GPT Signature Initiatives and one voluntary project and sought Board approval for all three initiatives. Copies of memoranda explaining the Israel Children's Zone, J-Quest and iRep were distributed in advance of the meeting, were available at the meeting and are included in the official meeting minutes at **Appendix F**.

Israel Children's Zone

Mr. Butler explained that the Israel Children's Zone, broadly based on the Harlem Children's Zone model, is a comprehensive, community-based approach to coordinating a range of quality education, skill-building opportunities, family stability, psycho-social well-being and community support that Israeli children and their families need to break out of poverty. The pilot project will build on existing programs in specific locales. Additionally, developed in partnership with community leadership in Israel, responsibility for this initiative will eventually be turned over to local sources. JDC will be the lead partner on Israel Children's Zone.

Upon motion duly made and seconded for approval of the Israel Children's Zone signature initiative as submitted, Mr. Siegal opened the floor for questions.

Responding to questions regarding US models, such as the Harlem Children's Zone and the KIP schools, and collaborative models between Federation and JAFI/JDC, such as Yokneam/Megiddo, Mr. Butler stated that a lot of research and analysis was done over the last two years to understand what worked, and many aspects of these models will be incorporated into the new Israel Children's Zone model.

There being no further discussion, upon motion previously made and seconded, the Board voted to approve the Israel Children's Zone signature initiative, as submitted.

J-Quest

Mr. Butler then presented J-Quest. He explained that J-Quest is designed to leverage the proven success of experiential travel in identity building and dramatically increase rates of participation in immersive experiences, specifically service learning (around the world) and career-building internships (in Israel). Eligible programs will promote Jewish peoplehood and provide continuing opportunities to engage in the Jewish community before and especially after the immersive experiences. JAFI will be the lead partner on the J-Quest initiative.

Upon motion duly made and seconded, the Board voted to approve the J-Quest signature initiative, as submitted.

iREP

Mr. Butler then presented iRep. He explained that iRep (the Israel Religious Expression Platform), is a volunteer project and was designed by the GPT Working Group on Strengthening the Fabric of Israel's Civil Society. Recognizing that freedom of religious expression is one of

the most critical and complicated issues facing world Jewry today, the group met extensively with experts and consultants in Israel as well as professional and lay leadership throughout North America on the subject. iRep's goal is to ensure, through education, that views on religious expression do not accelerate a rift in the relationship between Israeli and North American Jews. Because Federations feel so passionately about this issue and due to this issue's many complexities, this initiative will seek voluntary support from Federations, building a coalition of the willing from among Federations that would like to support this initiative. Marriage freedom will be the first issue iRep will attempt to address because there are several proposed bills in the Knesset regarding this matter. Based on consultations with counsel, iRep has been carefully designed to ensure that JFNA maintains its distance from the internal politics of Israel and refrains from any form of political lobbying that may be inconsistent with JFNA's tax exempt status.

Upon motion duly made and seconded for approval of the iREP voluntary initiative as submitted, Mr. Siegal opened the floor for questions.

Responding to a question on the definition of "marriage freedom," Mr. Butler stated that the terminology was intended to be broad and inclusive because it reflects a host of alternatives. Mr. Butler further noted that there are various discussions around civil unions and civil marriages and that the Task Force will initially focus on the issue of civil marriage. Mr. Butler also responded to a comment that iREP is not truly voluntary because the iREP employees will be JFNA employees with JFNA endorsement regardless of a Federation's participation by stating that JFNA must be able to respond and provide Federations with leadership and support for an opportunity that they want to engage in while also allowing non-supportive Federations to maintain their distance from the project.

Mr. Silverman pointed to the dialogue JFNA has had with a number of interested parties including: JAFI (Natan Sharansky in particular); UIA; UIA counsel; the Conservative Movement; the Rabbinic Council of America; and the Orthodox Union, etc. He added that while the iREP proposal has been shared and discussed with many, on-going feedback and objections will likely remain.

There being no further discussion, upon motion previously made and seconded, the Board voted to approve the iREP voluntary initiative, as submitted.

Government of Israel World Jewry Initiative

Mark Gurvis, JFNA's Executive Vice President, updated the Board on the Government of Israel-World Jewry Initiative. In an attempt to identify the content and programs that might best strengthen Jewish identity and connection with Israel, an intensive four-day content summit and an experimental on-line open session were conducted. They drew comment and participation from thousands of people around the world. The result was a framework that focuses on immersive experiences for teens, young-adults, university-age adults and young Israelis, and to strengthen their post-immersive experience environments. Mr. Gurvis noted that the details are still being worked on regarding Israeli funding and structure. There is a better understanding that specific concrete projects must be presented in order to build the funding support. Mr. Gurvis

added that J-Quest is a good example of a specific project that Federations are committing to and which fits directly within the framework of this world Jewry initiative.

Adjournment

Mr. Siegal thanked all meeting participants for their thoughtful involvement in the discussions. There being no further business to come before the meeting, upon motion duly made and seconded, the meeting was adjourned at 3:00 P.M.

Respectfully submitted,

Rebecca Porath