

JEWISH COMMUNITY FOUNDATION OF GREATER MERCER
MINUTES OF BOARD OF TRUSTEES ANNUAL MEETING

MONDAY, SEPTEMBER 14, 2020

President Chip Loeb welcomed everyone to the call. The President determining that a quorum was present, called the meeting to order 7:05pm via Zoom webconference.

Trustees by Telephone and Video Conference: Dan Brent, Howard Cohen, Susan Falcon, Michael Feldstein, Harvey Fram, Joyce Kalstein, Miki Krakauer, Donald Leibowitz, Chip Loeb, Michael Manning, Jeff Miller, Jerry Neumann, James Schragger, Marty Schwartz, Joanne Snow, Joshua Waldorf, Marc Wisotsky and Brenda Zlatin

Trustees Not in Attendance: Alex Simanovsky, Scott Schaefer

Honorary Trustees: Rick Glazer

Staff: Linda Meisel, Executive Director

1. President's Report

Chip Loeb thanked the Stewardship Committee and Amy Zacks for putting together and distributing the Rosh Hashanah bags to fund holders and the Board of Trustees. Chip introduced the newest Trustees – Susan Falcon, Jeff Miller and Jim Schragger. Chip reported there have been several objections from the Jewish Community Federation board members regarding the Jewish Community Foundation of Greater Mercer's (Foundation) plan to use the Punia Funds for annual operating funds. There is an ongoing effort to speak with the Punia family to gauge their interest in supporting the Foundation. Chip reported that there is a review of the Foundation's insurance policies regarding cybercrime coverage. Chip thanked Don Liebovitz will work with Linda to make sure the Foundation insurance coverage was sufficient. Miki Krauker offered a complimentary cyber security assessment assistance to make sure the staff computers are protected. Linda Meisel has reached out to Vanguard and Renaissance to understand their cyber security process and guarantees. Chip thanked Don for his suggestion that a donation was made to the Jewish Community Federation COVID-19 Fund in honor of all of the Foundation's fund holders. Chip reported that two Ad hoc committees were formed since the last meeting – Ewing Property Ad Hoc Committee – Howard Cohen, Jim Schragger, Scott Schaefer and Chip Loeb and Marketing Ad Hoc Committee – Susan Falcon and Michael Feldstein work with Foundation staff on Marketing to broaden the brand. Chip announced that he was going to set up an ad hoc committee to develop a business plan to proposed a new feed structure and to pursue more organizational relationships like JFedShaw.

2. Review of JCFGM Mission

A motion was made to remove the word United from the Mission Statement.

The motion to accept the minutes was passed unanimously by the Trustees who attended the September 14th meeting.

3. Approval of Minutes

A motion was made to approve the June 15, 2020 Board of Trustees Minutes.

The motion to accept the minutes was passed unanimously by Trustees present who attended the June 15th meeting.

4. Jewish Federation of Somerset, Hunterdon & Warren Counties (JFedShaw)

Chip Loeb reported that JFedShaw Board had approved the agreement on August 5, 2020. The Foundation Executive Committee approved the agreement on August 10, 2020. A copy of the agreement was sent to the Board of Trustees to review. Rick Glazer recommended that the staff review the Bylaws to see if any amendments need to be made to fulfill the terms of the agreement. Linda Meisel will report at the next Board of Trustees meeting.

A motion was made to accept the JFedShaw agreement.

Vote Polled:

| | | |
|----------------------|----------------------|---------------------|
| Mr. Brent - Aye | Ms. Krakauer - Aye | Mr. Schwartz - Aye |
| Mr. H. Cohen – Aye | Mr. Leibowitz - Aye | Mr. Schragger – Aye |
| Ms. Falcon - Abstain | Mr. Loeb - Aye | Ms. Snow - Aye |
| Mr. Feldstein - Aye | Mr. Manning – Aye | Mr. Waldorf - Aye |
| Mr. Fram – Aye | Mr. Miller - Abstain | Mr. Wisotsky - Aye |
| Ms. Kalstein - Aye | Mr. Neumann - Aye | Ms. Zlatin - Aye |

The motion was accepted on a roll call vote of 16 Ayes, 0 Nays and 2 Abstention

Chip will form a task force to lead the integrate process.

5. Princeton Area Community Foundation

Linda Meisel reported on the status of discussions with the Princeton Area Foundation (PACF). PACF postponed their strategic planning process to concentrate on COVID-19 funds. The strategic planning process restarted in August 2020. The plan included: 1. A gradual increase in fees, to take place over a three-year period and 2. A fee-for-service approach, which would permit them to cover operating expenses without fundraising, thereby allowing them to direct their fundraising efforts towards programming, donor advised and special purpose funds. Linda and Chip will meet with PACF on September 30, 2020 to better understand the fees. Chip reported that the PACF fund minimum will be between \$15,000 – 25,000. Close to 40% of JCFGM funds are below \$20,000.

6. Funds Committee

Chip Loeb asked the Board of Trustees to approve a change in the Bylaws to make the ad hoc Funds Committee a standing committee. The proposed Bylaw language was shared. Board of Trustees should send any wording changes to Linda Meisel. The final Bylaw language will be present for approval at the December 2020 Board of Trustees meeting.

7. Administrative Matters

Chip Reported that data and paper flow is running smoothly between Vanguard and Renaissance.

Joyce Kalstein updated the Board on Renaissance. July and August were reported accurately and any variance was documented. Chip thanked Joyce for making these advances.

Linda reported that checking account, payroll and credit cards have been established at North Trust Bank. At the June 2020 Board of Trustees Meeting, the staff was asked our Auditors if Positive Pay – Fraud reduction system should be implemented. The audit firm confirmed that Positive Pay would be useful as it creates segregation of duties. Linda will investigate options for Debit Block/Debit Filter technology at the suggestion of Jeff Miller.

A motion was made to approve the establishment of Positive Pay Authorization.

The motion to accept the minutes was passed unanimously by Trustees present who attended the September 14th meeting.

8. Treasurer's Report

Joyce Kalstein presented the Treasurer's Report for Fiscal Year 2019-2020 through June 30, 2020.

Joyce reported that Jewish Community Foundation of Greater Mercer has 121 Funds with Projected Income of \$139,913 and Projected Expenses of \$201,354 for a Net Deficit from Operations of \$61,441. Charitable Assets as of June 30, 2020, were \$10,970,363 under management. A copy of the Treasurer's Report detail is attached to these minutes as Appendix A.

Joyce also presented the Treasurer's Report for Fiscal Year 2020-2021 through July 31, 2020. Budget with Income of \$11,174 and Expenses of \$19,384 for a Net Deficit from Operations of \$8,211. A copy of the Treasurer's Report detail is attached to these minutes as Appendix B.

9. Investment Committee Report

Chair Marty Schwartz reported that on July 1, 2020, JCFGM moved to a managed portfolio platform at Vanguard. The portfolio manager is Daniel Voss, CFA, Senior Investment Consultant. The portfolio is 60% equities 40% fixed income. Marty Schwartz and Harvey Fram met via zoom with Daniel Voss on August 27, 2020 to review portfolio status in depth. At the September 8, 2020 Investment Committee meeting, Dan Voss made a presentation regarding the status of portfolio. He reported that the portfolio outperformed the benchmarks by about 68 basis points during July – a difference of about \$70,000 over market. Marty reported that JFedShaw will receive a seat on the Investment Committee.

10. Audit Committee

Chair Brenda Zlatkin reported the Audit Committee met twice since the last meeting. The Foundation has been working with the current audit firm, Bedard Kurowicki and Company (BKC) for more than 5 years. In conformance with best practices, the Audit Committee sent out requests for proposals to BKC and four other firms. Four firms sent proposals. On September 10, 2020, the Audit Committee reviewed the proposals and selected BKC again to conduct the Foundation audit with the caveat that there be a new audit team.

11. Book Awards Committee

Chair Michael Manning reported that Jeff Miller, Linda Meisel and he met to select the annual Book Awards. Michael reported that nine applications were received. Seven were from returning students, two were new applicants. Each application was reviewed individually based on the following criteria: a) financial need; b) initiative in working and academics and c) a short essay.

Michael reported that the Committee decided not to set a precedent by funding a 5th year award to a returning student. Awards were given to 8 applicants in the range of \$800 to \$1,300 and a total of \$10,000 was awarded. The Foundation receives \$50 per application to cover the staff time to process the applications for awards. The monies for the scholarships came from two Foundation scholarship funds: Albert B. Kahn Scholarship Fund \$144,770.61 and the Benjamin Garb Scholarship Fund \$37,883.54.

12. Staff Reports

Linda Miesel reported that the Jewish Community Foundation of Greater Mercer is researching space options given the limitations of the current space for both full staff participation and social distancing. Joyce Kalstein announced that the Foundation has a new finance staff person, Ann Zawartkay, who started on September 1, 2020.

Linda reported that two Princeton University Students, Hannah Bein and Marley Jacobson will be working on special projects.

Linda reminded the Board of Trustees about several upcoming events:

1. October 23, 2020, the Foundation will host a workshop entitled "Building a Culture of Philanthropy." The workshop will be led by Elizabeth Wagner of Bryn Mawr Trust and former director of philanthropy at Princeton Area Community Foundation.
2. October 29, 2020, the Foundation will host the Life & Legacy Kick off event for JFedShaw.
3. November 15, 2020 and December 6, 2020 a two-part program on Ethical Wills will be presented, co-sponsored by Foundation and The Princeton Jewish Center.

The staff is looking to partner with community organizations to present workshops on philanthropy, resource development and related topics for both lay leaders and professional staff.

13. Good and Welfare

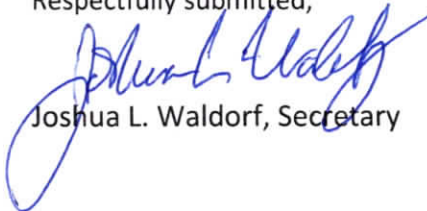
- Mazel Tov to Marty and Judy Schwartz on the engagement of their grandson Ben to Allison
- Mazel Tov to Steve and Florence Kahn on the Bar Mitzvah of their grandson Ellis
- Mazel Tov to Amy and Eran Zacks on the Bat Mitzvah of their Daughter Noa
- Mazel Tov to Scott and Jeri Schaefer on the engagement of their daughter Lyndsay to Ted
- Mazel Tov to Don Leibowitz and Karen Brodsky on the birth of their granddaughter Emery
- Mazel Tov to Chip and Judy Loeb on the graduation of his daughter Tamar from Drexel University
- Mazel Tov to Josh Waldorf and Anne Berman-Waldorf on the occasion of his daughter Lily making aliyah to Israel

The next Executive Committee meeting – November 16, 2020.

The next Board of Trustees meeting – December 14, 2020

Upon motions duly made, seconded, and approved the meeting was adjourned at 8:45 pm.

Respectfully submitted,



Joshua L. Waldorf, Secretary

APPENDIX C – Investment Committee

The Investment committee is charged with the responsibility of managing and monitoring the Foundation's investments and working closely with the staff to ensure that the investment objectives are being met. The Vice President, Investments shall serve as Chair of the Investment Committee. The Investment Committee shall:

- A. review overall fund performance and that of individual managers, if any are engaged, at least quarterly and makes changes when it determines them to be appropriate;
- B. either collectively or by delegation to the Vice President, Investments, review the asset allocation no less frequently than monthly;
- C. make recommendations to the board of trustees of the Foundation (the "Board") as to the engagement of investment managers;
- D. in the event fund manager(s) are engaged, meet with such manager(s) periodically to review Investments, ensure compliance with, and a clear understanding of, investment policies, guidelines and objectives, and to evaluate the performance of such managers, and shall recommend to the Board changes in fund manager(s); and
- E. recommend to the Board changes in this Investment policy, as well as guidelines and practices as appropriate to ensure the preservation and enhancement of assets.

The composition of the Investment Committee (the "Committee") shall be no fewer than five or more than eight members, selected from the Board and community, who have sufficient practical experience and independence as to guide the investments of the Foundation. Members shall be appointed by the president of the Foundation in consultation with the Vice President, Investments. Additionally, the president and treasurer of the Foundation shall be ex officio members of the Committee. A membership roster shall be maintained by the Foundation staff, and attendance shall be recorded at each meeting of the Committee and attached to the minutes of each meeting of the Committee, whether scheduled or special, telephonic, Internet or in-person.

All members of the Committee shall be required to sign conflict of interest form at the first meeting of the Committee each fiscal year.

Committee members shall be required to attend a minimum of 75% of the meetings of the Committee in order to retain membership in the Committee. Any Board member who is not a member of the Committee may attend meetings of the Committee, but shall not be entitled to vote. Decisions of the Committee shall only be made when 50% or more of the members of the Committee are in attendance at a meeting of the Committee (a "Quorum"), but absent a Quorum, the chair of the Committee shall have the authority to make decisions on the Committee's behalf when determining, in his or her sole judgement, that such a decision is in response to, or to preclude, an emergency.

I. Investment Managers

A. Engagement of Investment Managers

Investment Managers may be engaged based upon evaluation by and recommendation of the Committee and approval of the Board. "Investment Manager" shall mean any individual, financial institution or firm that is properly licensed in accordance with all laws, rules, regulations with all state, federal, quasi-governmental and regulatory bodies governing investment managers including the Investment Advisors Act of 1940, unless specifically exempt by law. Investment managers shall be retained in revocable agreements. They are to operate in accordance with policies established by the Investment Committee and approved by the Board.

B. Performance and Evaluation

In general, with respect to all investment managers, performance shall be reviewed in detail on a regular basis. It is recognized that the investment objectives may not be attained in every period, but view the three- to five-year period as most important (intended to capture a full market cycle), although the Committee may choose to evaluate the performance of an investment more frequently, and may do so at its discretion, or upon a request of the Board. Among the items monitored will be:

1. consistency in implementation of the agreed-upon investment philosophy;
2. return relative to investment objectives;
3. investment risk as measured by asset concentration, exposure to extreme economic conditions and market volatility; and
4. changes to key staff of the investment firm.

Performance will be compared to a specific benchmark or benchmarks for each manager or fund, which benchmarks shall be established by the Committee from time to time.

The overall performance of the investments shall be evaluated with respect to the stated investment objectives outlined in this Investment Policy and as further articulated by the Committee. Performance will be monitored quarterly, but evaluated over a one, three and five-year time horizon.

Subject to Board approval, changes in investment managers may occur at any time if the Committee determines that sufficient progress is not being made towards long-term goals. The investment manager will be expected to maintain at least median performance versus their peer universe on the 3-year performance period net of fees assessed by such investment manager. Performance will be compared to the appropriate benchmark indices agreed upon by the Committee in accordance with the asset allocation.

The Foundation may withdraw assets from a manager, or terminate such manager's engagement, at any time with or without cause.

C. Reporting

The Investment Manager will be required to submit to the Foundation office and Vice President, Investments an investment report, the results and summary of which shall be reported to the Board no less frequently than quarterly. On an annual basis, each Investment Manager shall complete an annual investment manager review in a form satisfactory to the Vice President, Investments. The Investment Manager shall also make formal review presentations as requested by the Investment Committee.

II. Investment of Funds

- A. The restricted assets of the Foundation shall be commingled into a single portfolio (the "Portfolio").
- B. Any investment or reinvestment of assets shall be made only in such investments as are appropriate for a prudent fiduciary.

- C. Notwithstanding any engagement of investment manager(s), decisions with respect to the retention, investment or reinvestment of assets shall be made by the Committee. Any change in investments within the Portfolio shall be reported at the next meeting of the Board of Directors or the Executive Committee, whichever first occurs.
- D. The Foundation shall maintain one or more securities trading accounts with member firms of the New York Stock Exchange. Transactions within such accounts may be made by investment managers that have been engaged by the Committee, or, acting upon the direction of a majority of the Committee, the Vice President, Investments, or the President or Treasurer of the Foundation.
- E. Any gifts of stock, bonds or other marketable securities received by the Foundation that are to be credited to a restricted fund shall be liquidated as soon as practicable after receipt, the cash proceeds to be deposited in the Portfolio.
- F. All decisions made by the Investment Committee with respect to changes in the investments in the portfolio shall be documented, such documentation to be signed by the Investment Committee Chair or another officer of the Foundation if the Investment Committee Chair is not present.
- G. The Portfolio shall be invested a minimum of 25% and a maximum of 75% in equities and a minimum of 25% and a maximum of 75% in Fixed Income, and a maximum of 25% in other investments. The details as to specific investments and the ratio between Equities and Fixed Income shall be made by the Committee from time to time.

III. Authorities

- A. Any of the president, the vice president, investments, the secretary, the treasurer and the executive director shall have the authority to sell, assign, and transfer any and all stocks, bonds, evidences of interest and/or indebtedness, rights, and options to acquire or sell the same, and all other securities, corporate or otherwise, standing in the name of or belonging to the Foundation in any capacity.
- B. Instruction to any investment manager shall be communicated by the vice president, investments. If he or she is unavailable or incapacitated, or upon his or her delegation, such instructions shall be communicated by the president, the treasurer, or the executive director.

IV. This Policy

- A. The Vice President, Investments shall distribute this policy to each Committee member, either in electronic format or on paper, at the first meeting of the Committee each fiscal year, and each member of the Committee shall provide a written (or email) acknowledgement indicating that he or she has read and understands the policy.
- B. The Vice President, Investments shall provide a copy of this policy to any new Committee member at or prior to the first meeting attended by such member, who in turn shall provide a written (or email) acknowledgement indicating that he or she has read and understands the policy.
- C. The Committee shall review this Investment Policy at the first Committee meeting of each fiscal year.

APPENDIX E – Executive Director’s Report

Highlights of Accomplishments

- We maintained positive relationships with fundholders and legacy donors through ongoing communications and stewardship programs such as the brunch and private tour of the museum exhibition Notorious RBG: The Life and Times of Ruth Bader Ginsburg.
- We concluded LIFE & LEGACY Year 5 with 603 Promises (legacy commitments) and held an annual community-wide celebration that featured Rabbi Julie Roth leading a teaching session on Judaism and philanthropy.
- We enhanced relationships with our financial institutions, improving protocols with fund administrator RenPSG and securing and a relationship manager at Vanguard.
- We improved external communications with a refreshed website, enhanced eBlasts to fundholders and legacy donors, and weekly emails to LIFE & LEGACY partner teams.
- We successfully undertook to upgrade our GuideStar Exchange rating to the Silver Participant Level status. This status level is a key indicator of transparency and accountability in the nonprofit community.
- We meet the needs of fundholders in various ways, assisting with contributions and the processing of grants as well as researching nonprofits in preferred fields of interest.

Fund Holder Services and Cultivation

- We administer restricted fund programs, including an annual scholarship for study in Israel and book awards for local Jewish college students.
- We talk with fundholders about succession planning and encourage the involvement of children and grandchildren in the family’s philanthropic decision making.
- We feature fundholders in Foundation communications so that they can motivate and inspire others in the community.
- We cultivate current and prospective fundholders through communications and programs, such as the visit to the Helen Frankenthaler Prints exhibition at the Princeton University Art Museum.
- Another cultivation opportunity, to be held on March 15 at the home of Mort Cohen, was postponed due to the Coronavirus.

Stewardship Committee

- The Stewardship Committee works to ensure that fundholders (as well as legacy donors) stay connected to the Foundation through a variety of means.
- We communicate regularly and keep them informed about Foundation happenings through our quarterly newsletter, Legacy Letter.
- We convey greetings on all Jewish holidays, including cards on behalf of the entire community at the High Holidays.
- We recognize and express gratitude, especially to our legacy donors for their commitments; a recent gesture of thanks was the My Legacy Story booklet.

- We postponed our Annual Thank You event (to be held at Florence Kahn's home on May 3) due to the Coronavirus.
- We invited community members to participate in a two-part Board Governance webinar series hosted by the Grinspoon Foundation.

Marketing and Outreach

- We launched a refreshed website (still at www.foundationjewish.org) providing an easy-to-navigate platform and presenting clear and relevant information about the work of the Foundation.
- We are working to broaden our Bloomerang database so that all communications can reach a wider audience, thus increasing our visibility.
- We regularly submit article ideas to the NJ Jewish News, which has resulted in recent features on the Greenwood House Glazer Scholarship, My Legacy Story and Marsha and Eliot Freeman, and the Albert Kahn Scholarship Fund and the Book Awards.
- We promoted DAFs in ads in partner newsletters, including Greenwood House, Beth El Synagogue, Congregation Beth Chaim, and the Jewish Center.
- We will soon launch a Foundation FaceBook page and are now preparing a calendar of content for twice weekly postings for the remainder of 2020.

LIFE & LEGACY Committee

- We launched L&L Year 6 and have refocused the program on honoring donor intentions. Gift acceptance policies and investment policies will help to ensure that all realized promises ultimately get invested in endowment funds, held at the Foundation.
- While incentive grants will not be offered this year, we continue to educate L&L Partner teams through in-person workshops, including one facilitated by Robin Rudofker from the Center for Jewish Life. An upcoming Zoom workshop will feature Arlene Schiff talking about Covid-19 and Legacy... The Work Goes On.
- Since the outbreak of the Coronavirus, we now send weekly Shabbat emails to all L&L partner teams, and we encouraged their participation in the national LIFE & LEGACY Conference, that was offered virtually.
- Looking ahead, we are meeting one-on-one with each L&L committee to ensure ongoing legacy giving efforts including: stewardship, formalization, marketing, education (of new Board members/staff/clergy), and the clarification of policies.

APPENDIX F – Board Trustee Bio Information

Susan Falcon

- Susan Falcon has extensive experience as a lay leader and has served as a Board member for the Jewish Center as a co-chair of the School Committee and as Vice President of Education and Programming. Ms. Falcon was the co-chair of Princeton Day School's Theater Parent Support Group and served on the Parents Council of the University of California.
- Most recently, Ms. Falcon was Board President of Greenwood House and has served on the Executive Committee and Boards of both Jewish Family & Children's Service and the Jewish Center.
- Ms. Falcon is an Alumna of the University of Maryland, College Park and Graduate of New York University, Stern School of Business with an MBA in Finance.

Jeffrey Miller

- Mr. Miller is a Managing Director in Citigroup's Treasury & Trade Solutions business (TTS) and is the North American Franchise Head for the Energy, Power and Chemicals industries. He is responsible for leading a team of professionals whose focus is to work with clients to structure strategic working capital solutions that encompass the areas of Treasury & Cash Management, Trade Finance and Trade Services.
- Prior to TTS, Mr. Miller was the Senior Power Specialist in Citigroup's Global Power Banking Group providing utility industry expertise in the analysis, structuring and execution of structured financing solutions for the bank's customers. Mr. Miller is a Senior Credit Officer of Citigroup.
- Prior to joining the bank, he was a consultant to the electric utilities industry.
- Mr. Miller holds an MBA, with finance concentration, from Vanderbilt University and a B.A. in Economics from Rutgers College. Mr. Miller is a member of Congregation Beth Chaim.

James Schragger

- James Schragger is a practicing attorney at Schragger, Schragger & Lavine with a concentration in administrative law, health care and general corporate practice, civil litigation, cooperative, condominium and association law and land use, zoning and planning.
- Mr. Schragger is an Adjunct Professor at Mercer County Community College. He has served on the Planned Parenthood Mercer County and Jewish Federation of Princeton Mercer Bucks Board and currently serves on the Hopewell Valley Historical Society board.
- Mr. Schragger is a Director Emeritus at Jewish Family & Children's Service of Greater Mercer County. He is an Alumnus of Haverford College and Cum Laude Graduate of Boston University School of Law.

