

**MINUTES OF THE MEETING OF
THE BOARD OF TRUSTEES OF
THE SAN DIEGO JEWISH ACADEMY**

December 17, 2015

A regular meeting of the Board of Trustees (BOT) of the San Diego Jewish Academy (SDJA) was held at SDJA's central administrative offices on December 17, 2015 at 11:30 a.m.

Trustees Present

Theresa Dupuis (Chair), Brenda Bielas, Jessica Effress, Ira Feinswog, Heidi Gantwerk, Julian Josephson, Judy Lilienthal, Ingram Losner, Rabbi Yael Ridberg, Laura Roselinsky, Leslie Fastlicht Russo, Russell Silberstein

Trustees Absent

Michel Cohen, Dan Feldman, Ben Handler, Michelle Lyons, Beni Surpin, Caryn Viterbi

Also Present

Chaim Heller, Skip Carpowich, Rachele Jagolinzer, Kelley King, Mike Quigley, Sheila Reilly

D'VAR TORAH

Rabbi Ridberg delivered the D'var Torah.

CONSENT AGENDA

After discussion, the following resolution (motion by Heidi Gantwerk, seconded by Laura Roselinsky) was unanimously adopted:

Approval of BOT Meeting Minutes

RESOLVED, the minutes of the regular meeting of the BOT on November 19, 2015 are hereby approved and the Secretary of the School is directed to insert a copy of such minutes into the School's minute book.

Head of School Compensation/457(b) Plan

WHEREAS, Chaim Heller ("Mr. Heller") and SDJA entered into an Employment Agreement effective July 1, 2012 ("Employment Agreement") specifying i) Mr. Heller's annual base salary ("Base Salary"), and ii) SDJA's contributions into a 457(f) deferred compensation plan established for Mr. Heller's benefit (with such Base Salary and 457(f) contributions referred to collectively as "Compensation"); and

WHEREAS, Mr. Heller and SDJA wish to amend the Employment Agreement and revise the structure of the above referenced Compensation effective January 1, 2016, without changing the overall amount of Compensation as of that date;

RESOLVED, effective January 1, 2016 SDJA shall cease making awards under the 457(f) plan established for Mr. Heller, but in place of such awards shall make

contributions for Mr. Heller's benefit into SDJA's 401(k) plan, in accordance with the provisions of such plan, which currently provide for a 4.5% employer matching contribution ("401k Matching Benefit"); and

RESOLVED FURTHER, that effective January 1, 2016 Mr. Heller's Base Salary shall be adjusted such that his new Base Salary plus his 401(k) Matching Benefit shall be equal to his Base Salary plus his 457(f) award amount as of December 31, 2015, with his overall Compensation amount unchanged; and

RESOLVED FURTHER, that the Employment Agreement and 457(f) plan document shall each be amended as appropriate to reflect the changes approved in the foregoing resolutions and to establish a Vesting Event date for SDJA awards under the 457(f) plan that are attributable to the period from July 1, 2015 through December 31, 2015; and

RESOLVED FURTHER, effective January 1, 2016, SDJA shall establish a deferred compensation plan under section 457(b) of the Internal Revenue Code plan for designated employees, including Mr. Heller; and

RESOLVED FURTHER, the terms of the SDJA 457(b) plan shall allow for employee elective deferrals into the plan, but not employer contributions, with other plan terms to be determined by SDJA's Board appointed Retirement Plan Committee; and

RESOLVED FURTHER, the Retirement Plan Committee is authorized and directed to take all further actions necessary or appropriate to effect the intent and purposes of the foregoing resolutions.

HEAD OF SCHOOL REPORT

Chaim invited the Trustees to participate in an adult education program he and Rabbi Ridberg will be teaching. The ten session program focuses on the Israeli/Palestinian conflict.

Chaim reviewed SDJA admissions activity and reported that SDJA admissions are tracking exactly like last year, at this early stage in the process. He briefly updated the Board on the Open Tent Scholarship Program, which is receiving excellent reviews.

Chaim presented and discussed several changes in the School's security program, including a proposal to arm SDJA's (third-party contracted) security guards working at the School's two entrance gates. He discussed membership and the role of the School's Security Advisory Committee (SAC), and reported that the SAC is recommending that SDJA arm the entrance gate guards, as well as implement a license plate reader system and visitor management system at both gates. Chaim commented that while the actual threat level to the School is not higher, the anxiety level of parents and the general population is higher than in years past.

Each Trustee was given an opportunity to voice his or her views on the proposal to arm the entry gate guards. Following extensive discussion and consideration of input provided by each Trustee in attendance, it was agreed that management should move forward with the plan to arm the guards within the next two to three months, following careful review, licensing, training and oversight in implementing this change. In the meantime management will move forward in implementing the license plate reader system and visitor management system at both gates, as

proposed. Following fundraising efforts, SDJA families will most likely need to begin paying a security fee to cover the increased cost associated with these security enhancements.

BOARD PRESIDENT REPORT

Theresa noted that SDJA has two vacant Trustee positions, and that the Committee on Trustees (COT) is moving to fill these vacancies as soon as possible. She commented that the COT is focusing on candidates that can assist with fundraising, as well as non-parent candidates.

Theresa mentioned that over ninety families participated in the *Hanukah* dinner event, but reminded the Board that next year every parent will be invited. She also commented that the Board campus tours have proved beneficial to Trustees and will continue.

ADVANCEMENT COMMITTEE REPORT

Rachelle updated the Board on the planning and underwriting efforts for the February 27, 2016 International Black & White Soiree and encouraged each Board member to serve as a table captain. Invitations will go out the first week in January.

AUDIT COMMITTEE REPORT

Skip updated the Board on the status of the FY14/15 financial statement audit. The audit is going well and should be finished in January. The results of the audit will be submitted to the Audit Committee, and then to the full Board.

FINANCE COMMITTEE REPORT

Skip reported that SDJA's bond debt elimination is proceeding on schedule. The debt will be fully eliminated by the end of 2018.

Skip reviewed historical and benchmark information on SDJA's K-12 tuition rates, noting that tuition at SDJA was at the mid-point in comparison to its ten benchmark schools, and that its previous year's rate of increase was reasonable in comparison to these schools. He further reported that the Finance Committee is recommending a 3.8% increase in tuition for the 2016/17 school year, along with a \$25 increase in PTO dues, bringing the overall tuition increase to 3.9%. He commented that the approach for determining the proposed tuition increase was consistent with the School's Sustainability Task Force recommendations.

Skip also updated the Board on the 2015/16 operating budget and 2016-17 preliminary operating budget, which incorporated the proposed 3.8% (3.9% overall) tuition increase.

After discussion, the following resolution (motion made by Julian Josephson, seconded by Ira Feinswog) was unanimously adopted:

RESOLVED, SDJA's 2016/17 proposed tuition rates, as presented and discussed at this meeting, are hereby approved.

GOOD AND WELFARE

Theresa congratulated Ira on a successful men's event and noted how beneficial this annual event has become for community building.

ADJOURNMENT

There being no further business to come before the Board, the meeting was adjourned at approximately 1:00 pm.

Ira Feinswog
Secretary