

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

June 7, 2016

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 June 7, 2016 at 11:00 a.m.

**Trustees Present**

Theresa Dupuis (Chair), Lawrence Bartlett, Susan Chortek-Weisman, Michel Cohen, Leslie Fastlicht Russo, Ira Feinswog, Jessica Fink, Dan Feldman, Heidi Gantwerk, Ben Handler, Rabbi Yael Ridberg, Jami Rosenthal, Russell Silberstein, Beni Surpin, Laura Vainer, Caryn Viterbi

**Trustees Absent**

Brenda Bielas, Ingram Losner, Julian Josephson

**Also Present**

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

**D'VAR TORAH**

Rabbi Ridberg delivered the D'var Torah.

**PARENT SURVEY RESULTS**

Daniel Chiat from Measuring Success joined the meeting via teleconference and summarized the results of the 2015-2016 Parent Survey, which was conducted as a follow on to the same survey conducted in 2013. The survey is designed to assist the BOT in understanding and quantifying trends. Sixty five percent of parents completed the survey, which benchmarks SDJA with nine similarly situated west coast schools. The overall results of the survey did not change in a statistically significantly way in comparison to the 2013 survey, although some improvement was noted in several areas. While SDJA is doing well in the eyes of the parents, there remains room for improvement.

The Board discussed the survey results, as presented by Measuring Success, and suggested that in future parent surveys SDJA's results be compared to other private schools in the San Diego area.

**CONSENT AGENDA**

After discussion, the following resolution (motion by Ira Feinswog, seconded by Ben Handler) was unanimously adopted:

*Approval of BOT Meeting Minutes*

RESOLVED, the minutes of the regular meeting of the BOT on May 19, 2016 are hereby approved and the Secretary of the School is directed to insert a copy of such minutes into the School's minute book.

Theresa welcomed the following newly elected Trustees: Larry Bartlett, Susan Chortek Weisman, Laura Vainer, and Jessica Fink. She then proceeded with the annual election of officers. After discussion, the following resolution (motion by Susan Chortek-Weisman, seconded by Ben Handler) was unanimously adopted.

*Appointment Board Officers*

RESOLVED, the BOT hereby elects the following officers to hold office until a successor officer is elected, subject to an earlier termination due to resignation or an event causing a vacancy:

President - Theresa Dupuis  
President-Elect – Yael Ridberg  
Vice President – Russell Silberstein  
Board Treasurer – Dan Feldman  
Secretary – Ben Handler

**AUDIT COMMITTEE REPORT**

Ben delivered the Audit Committee report. He updated the Board on improvements in SDJA's internal controls. He also presented and explained an update to the Audit Committee Charter for approval. After discussion, the following resolution (motion by Dan Feldman, seconded by Susan Chortek-Weisman) was unanimously approved:

RESOLVED, the updated Charter of the Audit Committee is hereby approved.

**ADVANCEMENT COMMITTEE REPORT**

Rachelle reported on the status of parent and employee participation in SDJA's Annual Campaign. Parent participation increased this year from 45% to 71%, and employee participation increased from 44% to 64%. Those parents who did not renew their prior year contributions will be contacted. Rachelle confirmed that the Advancement Chair, Jessica Effress, who is no longer on the Board, is stepping down, but will continue to assist with advancement efforts. Rachelle also announced that the SDJA golf outing tentatively set for September 2016 has been cancelled based on a cost/benefit analysis, and that new fundraising event opportunities are being evaluated.

**FINANCE COMMITTEE REPORT**

Dan and Skip delivered the Finance Committee report. After extensive due diligence, the Finance Committee is recommending a change in SDJA's primary banking relationship, from Comerica to First Republic Bank. The Committee also recommended that SDJA implement a plan to complete the School's bond debt elimination ahead of schedule, using existing cash flows to retire the outstanding balance of \$3.275 million, as remaining pledges and payments come in. The plan will result in estimated savings of \$91,000 in bank (letter of credit) fees. As part of the debt elimination plan, the Committee further recommended that SDJA obtain a line of credit with First Republic Bank, with a limit of up to \$3.5M, to ensure access to sufficient cash-on-hand requirements that may be needed on an emergency or temporary basis. It is not anticipated that SDJA will need to draw on the line of credit, and any proposed draws would require approval by the Board of Trustees.

After discussion, the following resolutions (motion by Caryn Viterbi, seconded by Dan Feldman) was unanimously adopted.

***New Bank and Account and Line of Credit Authorization***

RESOLVED, as presented and discussed at this meeting, the BOT hereby authorizes SDJA to open bank accounts with First Republic Bank, and, at the appropriate time, close corresponding bank accounts held at Comerica Bank; and

FURTHER RESOLVED, the BOT hereby authorizes SDJA to secure a revolving line of credit with First Republic Bank to ensure access to sufficient cash-on-hand requirements that may be needed on an emergency or temporary basis.

***Repayment of Bond Debt Principal***

RESOLVED, as presented and discussed at this meeting, the BOT authorizes SDJA to fully pay its outstanding bond debt balance using unrestricted cash-on-hand, and take all further actions necessary or appropriate to fully retire the bond debt and associated interest and fees being incurred by the school.

Skip presented various operational and financial highlights, including plans for completing the \$750K science lab modernization project over the summer.

Skip presented a brief financial report, noting that SDJA is projected to have an operating surplus in 2015/16, and tentative plans for designating the surplus for various items including funding of the science lab modernization project, a campus master plan initiative, and an increase to reserves. He also presented an updated 2016/17 operating budget, which was based on a flat (1% decline) enrollment projection.

**HEAD OF SCHOOL REPORT**

Chaim recommended that the Early Childhood Center be open on certain Jewish holidays to allow for holiday celebrations and to provide additional connections between preschool parents and SDJA. After discussion, the following resolution (motion by Heidi Gantwerk, seconded by Michel Cohen; Caryn Viterbi and Susan Chortek-Weisman opposed) was adopted:

RESOLVED, the BOT hereby approves opening SDJA's Early Childhood Center on the Jewish Holidays of Sukkot, Shemini Atzeret, Simchat Torah, and Shavuot for special holiday celebrations staffed by ECC teachers opting to work on those holidays.

Chaim updated the Board on the Three Institutes Initiative. The Institute for Innovation and Entrepreneurial Thinking (IIET) will have an increased focus on entrepreneurship. The Institute for Creative Writing and Arts will eventually be adding new classes in the arts, creative writing, and music, and for the 2016/17 school year will be concentrating on theater. Rabbi Nathan Laufer will be moving to San Diego in August to direct the Advanced Institute for Judaic Studies.

**ADMISSIONS REPORT**

Keri Copans updated the Board on various Admissions activities and reported that SDJA has awarded twenty Open Tent Scholarships. She then spent time reviewing student retention and reported that there is a waiting list for third grade.

**BOARD PRESIDENT'S REPORT**

Theresa thanked the BOT members for attending the graduation, and reminded the Board that the Board Retreat will be held on August 21, 2016 from 9:00 am to 3:00 pm. Yael and Heidi will be planning the retreat and asked that the Board members think about their personal goals and Board goals as a team. She also reminded the Board that the Step Up Ceremony would take place on the last day of school. She thanked the Board members for this year's service and asked that the members submit their preferences on how they can best be educated for effective Board leadership.

**GOOD AND WELFARE**

The Board congratulated Ira on his son's graduation from Brandeis. SDJA's boys' baseball team competed in the CIF championship game, finishing second in their CIF division. Kelley and Mike were congratulated on raising parents' satisfaction in both the upper and lower schools.

**EXECUTIVE SESSION**

After the regular Board meeting, the Board met in executive session to review and discuss the Head of School's contract. Upon motion duly made and seconded, the following resolution was adopted:

*Extend Head of School's Employment Agreement*

RESOLVED, the term of Chaim Heller's Employment Agreement with SDJA is hereby extended one additional year, through June 30, 2019.

**ADJOURNMENT**

There being no further business to come before the Board, the meeting was adjourned at approximately 2:00 pm.

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Ben Handler  
Secretary