



North Western Reform Synagogue

Minutes of 86th Annual General Meeting, held
Sunday 12 May 2019 at 10.15am.

Present: Peter Backman (President), Russell Baum (Chair), David Brown, Michael Simon, Caronne Graham, Noeleen Cohen, Robert Weiner, John Cohen, Annabella Martin, Jon Epstein, Gill Epstein, Joe Cohen, Peter Hyman, Corinna Hyman, Michael Flesch, Gordon Smith, Judy Smith, Mark Harris, Tracy Harris, Ruth Weiner, Dexter Moscow, Angela Wilson, Leslie Michaels, Lesley Michaels, Val Russell, Janine Clements, David Graham, Jane Stern, Simone Aspis, Abi Baum, Juliette Overlander, Michael Overlander, Janine Clements, Rolfe Roseman, Arie Miller, Gary Lipman, Gillian van Gelder, Rosalind Black, Howard Bogod, Brenda Freedman, Philip Freedman, Philip Brodie, Henry Cohn, Victoria Alter, Cheryl Brodie, David Finlay, Alan Brudney, Jeremy Baum, Hilary Fertig, Andrew Gellert, Selina Gellert, Martin Bellman, Michael Jawett, Margaret Harris, Paul Harris, Nicola Feuchtwang, Ruth Wellin, Mike Wellin, Anne Towse, Richard Fraiman, Brian Schottlander, Kerry Lambeth, Lucille Morris, Nick Morris, Gordon Higgott, Ruth Tamir, Honor Baum, Julia Brown, Julia Simmonds, Annabelle Daiches, Lanny Silverstone, Lawrence Radley, Harriet Radley, Ziv Stadler, Naomi Baker, Miri Gellert, Laura Marks, Rabbi Josh Levy, Rabbi Hannah Kingston, Adam Martin, Sam Heller.

Apologies: Robert Jackman, Ruth Smilg.

- 1. Welcome by The President, Peter Backman.**
 - 1.1. The President welcomed the members to the AGM.
- 2. Dvar Torah.**
 - 2.1. Rabbi Josh gave a Dvar Torah on how the Sages of Jewish tradition dealt with disagreements.
- 3. Approval of minutes of the 85th Annual General Meeting held on 13 May 2018:**
 - 3.1. There were no matters arising from the Minutes.
 - 3.2. A resolution to approve the minutes was proposed by Alan Brudney and seconded by David Brown.
 - 3.3. The minutes of the 85th AGM were approved unanimously.
- 4. Approval of minutes of Annual Budget General Meeting (ABGM) held on 4 December 2018:**
 - 4.1. There were no matters arising from the Minutes.
 - 4.2. A resolution to approve the minutes was proposed by Robert Weiner and seconded by Kerry Lambeth.
 - 4.3. The minutes of the ABGM were approved unanimously.
- 5. To Adopt the Trustees Report and Financial Statements for the year ended 31 December 2018:**
 - 5.1. See attached paper for full report by the Hon. Treasurer, Michael Simon.
 - 5.2. Michael thanked the Honorary Officers, Executive and Council for all their support.
 - 5.3. Michael thanked the Chair of the FAC, Howard Bogod.
 - 5.4. The President thanked the Hon. Treasurer.

5.5. The floor was opened for questions:

- i. David Finlay wanted to know why it appeared that the Synagogue had spent less on 'Other charitable expenses'. This is due to a re-allocation from unrestricted funds to designated funds.
- ii. Jon Epstein asked why Youth expenditure appeared to be down 50%. As above. The Net spend is similar to last year.
- iii. Gordon Higgott wanted to be sure the money for the building fund was ring-fenced. The money is in a restricted fund. There is a separate bank account.
- iv. Simone Aspis wanted an explanation of the Social Justice Development Fund. The monies collected allows the community to help with funds for the Refugee Drop-in, Iftar, Winter Shelter, Monday Club.

5.6. The President called for a vote to approve the Financial Statements and the Trustees Report. The motion was proposed by Gordon Smith and seconded by Henry Cohn.

5.7. The meeting approved the motion unanimously.

6. To re-appoint Messrs. Nyman Libson Paul as Auditors to Alyth for the year 2019:

6.1. The President called for a vote to approve the proposal to appoint Nyman Libson Paul as auditors for the year 2019. The motion was proposed by Michael Simon and seconded by Leslie Michaels.

6.2. The vote to appoint the auditors was approved by the meeting unanimously.

7. Resolutions regarding Incorporation: Presentation and Vote:

7.1. See attached paper for summary of presentation by Noeleen Cohen as well as the paper itemizing the Resolutions to be voted on.

7.2. The President gave a vote of thanks to Noeleen and the Governance Group.

7.3. The floor was opened for questions:

- i. Victoria Alter, Kindergarten Head, asked if there would be any changes necessary to the Ofsted registration. It will be important to notify Ofsted of the Incorporation.
- ii. Philip Freedman asked if the stated advisory groups could be statutory. There will be three statutory groups and any number of other groups set up for specific tasks.
- iii. Gordon Smith said Incorporating was not unique or new. Many synagogues have done it.
- iv. Jeremy Baum was concerned that it appeared that only 2 trustees would be in place during the Transition Period. Noeleen will amend the wording in the Appendix to the Articles to reflect that the board will stay in situ until the AGM in 2020.
- v. Brenda Freedman said she was cautious but willing to endorse the resolutions.
- vi. Rolfe Roseman noted that the current system is not working. He noted an anomaly between the Articles and the Rules regarding the advisory groups. He said that the Articles and Rules should reflect a partnership between the membership, Trustees and professional staff.
- vii. Rolfe raised a separate point – that the Chair should be nominated by the membership and not the Trustees.
- viii. Margaret Harris, who sits on the Governance Group, noted that the principals of writing the Articles and Rules were that the process be:
 - Open and Transparent.
 - The membership be closely involved in the decision making.
 - The structure should be accountable in law as well as in Reform Jewish values.
- ix. David Graham asked if unincorporated synagogues made a conscious decision not to incorporate. Smaller synagogues are able to operate under their current constitution.

- x. Tracy Harris thought the length of Chairship was too onerous. 3 years is recommended by the Charities Commission.
- xi. Leslie Michaels was concerned about oversight of the Trustees. He felt that committees were important to Alyth in bringing through members with specific skills to go on to be Trustees, as well as developing friendships. He felt the community forums would be vital.
- xii. Joe Cohen had highlighted anomalies and contradictions in the Articles and Rules. He wanted assurance that the membership would be able to see the documents in their final version before they are enshrined. He wondered if the membership might vote to adopt the Articles but not the Rules.

7.4. In response to the comments, The Chair and Noeleen said the following:

- i. The Trustees will always make the final decisions. Groups are for the purpose of feeding into the conversation.
- ii. In law there has to be a group of people who have the final say. Advisory groups, the community forum and the AGM will allow members to voice their opinions.
- iii. The documents are drafts and therefore not set in stone. They will require regular review.
- iv. Friendships are being made today through the large network of over 400 volunteers.
- v. There is provision for 40 members to call a Special meeting. Any member can contact the Charities Commission or Companies House if there is a question of misconduct by a Trustee.
- vi. The Community Forum is necessary and provided for more than currently in the new documents.
- vii. The Search and Nominations group is intended to identify members with areas of expertise.
- viii. Drafting queries are welcomed at governance@alyth.org.uk

7.5. The floor was opened for further comments:

- i. Brenda Freedman wondered if the President's term could be 3 years.
- ii. John Cohen reminded the membership that the Trustees are currently not voted in by the membership. There has been a commitment to review the documents and he could see no reason not to vote for the proposed resolutions.
- iii. Mark Harris endorsed the commitment of a leadership who love Alyth and are open, honest and have integrity.
- iv. David Brown said that there was a willingness to be open, clear and accountable. Innovation will allow us to be better and stronger.
- v. Laura Marks said that incorporation made sense. People seem fearful of a small body of people running the synagogue. The model allows for many ways to involve members and nothing said so far precludes that.
- vi. Henry Cohn wanted clarification that an abstention actually counted as a 'No' vote.
- vii. Rolfe Roseman asked if Resolution 2(a) could have the following added to the end of the paragraph, '...and take into account the points raised at the AGM.' This was agreed.

7.6. The President explained the voting procedure and called for a vote to adopt the Resolutions:

- 2(a), as amended above, was proposed by Brenda Freedman and seconded by Andrew Gellert. The votes were counted:
For 62
Against 0
Abstentions 2
- 2(b) was proposed by Gill Epstein and seconded by John Cohen. The votes were counted:
For 64

Against 0
Absentions 0

- 2(c) and (d) were jointly proposed as a single motion by Harriet Radley and seconded by Honor Small. The votes were counted:
For 64
Against 0
Absentions 0

8. Community Update by The Chair, Rabbi Josh Levy and Rabbi Hannah Kingston:

8.1. The Chair expressed his pride in the community and members and particularly in the continued professionalism of the paid staff who have continued to put together a diverse and full programme of events whilst being understaffed. He thanked Executive and Council for their help during the year and in particular thanked those standing down from lay leadership and the Governance Group who worked so hard putting together the Articles and Rules for the new entity.

8.2. The Chair, Rabbi Josh and Rabbi Hannah gave a joint presentation on three key areas of Alyth life:

- Transition and recruitment (Rabbi Josh)
 - ⇒ Rabbi Mark Goldsmith's sudden resignation has put us in a 2-year transitional phase.
 - ⇒ Applications have been received for the vacant role and interviews will begin soon. We have a thorough interview and assessment process and expect to be able to update members at the end of June.
 - ⇒ It is likely any incoming Rabbi will have a 6-month notice period so we will not have the benefit of the additional manpower until January 2020. A proper and full induction takes 12 months.
 - ⇒ The focus area for the new Rabbi will be to increase engagement for adult members, as identified in consultations. It is clear that having focus areas makes a big difference to success and therefore Rabbi Hannah has been asked to talk about her work with young families.
- Young families (Rabbi Hannah)
 - ⇒ Rabbi Hannah talked about her own induction and the process through which she and the professional team developed the new young family resources in collaboration with members.
 - ⇒ There are now at least 20 babies (plus parents) at each Sensory Shabbat, along with numerous kindergarten children at Seudah.
 - ⇒ Sensory Shabbat live was a great success with over 40 babies and families present.
 - ⇒ The last 12 months have seen 24 families with babies join the synagogue compared to 3 in the previous 12 months but there is clearly a challenge turning all attendees into members and deepening their engagement outside core activities.
- The building (Russell Baum).
 - ⇒ Meetings with 216 families have raised pledges of £2.25m.
 - ⇒ Part of the success is due to flexibility with some members contributing over 5 years - this raises working capital requirements.
 - ⇒ Additionally, Rabbi Mark was largely responsible for fundraising as part of his role so a new model of fund raising is being rolled out.
 - ⇒ As a result of both of these factors, Executive and Council are agreed that it will be necessary to turn to external financing in order to start before the end of May 2020 when our planning permission expires.

- ⇒ We are already in negotiation with CAF Bank and the Charity Bank and have received one offer, but no decision will be taken on loan financing without formal approval from members.
- ⇒ The Chair thanked Michael Simon and Mark Harris for their work on the financial modelling.

8.3. The Chair and Rabbi Josh thanked the outgoing President and presented him with a gift.

9. To elect a President:

9.1. The President called for a vote to elect Jon Epstein as the new President of Alyth. The motion was proposed by Janine Clements and seconded by Noeleen Cohen.

9.2. The vote was unanimous.

10. To elect a Vice President:

10.1. The President called for a vote to elect Ruth Smilg as a new Vice President. The motion was proposed by Cheryl Brodie and seconded by John Cohen.

10.2. The vote was unanimous.

11. To elect members of Council:

11.1. David Finlay and Nicholas Minter-Green stood for re-election to Council.

11.2. Jeremy Baum, Margaret Harris and Kerry Lambeth stood for Council.

11.3. The President called for a vote to elect the above members onto Council. The motion was proposed by Robert Weiner and seconded by Nicola Feuchtwang.

11.4. The vote was unanimous.

12. AOB:

12.1. Robert Weiner asked if there could be more electronic documents at the next AGM. He was concerned with the amount of paper being used for the meeting.

The Meeting closed at 1.01pm

Minutes taken by Caronne Graham (Hon. Secretary)