

**AMERICAN FRIENDS OF ALYN HOSPITAL
BOARD OF DIRECTORS MEETING**

June 25, 2024
New York, NY

ATTENDEES:

BOARD MEMBERS

Dan Blumenthal (Zoom)
Joanne Blye
Minette Brown
Bryan Gartenberg
Paula Glazier
Victor Goldstein (Zoom)
Harvey Grad
Giorgio Kulp
Pam Lippitt
Ed Joyce (Zoom)
Jonathan Lupkin (Zoom)
David Meron (Zoom)

STAFF

David Popik
Deborah Rivel (Zoom)
Adam Schwartz

GUESTS

Maurit Beer (Zoom)
Zvi Ginosar (Zoom)
Naomi Liberman (Zoom)
Mark Sherman (Zoom)

Paula called the meeting to order at 3:15 PM. A quorum was always present.

President's Welcome

Paula welcomed everyone to the meeting.

She then referred everyone to the consent agenda to get approval on the following documents: all documents were submitted via the portal.

- Minutes of March 19 Board Meeting
- Budget to Actual
- Balance Sheet
- Profit and Loss

Joanne made a motion to approve the consent agenda, Giorgio seconded, and approval was unanimous.

Paula then turned the meeting over to Adam to discuss Governance. Adam mentioned that after reviewing the bylaws he noticed some potential inconsistencies with respect to how Board and executive committee members are nominated and voted on to the Board. There may also be inconsistent interpretations of the Bylaws with respect to when and how Board members are reelected and whether there are term limits for the Board members. Paula will pull together and schedule a separate committee to meet and develop suggested changes.

There is a clear benefit to staggering the rotation of board members, as we don't want all the terms to end at the same time. To address this situation, current board members will be divided into three groups with three different term end dates (based on most recent date of election).

Paula requested that Board members email her/Adam if they know the date that they first joined the Board. In addition, she wants to convene a Nominating Committee and asked Board members to email her/Adam if they are interested in joining this Committee.

Adam then mentioned that in response to a few potential legacy donations, he noticed we are missing the following policies: Endowment policy, Gift acceptance policy and an Investment policy. There was significant discussion among board members as to why these documents are important for us to have and the resulting agreement that they should be developed. Drafts of these policies will first be developed with the Finance Committee and our lawyer Laura Solomon and then brought to the Board.

Hospital Update

Paula then turned the meeting over to Mauritz who presented an overview of the impact of the war on the Hospital highlighting these areas:

- **Shelters** enlarging and upgrading our shelters: (main shelter, a newly protected corridor, re-assigning an underground storage area with preparation for emergency hospitalization)
- **Logistical Prep** Emergency Inventory, and evacuation and rescue equipment
- **Operational Agility** (daycare, school, clinics)
- **Staff shortages** due to staff called up for the reserves
- **Volunteering** of the team to help in the south
- **Addressing needs of evacuees** (clinical, daycare and PELE)
- **Reinforcing the Sheba team** with a professional team from ALYN
- **PELE solutions** for wounded soldiers
- **Changing priorities** in construction programs (transformers, renovation of respiratory rehab unit)

During the last six months, the Hospital has continued to participate in international meetings and successful webinars.

Pam asked how much money all these upgrades/changes cost. Naomi said that approximately 2M shekels in renovations and 1M shekels for Pele were funded by big donations via an emergency appeal.

Mauritz also mentioned that when she was last in the United States in March, she was at Nefesh B'Nefesh, and although the Hospital has not hired anyone, they are in the midst of contract negotiations. Adam asked Mauritz to forward her presentation to him.

USA Ride Update

Adam then mentioned that the USA ride was cancelled due to the extreme heat. AFAH had contracted a marketing team to help in promoting the ride and Adam is awaiting analytics to determine how successful their marketing was. The final count of participants was in the 30s although quite a few people were going to register on the day of and there were families that were going to take advantage of the family route. It is unknown whether this ride will be rescheduled.

WOL Update

Naomi said that planning is moving ahead for WOL Nov 11-14. Joanne mentioned that there hasn't been a Va'ad meeting in a while; both the May and June meetings were cancelled. Naomi will find out when the next meeting will be held.

Concerns were raised by several board members that with the war ongoing we might not have a lot of US riders willing to travel to Israel and that at some point we will need to decide if we should pivot to promoting local community rides in the United States as we have done in the past. Naomi was asked when the final count is needed to confirm/cancel hotel registrations, etc. and she responded that we have until 60 business days before the start of the ride: so effectively August 15th. This year's ride is being dedicated to Yakir Hexter. Davida asked if other people would be memorialized as well and Naomi mentioned that ahead of the ride there will be a memorial day at Kibbutz Be'eri.

Other Business

Adam mentioned that he has put together a Status Report to keep the Board apprised of all that AFAH is doing. He is updating it and will send it to the Board.

He also mentioned that, with Davida transitioning to a 50% work week, and the volume of work that AFAH has, he is looking to hire someone for the office and will be working on a job description. Giorgio said that he might have someone who would be interested so Adam will send the job description to him as soon as it is finished.

President's Closing Remarks

Paula then thanked everyone for their participation in this meeting and their continued support.

Meeting Follow-ups

- Adam to develop policies (endowment, investment, and gift) to be reviewed/discussed with the Finance Committee, and our lawyer Laura Solomon.
- Paula to convene a meeting/group to review/update the Bylaws to remove confusion around Board member terms, the reelection process, and term limits.
- Adam to finalize job description and send to Giorgio

Meeting was adjourned at 4:30 PM