

Protocol – Board of Directors AIES, Arava Institute for Environmental Studies

Heschel meeting room Tel-Aviv

01.08.07

Members in attendance: Michael Beyth, Chmn., Tamar Keinon, Hillel Gordin, Moshe Falkof, Roy Kagan

AIES staff: Elli Groner, Uri Nusinov, David Lehrer, Miriam Ben-Yosef

Guests: Gonen Cohen, attorney-at-law, Ronen Marcovich, C.P.A.

Absent: David Ginsburg, David Sugarman, Mimi Segal, Glen Pagelson, Ed Hofland

I. Agenda as presented

Michael Beyth presented the agenda. Changes in the order were made to accommodate the guests.

- 1) Summary of Strategic meetings in June
 - a. Contact with an outside consultant to write the agreement with Ben-Gurion Univ.
 - b. Mission Statement (Goals of AIES)
 - c. Renew the appointment and activity of the Nominating Committee
 - d. Establish and appoint a new sub-committee; the Academic Committee
- 2) Discussion with legal counsel
 - a. Defining the role of the Board of Directors and its members
 - b. Status and connections of the NGO to the kibbutz
 - c. Status of the kibbutz ownership and the independence of the NGO
 - d. Role of the Board of Directors and the responsibility of each Board member
- 3) Audit committee: Program for the internal auditor
- 4) Financial Statement: first deliberation – accountant invited (first draft attached)
- 5) Appointment of AIES representatives to the Board of Trustees of the Friends of the Arava Institute in the U.S.
- 6) Establishment of the Center for Renewable Energy
- 7) Approval of computerized bank transfers

II. Discussion with legal counsel: Gonen Cohen, attorney-at-law

Gonen presented the by-laws and general procedures for NGO's in Israel and in his answers to the questions of the Board members emphasized the following points:

- General assembly
 - Yearly general assembly
 - Approval of Financial statements
 - Changes in by-laws
 - Changes in goals of the NGO
 - Special authorizations noted in the by-laws
 - Members of the NGO are the members of the general assembly – the founders and the additional members
 - Employees of the NGO can be members of the NGO but they cannot sit on the Board of Directors nor on the Financial Advisory Committee
- Board of Directors
 - Members of the BoD must work for the best interests of the NGO
 - Members of the BoD must be members of the NGO

- Audit Committee
 - Members of the Audit Committee must be members of the NGO but cannot be members of the BoD
- Signatures
 - Signatures can be members of the BoD or Senior staff
 - Approval is needed of a lawyer (or accountant)
- By-laws of the NGO
 - The current by-laws of the Machon are standard by-laws with two corrections already accepted by the “Rasham Amutot”
 - After approval of the general assembly of change in the by-laws approval is needed of the “rasham Amutot”

Decided:

- Gonen will study the by-laws and suggest worthwhile changes that the Machon should make including a suggestion concerning insurance for BoD members (financial coverage for the BoD members in the event of a legal claim.)
- At the next meeting a proposal will be brought about the maximum number of members of the BoD. Michael suggests 12 with a legal quorum of 5.
- Uri and David will bring suggestions for principles to be included in the agreement between the kibbutz and the Machon
- David and Uri will bring a suggestion of a legal advisor other than the legal advisor of the kibbutz.

III. Contacting a consultant for writing the agreement with Ben Gurion University to define the framework of AIES.

Decided:

The BoD approved making contact with the consultant, Guri Zilka for writing the agreement with BGU and authorized the officers to employ him as our consultant.

IV. Goals of the NGO

The goals of the NGO as defined by the General Assembly and approved by the “Rasham Amutot” are:

- Cultivation and activity in the areas of education, science and culture
- Encouraging awareness and advancement of the quality of the environment
- Supply employment opportunities to residents of the Hevel Eilat region

The Tax Authority is not willing to grant AIES approval for Clause 46 due to the third of the goals of our NGO. In addition, the BoD and the Exec Committee of AIES rephrased and updated the goals in a way that better expresses them than the goals listed above. The new phrases (Mission Statement) was presented in English with changes and additions suggested by the BoD and by the chairman Michael Beyth.

Decided:

The BoD approved in principle the goals and requested that they be prepared in Hebrew before the final approval and transfer for approval by the General assembly and the "Rasham Amutot".

V. Renewal of the Nominating Committee

Decided:

The BoD appointed Tamar Keinon as Chairperson of the Nominating Committee.

Michael Beyth and Moshe Falkof were appointed as members of the committee. The committee is requested to present criteria for new appointments to the BoD at the next meeting.

VI. Academic Committee

Decided:

The BoD decided to establish an Academic committee with the goal of following up on developments in the Academic programs in AIES and to act as an advisory board. It is not the intention of the BoD to interfere with the daily activity of the academic programs. The BoD appointed Hillel Gordin as Chairperson of the academic committee and Michael Beyth as a member of the committee. In the future additional members with appropriate background will join the committee. At a later date the possibility will be considered to widen the Academic committee to include academics who are not members of the BoD.

VII. Financial Statement 2006: First Discussion – Ronen Marcovich, C.P.A.

Ronen presented the financial reports of AIES for the first reading. He noted that it is worthwhile to look over the income of 2006 because the net balance of assets in the profit and loss report is high and it is possible that there is income listed in 2006 that is designated for projects in 2007.

The BoD members noted that the detailed explanation of income was missing.

Decided:

- David and Uri will go over the income again for 2006 in order to verify that income for 2007 was not inadvertently listed.
- Ronen will enter the detailed explanation of the income
- The section on expenses for fundraising will be presented as deducted from the income of fundraising abroad.
- The financial statement will be brought to final approval to the BoD in September after changes and the opinion of the audit committee.

VIII. Appointment of AIES representatives to the Board of Trustees of the Friends of the Arava Institute in the U.S.

The BoD approved the list of candidates to membership in FAI

Decided:

It was decided that the following is the list of candidates:

Uri Nusinov
Miriam Ben-Yosef
Michael Beyth
Gail Osman

David Lehrer and Sharon Benheim continue as members for a third year.

IX. Establishment of the Center for Renewable Energy and Energy Conservation

Machon Arava will establish a center for renewable energy and energy conservation. The center will be part of the aim of the Southern Arava region (Hevel Eilot) to encourage initiatives in renewable energy and energy conservation. There is support to establish a center for research and educational programs in the Hevel Eilot Regional Council with the backing of the Toronto Community (Cooperation 2000). Dr. Michael Beyth and Dr. Hanan Ginat, the Director of the Science Center are working together to establish this center. Dr. Yaakov Karni who has agreed to be the Chairperson of the steering committee is helping them. (See attached document.)

X. Approval of the agreement for computerized bank transfers

Decided:

The BoD approved the agreement for bank transfers according to this version:

Implementation of credits and debits in bank accounts according to the instructions of electronic transfer. (See attached document.)

XI. Approval of Miriam Ben-Yosef as Assistant Director of Machon Arava

Decided:

The BoD approved the appointment of Miriam Ben-Yosef to be the Assistant Director of Machon Arava.

Congratulations!

XII. Approval of Miriam Ben-Yosef as Assistant Director of Machon Arava

Chairman BoD – Dr. Michael Beyth _____ Date: _____

Recorded: David Lehrer

Attachments:

By-Laws

Goals of the NGO (Mission Statement)

Draft of Financial Statements 2006

Agreement for Bank Transfers