

HOLY BLOSSOM TEMPLE
EXECUTIVE SUMMARY
REPORT OF THE GOVERNANCE COMMITTEE

Approved by Board
24 April, 2014

Governance matters have now been under consideration by the Committee for more than four years. The initial Report was submitted to the Board in 2011, but was not then considered in detail. The Board has, however, begun implementation of many of the recommendations in the initial Report. A revised Report was considered in October and November, 2013 and was approved on 24 April, 2014.

At the beginning of the work of the Governance Committee, we attempted to determine a clear focus to delineate the scope of our work. Our discussions and conclusions fell into five interrelated groups.

The Governance Committee Report first considers the identity of Holy Blossom Temple, because from that, the Committee felt, all other elements of governance would flow.

Our second conclusions considered it necessary to deal with the role and focus of Board conduct; to identify the Board as the governing body from which strategic direction would emanate and the body which would deal with policy and critical issues as those might arise.

Continuing with a focus on the Board, we acknowledge the importance of the appropriate size and composition of the Board and the manner in which the Board might best organise its affairs. This has been a continuing focus.

As part of the analysis of the Board, the Committee then concluded that it would be imperative to determine the role of the Executive Committee, or, indeed, whether that body was necessary. Particularly the Committee anticipated an examination of a clear differentiation of roles between the Board and the Executive Committee.

A third, critical area is the relationship between the Clergy and the Board which is a nuanced topic. The Committee identified this central relationship as requiring considered attention to ensure that the strategic direction set by the Board through mutual consultation with the clergy is realised.

Then, to encourage the full realisation of the potential of the Temple, the Committee felt that it would be necessary to examine the Departmental and Committee structure through which the Temple actually operates.

Finally, we reflected on terms of office for Directors, Department Chairs and Officers.

Specific Recommendations

The specific recommendations of the Report are set out below.

1. **Statement of Identity.** The Board of Directors, in consultation with the clergy is encouraged to actively engage in preparing a Statement of Identity (with involvement from the Congregation) which will serve to identify the distinctive character of Holy Blossom Temple and will guide its Clergy, staff and Congregation in the pursuit of their objectives, responsibilities and observance. The statement of identity should be formally reviewed at five year intervals.

2. **The Board of Directors.** The Board of Directors should be composed of 21 members each of whom should have the right to vote. 19 should be elected by the Congregation, while the immediate Past President and the Honorary President (if that office is occupied) should be directors ex officio.¹

With respect to those directors elected at large, each of Sisterhood and Brotherhood should have the right to suggest a nominee, from among their respective members, to the Nominating Committee. In the event that the Nominating Committee accepts such nominees, their name shall be placed on the slate for election of directors. In the event that the Nominating Committee does not accept the nominee, Brotherhood or Sisterhood, as appropriate shall be asked to submit another nominee for consideration by the Nominating Committee for inclusion on the Slate. This process shall continue until a suitable candidate from each of Sisterhood and Brotherhood (the "Sisterhood Nominee" and the "Brotherhood Nominee") is selected. This nomination process should take place only in those years where the Brotherhood and/or Sisterhood member(s) previously elected through this process retires from the Board or the position is otherwise vacant.

Any member in good standing of Sisterhood should be entitled to run against the Sisterhood Nominee and any member in good standing of Brotherhood should be entitled to run against Brotherhood Nominees, in accordance with the normal nomination protocols. In any such contested election, all Temple members otherwise eligible to vote should be entitled to vote, regardless of whether they are members in good standing of Sisterhood or Brotherhood may choose instead to run against the slate of nominees selected by the Nominating Committee for the other at large positions, but must make his or her choice as to which position he or she intends to contest in accordance with the normal nomination protocols. Any contested election against either the Sisterhood Nominee or the Brotherhood Nominee should be tallied separately and distinctly from any contested election for the other members at large.

The Senior Rabbi, the Executive Director and two individuals selected by the President's Council should be non-voting members of the Board, ex officio.

Additionally, senior staff and a youth representative selected annually by the Board should be invited to Board Meetings.

The Board should therefore be composed as set out below:

- (a) President
- (b) Vice Presidents: Administration (also Secretary/Treasurer)
Development
Education
Finance (also Financial Secretary)

¹ Number of directors to be reduced to 20 when there is no Honorary President.

Jewish Living
Membership
Worship
At Large

- (c) Ten members at large
 - (d) Immediate Past President
 - (e) Honorary President (*ex officio*)
 - (f) Senior Rabbi (*ex officio non-voting*)
 - (g) Executive Director (*ex-officio non-voting*)
 - (h) Two President's Council Nominees (*ex-officio non-voting*)
 - (i) In addition, as invitees: Senior Staff
 Youth Representative
3. **Board Conduct.** The Board should set out formal mandates for the Board, directors and officers. These should cover the responsibilities of each and the basis upon which the board conducts its affairs. Each director should acknowledge her or his agreement with the applicable mandates.
4. **Board Organization.** Prospective Board members should, prior to their joining the Board, be presented with a comprehensive orientation to their role (to which sitting Board members might be invited) to enable them to function fully and effectively from the time of their introduction to the Board.
5. **Board Assessment.** Annually the Board and its individual members should assess the effectiveness of their conduct with a view to their development, both collectively and as individual Board members. The assessment process should be developed and executed as the Board directs.
6. **President's Council.** A President's Council should be formed, considering for membership those members now entitled to attend meetings of the Board without the right to vote, and such other members as the Board might designate, which Council would meet as it might determine and at least twice in each year, and more frequently as appropriate, with the President and the Board to discuss with and advise the Board on matters of current or future importance. The President's Council should select two representatives to attend Board meetings without the right to vote.
7. **Committee of Department Chairs.** A Committee should be constituted, comprised of 9 members, being the President and eight Vice-Presidents, with a specific mandate to oversee day to day management including response to emergencies, to assist in settling

Board agendas, to ensure coordination among the various organizations of the Temple and otherwise to respond to Board direction. Its role should thus be to support but not supersede the activities and responsibilities of the Board. To that end, the Committee might henceforth be designated as the Committee of Department Chairs, rather than the Executive Committee.

The Senior Rabbi and the Executive Director should attend all meetings, without the right to vote, except when asked to be absent.

8. **The Clergy and the Board of Directors.** The Pulpit Committee should be so constituted that it can meet frequently and informally with members of the Clergy in order effectively to develop and sustain a meaningful collaborative working relationship in which the responsibilities of both the lay leadership and the Clergy are appropriately recognised.
9. **Periodic Review.** In addition to frequent and informal meetings, each member of the Clergy and the Pulpit Committee should meet annually to review the responsibilities discharged by that member of the Clergy and, where indicated, to formulate and revise the criteria established for the relationship between that member of the Clergy and the Congregation. Matters of Compensation should remain the responsibility of the President and the Board.
10. **Initial Retention.** The realistic expectations of the Congregation for the role of any member of the Clergy, based on the Statement of Identity, should be developed in conjunction with or agreed with that member of the Clergy from time to time during his or her tenure. That understanding should be clearly set out in a document which, when accepted by that Clergy member becomes part of the relationship between that Rabbi or Cantor and the Congregation.
11. **Executive Director.** A statement of authority and responsibility, in which the Executive Director participates, should be prepared for the Executive Director, and annual reviews thereof should take place with the President and the Vice President, Administration at which the roles and objectives of the Executive Director can be revised.
12. **The Holy Blossom Foundation.** The Foundation Report of May, 2009, which has now been adopted, creates the correct structure so that the Foundation will continue as a distinct legal entity to manage and protect Temple funds. Henceforth, all fundraising activities will be conducted under the Department of Development.
13. **Departments and Committees.** There are now seven Departments: Administration, Development, Education, Finance, Jewish Living, Membership and Worship. Each Department should review its function and prepare a written mandate to identify that function. Each Department should review the Committees now shown to be within its areas of responsibility, and working closely with the Committees themselves should then ensure the preparation of written mandates for each continuing Committee. Each Department should also identify those Committees which should complete their tasks

before an appropriate “sunset date”, and further identify those Committees which might be discontinued.

In undertaking the above mandate-focused tasks, Departments, while working with the Committees themselves, should co-ordinate with each other and with the Executive Director of the Temple. The Committee of Department Chairs might be the appropriate forum in which to do this work. Ultimately, the Board is responsible to ensure an effective, transparent and easily comprehensible structure.

The Board of Directors should retain the authority to modify the identity, responsibilities, number and all other aspects of the Departmental structure.

14. **The Board and Committees.** Those Committees which are an integral part of Board activity should be identified as Board Committees in the By-laws. Because By-laws are formal legal documents, and difficult to amend, the mandates of Board Committees, while determined by the Board, should not be set out in the By-laws. The Governance, Nominating and Pulpit Committees should not have Board members as Chairs. The members of all Board committees should be appointed by and be responsible to the Board.
15. **Nominating Committee.** The responsibilities of the Nominating Committee should expand to include seeking out those who can provide leadership for the Temple and finding ways to involve them in the governance of the Congregation. In discharging this task the Nominating Committee would meet frequently with the Clergy, the Executive Director, and members of the Congregation in order to identify members who can and will play a leadership role.

It should select a slate for nomination of directors, the President and Vice Presidents and fill any vacancies in any of these positions that arise from time to time. The Nominating Committee should also work with the Leadership Development Committee (described below) and consult with the directors on a continuing basis in the quest for continuing improvement. It should constantly seek to identify Board requirements for directors and take steps to fill any gaps which it identifies.

It should, upon request, assist the Board in appointments to both Board and Departmental Committees.

16. **Leadership Development Committee.** A Leadership Development Committee should be established to participate in the identification and development of leaders within the Congregation.
17. **Governance Committee.** We endorse the recommendation of the 2008 Governance Review Committee: that the Governance Committee continue to assist the Board in providing effective continuing governance and that it prepare a report reviewing the state of the Temple’s governance annually and distribute the report to the members of the Temple for consideration at each Annual General Meeting.

18. **Future Committee Formation.** In approaching future tasks where delegation appears appropriate, the Board might consider “task forces” with both limited mandates and time commitment. In those cases where an addition to the Committee structure appears appropriate, *ad hoc* Committees might be constituted with mandates that contain “sunset dates”.
19. **Terms of Office.**
 - (a) For the President, the term should be two years, which may be extended to 3 years;
 - (b) For each Director at Large, the term should be 3 years, which may be extended for a further term of 3 years;
 - (c) Directors at Large should be elected on a staggered basis, e.g. 3 in year 1, 3 in year 2, 4 in year 3;
 - (d) For each Vice-President, the term should be **2 years**, which may be extended to 4 consecutive years;
 - (e) A Vice-President or an Officer may change office, in which case the term limits for the new office will be the same: election for **2 years**, which may be extended to 4 consecutive years;
 - (f) A Director at Large may become a Vice-President and any Director may become President;
 - (g) In all cases, the maximum time which may be served on the Board will be 10 consecutive years;
 - (h) That maximum time may be extended for Presidents and Immediate Past Presidents whose position as President or *ex officio* position on the Board extends beyond the time limit, while the maximum time does not apply to Honorary Presidents; and
 - (i) Committee members, whether of Board or Departmental Committees, should serve for a maximum of five consecutive years on any one Committee, but may, as indicated above, serve for a maximum of 10 years through various Committees.