

**Holy Blossom Temple (the “Temple”)
Board of Directors (the “Board”)
Code of Conduct (the “Code”)**

To become a director of the Temple is a sacred responsibility. To help in the fulfillment of that responsibility, this Code has been adopted by the Board. It is a formal statement of the Board’s aspirations, and will guide individual directors in striving for the highest and most effective ethical standards worthy of our Temple.

Application. The Code, along with the By-laws of the Temple, is intended to govern the conduct of the directors of the Temple. Each director is invited to review and subscribe to it. This document is not exhaustive; issues outside of its scope will arise. Such issues should be addressed in accordance with sound ethical and business judgment and in accordance with Jewish values and precepts such as those set out in Schedule “A”.

The Board. The Board is the body which is vested with the fiduciary responsibility to uphold the Temple’s mission and to direct, control and manage the affairs of the Temple. The Board’s responsibilities include the determination and oversight of the strategic direction of the Temple, the management of its financial affairs and the implementation of processes for the appointment of clergy and lay professional staff. It is responsible for the overall well-being of the Temple.

Directors. It is individual directors, in partnership with the officers, who fulfill the mandate and responsibilities of the Board. Only through the active contribution and participation of individual directors can the Board function effectively. Each director is a fiduciary of the Temple. (S)he holds the interest of the Temple foremost in all deliberations, actions and representations. (S)he will adhere to the codes and policies approved by the Board, and will rigorously observe confidentiality with respect to Board deliberations. (S)he will recognize the legal obligations to act honestly and in good faith with a view to the best interests of the Temple and will exercise the care, diligence and skill of a prudent person. Flowing from the general obligations of each Board member, each director is expected to:

Board Matters

- (a) attend regularly scheduled Board meetings;
- (b) serve on at least one committee or initiative of the Board;
- (c) prepare for Board and committee meetings by reading reports and background materials provided for each meeting;
- (d) where appropriate, offer his or her personal perspectives and opinions on issues that are the subject of Board discussion and decision;
- (e) voice, clearly and explicitly at the time a decision is being taken, any opposition to a decision being considered by the Board;
- (f) maintain solidarity with fellow directors in support of any decision taken by the Board;
- (g) ensure that the Board acts in good faith, in a legally correct manner and strives reasonably for full possession of the facts;
- (h) maintain confidentiality with respect to all Board deliberations;

- (i) subordinate his or her personal interests, and those of any particular constituency, to the best interests of the Temple;

Temple Management Matters

Each director will also recognize his or her responsibility to:

- (j) oversee the management of the Temple's finances through annual budget planning and approval and regular revenue/expenditure reporting;
- (k) oversee the management and control of the Temple property;
- (l) keep generally informed about the activities of the Temple;
- (m) work within the Temple committee structure to advance programs;
- (n) ensure there is a system and process in place for engaging such salaried personnel as necessary to sustain the activities of the Temple;
- (o) fix compensation for professional staff where that is within the purview of the Board;
- (p) be responsible for the solution of problems relating to membership;
- (q) work collaboratively with the clergy, professional staff and members of the congregation to realize the vision of HBT;
- (r) elect members to the congregation in accordance with the By-laws;

Governance Matters

To ensure continuing focus by the Board, each director will:

- (s) identify and understand the strategic challenges and opportunities facing the Temple;
- (t) determine the appropriate strategic responses to meet these challenges and opportunities;
- (u) determine the Temple's annual priorities;
- (v) exercise vigilance for and declare any apparent or real personal conflict of interest in accordance with the Temple's By-laws and policies;
- (w) engage in regular evaluation of policies, programs, procedures and personnel;
- (x) contribute to Board continuing education and self-evaluation;
- (y) be familiar with the Temple's By-laws and policies and the legislation under which the Temple exists;
- (z) comply with all other codes and policies approved by the Board from time to time;

Leadership Matters

Each director will strive to provide effective leadership through the demonstration of good faith, prudent judgment, and transparency and openness in his or her activities on behalf of the Temple. Further, each director will:

- (aa) participate regularly in all aspects of Temple life, with particular emphasis on religious services and life-long Jewish learning;
- (bb) serve as an usher on two or three shabbatot throughout the year;
- (cc) embrace tzedakah by financially supporting the synagogue to the best of his or her abilities;

- (dd) be responsive to the congregation's members, provide support and listen to their needs, within the context of the Board's approved policies;
- (ee) encourage interested families and individuals to join the Temple and help members find opportunities to participate as volunteers in the life of the congregation;
- (ff) strengthen the congregation's role in the local community and beyond;
- (gg) emphasize the fundamental importance of high quality, life-long Jewish education for children, teenagers, adults and seniors;
- (hh) reflect upon the future leadership of the Temple and, in particular, how to engage potential future leaders;
- (ii) respect and give fair consideration to diverse and opposing viewpoints;
- (jj) ensure that criticism of policy, positions, programs or individuals is expressed constructively and addressed to the appropriate party;
- (kk) ensure that disagreement relates only to principles and priorities, not personalities;
- (ll) respect the privacy of deliberations and discussions that take place within meetings, as well as the confidentiality of materials provided for such meetings, while balancing the need to communicate effectively as a Board with the congregation;
- (mm) exemplify Jewish values such as fairness, mutual respect and sensitivity;
- (nn) avoid idle gossip or slanderous talk and be mindful of the emphasis that Judaism places on the power of words;
- (oo) speak on behalf of the Board only when specifically authorized; and
- (pp) represent at all times the interests of the Temple as a whole.

CONFIDENTIALITY

Confidentiality is very important and reference has been made to it. Except as he or she may be compelled by law, a director must treat as confidential all information, not generally available to the public, regarding the policies, internal operations, systems, business or affairs of the Temple obtained by reason of his or her status as a director. Meetings of the Board are confidential to the directors, officers and others who may attend from time to time. It is the responsibility of directors to know what information is confidential and to obtain clarification when in doubt. Directors are expected not to disclose and to take all necessary steps to prevent unintentional disclosure of confidential information brought forward during such meetings. These obligations endure and survive the term of a director.

CONFLICT OF INTEREST

Directors must act in the best interests of the Temple. This means setting aside personal self-interest and performing duties in a manner that promotes public confidence and trust in the integrity, objectivity and impartiality of the Board. Directors have a duty to openly disclose any actual, potential or apparent conflict of interest in accordance with both the Conflict of Interest Guidelines and the By-laws of the Temple. Each director is required to sign the Temple's form of Compliance Statement regarding conflicts of interest. The Conflict of Interest Guidelines and Compliance Statement are attached as Schedule "B" to this Code.

Review of Code. Each director, immediately after being elected, shall meet with the Temple's then President to review this code and such other policies of the Temple that may apply to directors.

Brit Avodah. Each director is required to sign and agree to comply with the *Brit Avodah*, in the form attached as Schedule "C" to this Code.

Schedule "A"¹

Sh'tikah: Silence and Listening

All my life I have been raised among sages, and I have found nothing better for a person than silence. (Pirke Avot 1:17)

In order to listen, there are times that one must keep silent. While silent we can reflect, watch, hear, listen and thereby have a better chance of understanding.

Dibbur: Speech

Speak as if God were listening to everything you say. (Martin Buber)

When it is time to speak, it is best to proceed slowly, lest we hurt others with our words and tone.

Savlanut: Patience

The word for patience in Hebrew comes from a root which also means to bear, to suffer, to carry a heavy load. To carry another's truth, is to feel their load. Patience allows us to become more empathetic towards others.

Elu V'Elu: Both This Opinion and That Opinion Have Within Them Truth

Differing opinions provide a deeper understanding of others and of the many facets of an issue. Look for truth in what is said even if you disagree and though one opinion must prevail, keep open to other points of view.

B'yachad: Together

Progress emerges from collaboration. Traditional Jewish study is done in *hevurata* in pairs; we pray in minyan; we require witnesses for any important life cycle event. 'Together' is a philosophy in Judaism, a point of reference. The genius of the group is greater than any individual.

Derech Eretz: Decency

Hillel used to say: "In a place where human decency is lacking practice decency yourself".

Respect and human decency are signs of a good character. It places the concerns of others and of the group as the top of every group interaction.

Chazon: Vision

Vision is the ability to engage in long-term thinking about the future, while still taking into account the value of the present and the past. Those with vision keep an open mind; they can see broadly across the congregation, thinking about its needs as a whole.

¹ Adapted from the Union for Reform Judaism Congregational Board Training, Jewish Values to Guide our Conversations.

Schedule "B"

Conflict of Interest Guidelines/Compliance Statement

Conflict of Interest

A conflict of interest arises whenever a person has a personal, financial or other interest, in a matter in which the Temple also has an interest. Such conflict may impair a person’s ability to act or make decisions in the best interest of the Temple. A conflict may be actual, potential or apparent, whenever a person has or appears to have an opportunity to derive benefit, whether directly or indirectly for himself/herself or for another person, and whether financial or otherwise, from decisions or actions being considered or taken by the Temple.

It is presumed that the person may have a conflict of interest whenever any such person, or a member of the family of such person, or other with whom such person has a business relationship, proposes to negotiate or contract with, or provide services to, or receives any remuneration in any way from the Temple.

Disclosure of Interest

Whenever a person has a conflict of interest, as described, such person shall disclose such interest at the earliest practical time to the Temple President. When in doubt about a potential or actual conflict of interest, those governed must disclose it.

Compliance Statement

I have read the conflict of interest guidelines above and I agree to abide by them, as well as any amendments or alterations approved from time to time.

() I confirm that I am currently in compliance and receive no direct or indirect compensation or benefit from the Temple.

() I am not in compliance with the above guidelines as follows:

Dollar value of disclosed conflict(s): \$ _____

I understand that this Compliance Statement will remain in effect for as long as I remain a Director of the Temple unless I advise otherwise. I recognize my ongoing duty to report any actual, potential or apparent conflict of interest that may develop in accordance with the guidelines above.

Name: _____

Signature: _____

Date:

“Schedule “C”

Brit Avodah: Covenant of Service

I, _____, a director of Holy Blossom Temple, declare that I have read, understood and agree to comply with Holy Blossom Temple’s Code of Conduct and other applicable policies. The Code of Conduct is a comprehensive policy that includes, but is not limited to, the duties listed below. As a director, I will:

1. Exercise the powers of my office and fulfill my responsibilities honestly, in good faith and in the best interests of Holy Blossom Temple.
2. Exercise these responsibilities, at all times, with due diligence, care and skill in a reasonable and prudent manner.
3. Respect, support and comply with Holy Blossom Temple’s By-laws, policies, Code of Conduct and decisions of the Board of Directors.
4. Keep confidential all information unless the Board of Directors determines that such information is public. This shall include, but not be limited to, information about personnel, any personal information and matters dealt with during in camera and other meetings of the Board of Directors.
5. Conduct myself in a spirit of collegiality and respect for the collective decisions of the Board of Directors and subordinate my personal interests to the best interests of Holy Blossom Temple.
6. Immediately declare any personal conflict of interest that may come to my attention.
7. Immediately resign my position as a director of Holy Blossom Temple in the event that I, or my colleagues on the Board of Directors, have concluded that I have breached this *Brit Avodah*, failing which I acknowledge that I can be removed as a Director in accordance with the By-laws.
8. Do my best work such that, at the end of my term as a director, I can reflect upon my time and my experience and be proud of the contributions that I have made to Holy Blossom Temple.

Signature: _____

Date: _____

Witness: _____

Date: _____