

HOLY BLOSSOM TEMPLE
REPORT OF THE GOVERNANCE COMMITTEE

JULY 2014

Introduction

The Governance Committee was constituted by resolution of the Holy Blossom Temple Board of Directors on 26 February, 2009

The members of the Committee are:

Heather Crawford

Tom Friedland

Lynn Gluckman

Merle Kriss

Joe Oliver (resigned 24 May, 2011 becoming successively Minister of Natural Resources and Minister of Finance)

Gary Posen

Carole Sterling

Bill Rosenfeld

Benjamin Applebaum (ex officio) replaced by Russ Joseph (ex officio) who became Executive Director on Benjamin Applebaum's retirement.

The Committee first met on 23 June, 2009 and prior to its presentation in February, 2011 to the Executive Committee, held fifteen meetings. Following initial presentation of the Report, the Board considered it briefly, but a full review by the Board was deferred to accommodate more pressing concerns. Since 2011, the Committee has met on several occasions. The Report was then further presented to the Board in September, 2013 and considered by it on 24 October, 2013, 7 November, 2013 and 21 November, 2013. Following further Board consideration, it was approved on 27 March, 2014. Throughout the process, we have had discussions with rabbis, current and past presidents, Board members, representatives of Sisterhood and Brotherhood, and Congregation members. Beyond Holy Blossom we have spoken with rabbis not affiliated with Holy Blossom and members of a number of US Reform Congregations who have experience in governance.

We have relied upon the work of others, among them the Governance Review Committee which put forward the 2008 Review of Governance.

Ours has been a fascinating journey in which we constantly encountered the commitment, dedication and continuing hard work of members, clergy and staff who make Holy Blossom a truly distinctive institution of Reform Judaism.

Our focus, and that of these recommendations, is upon the organisational architecture by which Holy Blossom governs itself. The substance of Holy Blossom's policies, strategies and activities is well beyond our purview and is clearly best developed and executed by lay leadership and Clergy, with the support of staff and the Congregation.

Our review of governance appeared timely. Holy Blossom has evolved significantly during its 158 year history. The years since 1938, when the Congregation moved to its Bathurst Street location, have seen the world of Reform Judaism, and, tragically, the whole of the Jewish world change beyond recognition. And while the governance of Holy Blossom has evolved, and is clearly a matter of interest and concern among members, there remains work to be done.

We found our work to be timely. Much attention has recently been paid to governance, both in the business and not-for-profit sectors. Many of our thoughts and recommendations find their origins in the work of others.¹

We have set out below our observations, some more detailed than others, followed by our specific recommendations.

This version of our Report has been prepared after the Board approved its substance in March 2014.

Objectives

At the beginning of our discussions we attempted to determine a clear focus to delineate the scope of our work.

The first issue was to consider the very identity of Holy Blossom Temple, because from that, we felt, all other elements of governance would flow.

We next 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.

This led us to acknowledge consideration of the appropriate size and composition of the Board and to reflect on how it might best organise its affairs.

Then we concluded that it would be imperative to determine the role of the Executive Committee, or, indeed, whether that body was necessary or might be re-designated. Particularly we anticipated an examination of a clear differentiation of roles between the Board and the Executive Committee.

The relationship between the Clergy and the Board is a nuanced and extremely important topic which we identified as requiring considered attention to ensure that the strategic direction set by the Board and the continuing vitality and relevance of Holy Blossom Temple are realised.

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

With this context in place, we set about our work.

1. **Statement of Identity**

Frequently we encountered the question of how Holy Blossom sees itself and how it is perceived by the broader community. How is Holy Blossom distinctive and to be distinguished from other Reform Congregations in Toronto and elsewhere? Why did congregants join Holy Blossom?

¹ Among others, the Union for Reform Judaism and the Canadian Institute of Chartered Accountants.

What were the unifying elements that made the Temple meaningful to its members and to the wider community?

We believe that a Statement of Identity can answer these questions. More importantly it can serve as the foundation document for all the Temple's plans, religious observations, community and educational involvements. It can remind all congregants who we are and why we are here: it can be an invitation to those who might consider joining us. It can enhance the unity of the Congregation².

As a foundation document a Statement of Identity can be the starting point for governance. The Board of Directors in consultation with the Rabbinat should engage in preparing it and the Congregation, involved in the process, should endorse it. In the Union for Reform Judaism's publication, *Managing the Sacred- a Guide for Synagogue Board Members* it is stated that a synagogue board is to "define the mission of the synagogue, approve policy for fulfilling that mission, and take action to achieve it." A Statement of Identity is a document that can stand on the Temple's web site to inform those who would like to know who we are. It can guide the Congregation, its Clergy and staff in fulfilling their aspirations and discharging their responsibilities to each other and to the broader community.³ Because of its central importance, the Statement of Identity should be formally reviewed at five year intervals.

Recommendation

The Board of Directors, in consultation with the Clergy is encouraged actively to 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.⁴ The Statement of Identity should be formally reviewed at five year intervals.

2. The Board of Directors

The Board of Directors is the body that directs and manages the affairs of the Temple. It is the body from which all Temple governance flows and which is ultimately responsible for all the Temple does, for all who work within it and for all its properties. The responsibility is great.

The current composition of the Board of Directors is set out in By-Law No. 1, which was adopted in 2003 at the same time as other corporate changes. The by-law prescribes that there shall be 29 directors, of whom 19 are elected by the Congregation and 9 hold office *ex officio*. *Ex officio* officers hold office (such as that of a director) by virtue of holding another position. Department Chairs, who hold significant responsibilities in the life of the Temple are appointed annually by the Board, are not elected by the Congregation, but are members of the Board *ex officio*, as are the two presidents of Sisterhood and Brotherhood. In the same vein a representative chosen by the Holy Blossom Foundation is on the Board of Directors by virtue of her/his position with the Foundation

² A Statement of Identity has now been prepared and submitted to the Board and Congregation.

³ There has previously existed a Mission Statement, which provided a broad over-view of a Reform Temple, but was far from specific.

⁴ The Strategic Plan for Holy Blossom Temple of October, 2005 has proven a useful consultation document as have materials prepared by URJ.

In addition, past presidents, wardens, the President of Habsty, the Director of Development of the Holy Blossom Foundation and members of the professional staff (being Rabbis, the Executive Director, the Director of Education, the Cantor and other staff members) may attend all Board meetings, without the right to vote⁵.

While the existing composition of the Board of Directors has been designed to be as inclusive as possible, we have been repeatedly told that it is too large a body to function in an effective and directed manner. Far too often, it has been remarked to us, the Board is simply reactive to issues presented to it without necessarily having addressed those issues in a comprehensive manner.

We discussed the optimum size and composition of the Board at great length, both among ourselves and with those with whom we met. All agreed that a smaller Board demands a higher level of commitment and responsibility from its members and puts the proper role of each director into perspective. It thus invites accomplished, engaged individuals. We consequently came to the uniform view that a smaller Board, which fully recognised its responsibilities as the centre of Temple governance, is to be adopted. From a coherent, focussed Board would come the direction and illumination which will foster the continuing vitality of the Temple.

Our guiding principle, which we believe to be of very great importance, has been that all members of the Board should be elected by, and answerable to, the Congregation (although elections need not be contested). That, in turn, has led to the conclusion that Department Chairs, hugely valuable contributors to Temple life, should stand for election both as Board members and as Department Chairs. Through that Congregational endorsement we felt that the position of those Chairs would be enhanced and their authority confirmed. At the same time, their positions would be made clearer to the Congregation.⁶

Department Chairs are now (with the exception of the Development Department) identified in the By-law,⁷ are appointed by the Board, and are *ex officio* members of the Board and of the Executive Committee. With the exception of the Chair of the Finance Department, they are not statutory officers of the Temple.

The Committee found this structure somewhat confusing. We concluded that a more straightforward regime would be more easily understood and more functionally effective. In addition to having Department Heads elected directly by the Congregation it was concluded that each should be named a Vice-President.⁸ As a further simplification, the Financial Secretary would also serve as Vice-President, Finance and the Secretary/Treasurer would also serve as Vice President, Administration.

In addition we determined that a Vice-President without portfolio should be elected not as an immediate successor to the President but as one available to discharge myriad tasks which are not direct Departmental responsibilities.

⁵ By-law No. 1, ss.3.1(c)

⁶ The Departments are: (i) Worship, (ii) Finance, (iii) Education, (iv) Jewish Living, (v) Membership, (vi) Administration and (vii) Development.

⁷ By-Law no. 1, s.3.12

⁸ By-Law no. 1, s.7.1 now provides for one vice-president.

We also recognised that titles and positions, such as “Department Heads” or “Vice-Presidents” might well change over time. Consequently, we felt that while Departments might be specifically recognised in future by-laws, the Board should be left to modify the Departmental structure in the future.

We identified Sisterhood and Brotherhood as occupying distinctive places in Temple life. In order that all Board members be responsible to the Temple as a whole, and thus adhere to the basic principle of Board election, we believe that all Board members should be or should have been (in the case of a Past President or Honorary President) elected by the Congregation at large. We consequently concluded that both the place of Sisterhood and Brotherhood and the principle of congregational election could be recognized. This could be accomplished by ensuring that each of Sisterhood and Brotherhood has a nominee, who is a Sisterhood or Brotherhood member, on the Slate proposed by the Nominating Committee.

On the vital role of the Foundation we comment below.

We also closely considered the position of those who are now entitled to attend Board meetings but do not have the right to vote. Each of those identified in the existing by-laws has an important continuing contribution to make to Temple life⁹. But we were told that the presence of a large number of non-voting participants, distinguished and valued as such individuals were, created a dynamic which tended to dissipate the direction and responsibility of elected members and to make discussion generally somewhat diffuse.

We felt that the immediate Past President and the Honorary President should be directors, ex-officio. The Senior Rabbi and Executive Director should also be ex officio board members, but without the right to vote.

The wisdom and continuity offered by past presidents and wardens might best be preserved for the Board through the two representatives selected by the President’s Council (see below recommendation 6) who should also be ex officio Board members without the right to vote.

Senior Staff are critical to the effective life of the Temple. They should be invited to all Board meetings as should a youth representative selected annually by the Board.

Recommendation

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.¹⁰

The perspective and contribution of youth matter. The Board should select, annually, a youth representative (between 13 and 17 years of age), to be invited to all Board meetings.

⁹ Past presidents, other than the immediate past president, wardens, the president of Habsty and the Director of Development of the Foundation are in this category, while professional staff are now invited to attend unless asked to be absent by the chair.

¹⁰ Member of directors to be reduced to 20 when there is no Honorary President.

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 names should 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 should 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 the Brotherhood Nominee, 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. For greater certainty, any member 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 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 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)
Jewish Living
Membership
Worship
At Large
- (c) Ten members at large (who shall include a member of each Sisterhood and Brotherhood nominated and elected in accordance with the process described above)
- (d) Immediate Past President (*ex officio*)
- (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*)**

**In addition, as invitees: Senior Staff
 Youth Representative**

3. **Board Conduct**

The manner in which the Board conducts itself will obviously have a large affect on Board effectiveness. We were frequently reminded that the Board should focus its activities on strategic questions, and leave day-to-day conduct either to the Executive Committee or to staff.¹¹ We also heard expressed the desire that Board members be well informed on issues under discussion and that Board members understand, accept and discharge their responsibilities. Holding *in camera* sessions, i.e. sessions at which only voting Board members are present, at the discretion of the President was seen by some to be highly desirable as encouraging a frank and forthright exchange of views. And, as is conventionally the case, the Board should continue to invite staff to present positions to the Board for consideration as specific issues may suggest.

To accomplish these, and other desirable objectives it was considered imperative that Board members understand and accept the responsibilities before them and have familiarity with the operations of the Temple and the bodies through which those operations are conducted.

In order to attain these objectives, a disciplined approach was advocated which would have as its foundation a formal mandate. That mandate would outline the responsibilities of the Board, individual Board members and individual officers and would be accepted by each Board member. It would also increase the likelihood that Board members are provided with adequate materials in a timely way so as to ensure that informed discussion can take place within an efficient time frame.

Recommendation

The Board should set out formal mandates for the Board, directors and officers. This 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 Orientation**

The Committee recognised that the understanding by directors of their leadership position in Temple cannot be achieved simply through a paper process. We were told by some that prospective directors really did not understand the extent of the work to be undertaken by directors before they had joined the Board, and that after joining they still did not understand the governance and Committee structure of the Temple. It followed that they had difficulty understanding the scope of work of individual committees.

¹¹ The Canadian Institute of Chartered Accountants has published useful materials for the guidance of directors of Not-For-Profit organizations; *20 Questions Directors of Not-For-Profit Organizations Should Ask about Board Recruitment, Development and Assessment* is particularly relevant.

The unfortunate result was that new directors felt less able than sitting members to contribute to the work of the Board.

The Committee discussed at length the challenges facing Board members and the means by which their task could be made less onerous. Borrowing from experience elsewhere, in both the not-for-profit and commercial sectors, the Committee concluded that it would be highly desirable to provide prospective (and serving) directors with a full orientation of the duties and structure of the Board and the functioning of the Temple, its committees and its staff.

Such an orientation might be provided to prospective directors prior to their assuming office or as soon thereafter as possible. The content requires considerable reflection and effective presentation, much of which we understand has already been undertaken. While this activity should continue to be conducted under Board guidance and direction, the orientation itself might best be undertaken by the Nominating Committee or a sub-committee or task force.

The objective of the orientation is clear. It should ensure that directors are comfortable with their role, prepared to deal with all issues that come before the Board and conscious of the strategic and demographic issues facing the Temple. At a more granular level, prospective board members should understand fully the committee structure of the Temple, the manner in which committees are grouped into Departments, the functions of staff and the manner in which communications flow both within Temple bodies and beyond them. On a personal level, each new director should know both their Board colleagues and the all important staff and rabbinical and cantorial personnel. In short, an effective orientation should ensure both knowledge and comfort so that, from their introduction, new Board members will be able to function fully and effectively.

Recommendation

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

An effective Board is one which will strive for continuous improvement. The Committee considered that to be a difficult but attainable goal. Perhaps the even more difficult question presented is how best to reach that goal. The Committee felt that through an assessment process, continuous improvement could be ingrained in Board conduct and culture and possible shortcomings could be identified early and effectively. That assessment process would apply both to individual Board members and to the Board as a whole.

The Committee felt that through reviewing its own conduct and that of its members, the Board could recognise its own strengths and identify those areas of activity upon which it might wish to improve. The objective of an assessment is most emphatically not to develop criticism, but rather to assist in improvement and development

Of course, in any such self appraisal, issues of candour and confidentiality can arise, and the manner in which Board appraisal is conducted must be carefully considered. One wants a

forthright process but one that is without friction and sensitive to the fact that the Board members are volunteers.

It has been noted¹² that having a formal and transparent process which sets out clear responsibilities and provides for feedback, reporting and follow up action is desirable. Such a process assists in ensuring the best experience for each individual director. That process might be delegated by the Board, perhaps to the Nominating Committee. Such matters as the design of the assessment, the process for it and the questions to be asked will demand close attention, and may invite professional support.

Careful attention must also be given to issues of confidentiality. It must be clear before the process is initiated that the results will be provided to the Board and will only be further circulated upon Board initiative.

There must also be an opportunity for reflection and reaction by the Board in order that the results of the assessment can most effectively be utilised. The exercise is a thoughtful one, not an opportunity to check boxes.

Recommendation

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

The President and the Board have benefitted from the advice of many dedicated and experienced members of Temple. As the Board is now constituted, many of those individuals are entitled to attend meetings of the Board of Directors but are not entitled to vote.

With the proposed reduction in the size of the Board and of the number of those entitled to attend Board Meetings, the Committee has reflected on the best way to capture the large and deep treasure chest of available wisdom. One suggestion, which the Committee adopted, was to recommend the formation of a President's Council which would be available to reflect on current issues and to advise the President and the Board, applying the perspective of its accumulated experience.

Such a Council would be composed of past presidents of the Temple and the wardens of the Temple¹³. Consideration should be given to including other distinguished members as the Board might consider appropriate.

The President's Council should meet as it might determine and as invited by the President with the President and the Board at least twice per year to comment and advise upon matters currently under consideration by the Board and other issues which the Council or the President suggest.

¹² CICA, op.cit. p. 15

¹³ The current by-laws provide that the Board may elect as wardens for life (not to exceed seven) members who have rendered long and devoted service to the Temple.

In addition, the President, upon appropriate notice, could call upon the Council for advice on specific matters, while the Council itself could request a meeting with the President and the Board on any matter which the Council considered of importance. It is to be noted that views expressed by the President's Council would be advisory only, and not in any way binding upon the Board.

The President's Council should select two representatives to attend Board meetings without the right to vote.

Recommendation

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 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. Executive Committee (also referred to herein as the "Committee of Department Chairs")

The role, and even the existence of an Executive Committee, was discussed at length both with Committee members and with others.¹⁴ The central issue, which emerged repeatedly and continues to be of real concern, was the tension which exists between the Executive Committee and the Board when the Executive Committee is seen to be taking decisions and the Board is seen simply to act to endorse those decisions.

When that dynamic develops it was noted that there could be perceived to be an "inner circle" which effectively ran Temple affairs. In the result, directors at large could be left questioning their role and, in some instances, feeling discouraged

At the same time, the desirability of maintaining an effective Executive Committee was stressed by many. An effective Executive Committee could ensure the smooth functioning of operational matters, could react to emergencies, and could deal with matters demanding confidentiality. It could assist in setting agendas for the Board and in ensuring that Board members received the necessary information and materials to inform Board activity.

In the current configuration of Holy Blossom Temple, it could provide the forum for Department Heads effectively to co-ordinate administrative activities.

The Committee concluded that the Executive Committee should be maintained and that its role should be clearly defined to support, and not to supersede the activities of the Board. Such a result would demand a clear mandate for the Executive Committee and a commitment, as with all mandates, to follow it. The current by-law goes a considerable way to embody the relevant principles in stating that the Executive Committee "shall have responsibility for the oversight of

¹⁴ The views of Rabbi Lennard Thal of the Central Conference of American Rabbis were particularly helpful.

the day-to-day management and operation of the Temple, and in so doing shall act in accordance with such directions as may from time to time be given to it by the Board”.

To be effective, the Executive Committee should be small in number with the consequent ability to meet as frequently as necessary. The Committee concluded that, to meet the appropriate criteria the Executive Committee should be made up of 9 members. Those members would be

The President;
Vice- Presidents of: Administration (also Secretary/Treasurer)
Development
Education
Finance (also Financial Secretary)
Jewish Living
Membership
Worship
At Large

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

In order that it function effectively, and not appropriate the role of the Board, it will be imperative that the President ensures that processes are not duplicated. Reports and many other matters can be referred directly to the Board for determination while the mandate of the Executive Committee can effectively be maintained. It might well assist in this process if the current “Executive Committee” is renamed the “Committee of Department Chairs”. It is the individuals involved who will make this recommendation work. It will not happen automatically.

Recommendation

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 Rabbinate

Holy Blossom Temple is a Reform Jewish Congregation and our Senior Rabbi is our spiritual leader. No other person is seen by the broader community, both Jewish and non-Jewish, to be the primary representative of our Congregation. The Senior Rabbi’s responsibilities are enormous. It is she/he who must lead the Congregation in its quest for the highest level of Jewish education, in its worship, in its fulfilment of *g`millut Hasidim* and in its relationship with Israel.

It must be stressed that the Committee's mandate did not extend to these matters. Ours has been the more pedestrian task of working toward a governance structure in which those objectives can most effectively be pursued.

Thus in addressing the position of the Rabbinate in our governance structure it was imperative that we focus on that structure. It must be emphasized that our work has not been concerned with either the teachings or *persona* of any past or current Senior Rabbi. We took our task to be the consideration of the position of the Rabbinate generally, including Cantorial staff (collectively, the "Clergy") in the governance of the Temple and the development of recommendations that would apply to assist any rabbi or cantor in the fulfilment of her or his role.

The Clergy and the Board of Directors

The Committee has previously recommended that the Senior Rabbi be in attendance at all meetings of the Board of Directors. That, of course, is but one aspect of the complex relationship between the Clergy and the Board.

While the Clergy is legally in a contractual relationship with the Board, those with whom we consulted recognised that the Clergy occupies a quite distinctive position with few parallels or comparables. It was recognised that there must be, essentially, a collaborative working relationship between the Clergy and lay leadership. It was clearly recognised that no "formulaic response" could define that relationship.

Many stressed the importance of close communication and consultation between lay leadership and the Clergy in the evolution of that effective working relationship. For that communication and consultation to work effectively, it was also recognised that the Board meets too infrequently and is too large to be the optimum body for continuing interchange with the Clergy

Various suggestions were made on the best way in which to make the continuing relationship work. The Committee concluded that it would be best to designate a small Committee, the Pulpit Committee, as the effective body to work with the Senior Rabbi, on a continuing basis, to foster a healthy dialogue between the Board and the Clergy and to address matters of concern to the Clergy and to the Board. Those matters could include contractual matters between the Clergy and the Temple, although it must be stressed that it is the Board that is responsible for those matters. It is also recognised that members of the Pulpit Committee must be widely respected members of the Congregation and that both the Senior Rabbi and the Pulpit Committee must have the ability to speak confidently and in confidence with each other. While these are imprecise criteria, we were told they were quite clearly recognisable and that by constituting the Pulpit Committee in the manner suggested it could provide material assistance to the Clergy.

We concluded that the Pulpit Committee, appointed by the Board, should ideally have 3 members (not necessarily directors) who enjoy the confidence and respect of the Senior Rabbi and the Board. The Chairman of the Pulpit Committee need not be a member of the Board, but the Pulpit Committee must obviously be answerable to the Board.

The Pulpit Committee should strive to develop an effective and respectful way of setting mutual goals and providing mutual feedback.

Members of the Pulpit Committee should serve for 3 to 5 years continuously and should revolve slowly. The Pulpit Committee would not be involved in day-to-day activities, such as meetings between the Clergy, the President and/or Department heads. To preserve that flow between the Clergy and the President, the President should not be a member of the Pulpit Committee. The Pulpit Committee should answer to the Board, through the President.

It should be noted that, while the By-laws provide for a Pulpit Committee, none is now constituted.

While we recognize that, for some, the Pulpit Committee will be seen to be anomalous in lacking the clarity of mandate we have recommended elsewhere. But in making our recommendations we have identified a larger imperative: to foster a collaborative working relationship with the clergy and to ensure that potentially difficult and emotional issues can be discussed in a forum which is directly responsible to the Board, but where that forum does not have the authority to bind the Board.

Recommendation

The Pulpit Committee should be so constituted that it can meet frequently and informally with members of the Clergy in order effectively mutually to develop and sustain a meaningful collaborative working relationship in which the positions of both the lay leadership and the Clergy are appropriately recognised.

9. Periodic Review

In order to provide coherence and direction, we concluded that it is important periodically to review both the responsibilities of each member of the Clergy and the manner in which they have been fulfilled. For members of the Clergy it appears most important to understand the extent to which the Congregation's expectations have been fulfilled. For the Board, acting through the Pulpit Committee, it is also important to comment on such issues.

The Committee believes that these reviews should be formal in nature so that both the Clergy and the Pulpit Committee can seriously reflect on the issues at hand, can prepare themselves, and can emerge with a clear understanding. That understanding can then establish the objectives for each member of the Clergy for the immediate future, and can form the basis for the next annual review.

Through this process the Committee believes that the Clergy and the Congregation in collaboration can develop a heightened degree of unified purpose.

Where a clear statement of responsibilities had not been part of the initial retention process or part of a new employment agreement replacing an expiring one for a member of the Clergy, a periodic review process should be initiated, based on the mutually agreed statement of those responsibilities mentioned below. It may well be that the Senior Rabbi (rather than the Pulpit Committee) might conduct such review with other Clergy rather than the Pulpit Committee.

Recommendation

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 Congregation has recently selected a Senior Rabbi. To complement that process, the Committee thought it might be desirable to reiterate considerations for such selection as well as for other members of the Clergy. Formally, the Senior Rabbi reports to the Board, while all other Clergy and the Director of Education report to the Senior Rabbi.

For a Rabbi or Cantor to fulfil the responsibilities facing her/him, it is extremely important that she/he understand what the Congregation perceives those responsibilities to be. The Statement of Identity for Holy Blossom is the bedrock. It follows that, before any quest for a Rabbi or Cantor begins in the future, the Congregation has the obligation clearly to identify what it expects the Rabbi or Cantor to accomplish. Is Congregational observance to be a primary responsibility? What is the position of the Rabbi in educational activities? Is scholarly achievement to be part of the task? In what manner is the Rabbi to interact with the Congregation and with the broader community? What is the relationship to be between the Senior Rabbi and associate/assistant Rabbis? Cantors? The list is long, but emphasis can be quite subtle, both for members of the Clergy, for other staff, and for the Congregation.

In fairness to any Rabbi or Cantor, the expectations of the Congregation should be clear from the beginning of any relationship. Working to a shared agenda, in a manner that is understood and agreed upon, is most likely to provide satisfaction both to the Rabbi or Cantor and to the Congregation. Not only is it most likely that the right candidate will be identified and introduced to the Congregation, but the prospects for future achievements will be maximised and the possibility of misunderstanding and consequent friction will be minimised.

The Committee believes that the requisite understanding can best be achieved through the preparation and presentation of a clear document, or to use less exalted language, a detailed “job description” to those who are in a position of spiritual or cantorial leadership of Holy Blossom. Such a document can set out both the clarity of present tasks and also identify aspirations for future achievement, both by the Rabbi or Cantor and the Congregation. The document should, of course, be modified through discussion to achieve mutual understanding.

For the present, it will be necessary to go through this process in the course of annual reviews with the objective of developing mutually agreed statements of responsibilities and authority.

Recommendation

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. **The Executive Director**

The Executive Director is a very important senior staff member of the Congregation. It is she/he who ensures that the Temple functions operationally, both on a daily and much wider basis. (S)he reports to the President directly, and to the Board.

The Executive Director interacts with the rabbinate, with the Board, with individual directors, officers, Departments, Committees, staff and congregants.

It is only fair, the Committee believes, that in doing her/his job the Executive Director be guided by a statement of authority and responsibility, and that annual reviews and revisions of that statement take place with the President and the Vice-President, Administration.

Recommendation

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 Temple Foundation**

The Holy Blossom Temple Foundation (the “Foundation”) was incorporated in 1997 and its operations and structure within the context of Holy Blossom Temple were reviewed in a Report of 2009.¹⁵

The Committee agrees with both the tenor and the recommendations of that Report. More particularly, the Foundation should continue as a distinct legal entity with an independent Board of directors having the fiduciary responsibilities to manage and protect the assets of the Foundation distinctly from other assets of Holy Blossom Temple.

At the same time the Committee endorses the view that fundraising at the Temple could be improved under a single Development Department at the Temple that would oversee, plan and execute all donor initiatives for the Congregation.

On an operating level the professional staff directing the development effort would report to the Executive Director of the Temple. The offices of the Chair of the Foundation and the Vice-President of the newly created Department of Development might merge, but could remain distinct while developing a high level of co-ordination.

Recommendation

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.

¹⁵ Report dated May 17, 2009 prepared by Messrs Earl Lipson and Mark S. Anshan, respectively then Treasurer of the Foundation and Vice-President of the Temple.

13. Departments and Committees

As indicated in our discussion on Board composition, the Committee has endorsed the current Department structure for the conduct of the activities of the Temple¹⁶ Historically this division of labour has served the Temple well, although a number of observations have been made which we think relevant.

Under each Department there are grouped a number of Committees. As an example, within the ambit of the Department of Administration, there appear to be eighteen Committees, of which two are recognised in the By-laws. We could not locate written mandates for any of the Committees, and within Departments generally we were told that Committees were shown on Temple Organization charts which were not active, either because they had no members or no activities.

We were also told that the Departments themselves did not have formal mandates, which led to the obvious corollary that newly elected/appointed Department Heads had personally to define their responsibilities and the inter-relationships with other Departments. As an extension, as noted above, we were told that the effect of the absence of formal mandates extended to individual Committees to result in further lack of clarity in purpose and function. We also heard, as noted above, that Committees might be shown in charts, but, having fulfilled their function, did not effectively exist.

We concluded that, in the first instance, Departments should examine their respective functions and prepare written mandates which would address their internal organization, in addition to other matters. The Department heads should then co-ordinate the expression of their mandates to avoid overlap among them. We anticipate that much of the task of co-ordination can take place within the Committee of Department Chairs.

Within each Department a parallel review should be undertaken of Committees contained in the structure of that specific Department and a formal mandate prepared to reflect the activities of each continuing Committee. Those Committees found to be unnecessary can, unless they are formally required in the By-laws, simply be discontinued. For those Committees identified to have a meaningful mandate, but one that is time limited, "sunset dates" might be imposed so that, once the task of the Committee has been completed, the Committee itself would no longer be on the roster.

Recommendation

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

¹⁶ Those Departments are (i) Worship, (ii) Finance, (iii) Education, (iv) Jewish Living, (v) Membership, (vi) Administration and (vii) Development, (which is not now identified as a Department in the By-laws).

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**

In addition to Committees which fall within Departments, there are now Committees which are created through the By-Laws and which therefore answer to the Board, although through practice, such as with the Worship Committee, these may be subsumed within a Department. Those Committees created in the By-Laws have no written mandates.

The situation is not necessarily clarified through current practice. Board Committee Charts have identified 6 Special Committees and 3 Standing Committees which answer directly to the Board.

Committees are the bodies within the Temple that do much of the work. Their vitality and effectiveness shape the activities which, to a significant degree, define the Temple. This in part they do by serving as a training ground for future leaders of the Congregation.

The Committee therefore felt it important to address the composition and areas of responsibility of Board Committees and to suggest some modifications to the existing structure in order to reflect suggestions made to the Committee. The objective is certainly not to criticize the very good work that is constantly conducted through the current structure, but rather to provide a basis to assist in Board Committee work to the benefit of individual Committee activity and to the Temple itself.

(a) **Committee Structure**

There are now, as noted above, several types of Committees within the Temple. The relationship among them and the manner in which they are responsible to the Board is not always clear. We have suggested above that within Departments, with respect to Departmental Committees, individual Department Committees and Departments should undertake a review of their activities.

We would suggest a similar exercise be conducted at the Board level, both with respect to Standing Committees and Special Committees which currently exist. Repeating a refrain previously expressed, written mandates should be prepared for all Committees which are to continue, and where Committees are formed for a specific task, “sunset” dates should be established for the time at which such Special Committees will have completed their tasks.

It is also important to identify those Committees, answering directly to the Board, which are identified in the By-law and which have continuing legal identity. The By-laws now identify the following Board or Standing Committees:

- (i) audit committee;
- (ii) budget and finance committee;
- (iii) cemetery committee;
- (iv) nominating committee;
- (v) pulpit committee;
- (vi) religious education committee;
- (vii) worship committee.

In practice a number of these Committees have been subsumed within Departments and do not now answer directly to the Board.

The Committee believes that many of the issues brought before the Board can be effectively addressed through well-defined Board Committees. We have concluded that the Audit committee, the Nominating Committee, the Pulpit Committee, the Governance Committee should be recognised in revised By-laws as Board Committees. Those remaining current Standing Committees, now recognized in the By-laws should continue their effective work within the Departmental structure.

Those Board Committees should have clearly defined mandates which, in some instances, expand upon their historical roles. All Committee mandates should clearly demarcate the distinction between Committee activity, to pursue courses of action approved by the Board, and the responsibility of the Board to initiate and approve those courses of action.

Recommendation

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

We believe that the role of the Nominating Committee is critical to many of the recommendations of this Report. It should be a permanent Committee of 7 to 9 members, and not, as stated in the current By-laws, one which is constituted annually for the sole purpose of compiling a slate for election of directors.

Those who are appointed to the Nominating Committee should be prepared to serve for a fairly extended period, say 3 to 5 years, with small turnover each year, because it will be necessary for its members to be sufficiently familiar with the Congregation to identify potential directors and to maintain relationships with them . It follows that Nominating Committee members will need to possess tact, discretion and excellent interpersonal skills.

In performing its tasks, the Nominating Committee might prepare a skills matrix that can assist in determining the composition of the Board. By developing an understanding of the skills,

experience and interest of members of the Congregation and matching these against the needs of the Board, Holy Blossom will have a stronger Board.

Recommendation

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

Because we concluded that the identification and development of future leaders is of great importance, as is the continuing evolution of current leaders, we came to the further conclusion that a Leadership Development Committee should be formed.

The Leadership Development Committee would be autonomous, but work closely with the Nominating Committee. With professional staff, it would be an important agent through which the Nominating Committee could identify future leaders and through which current leaders could continue their development. The Leadership Development Committee would develop and execute programs aimed at engaging and training those current and future leaders.

Programs might include such subjects as the history and structure of Reform Judaism and of Holy Blossom Temple itself. The Leadership Development Committee might use “Case studies” to familiarise participants with the issues associated with running a large and diverse Congregation. It would present opportunities for service and involvement in Temple life. It would encourage “graduates” of its programs to serve on Departmental and Board Committees. It would maintain contact with its “graduates” and other interested congregants to ensure their continuing contribution to the life of the Congregation.

To ensure co-ordination, the Chair of the Leadership Development Committee should be a member of the Nominating Committee.

The Committee recognises that the development of the programs suggested, which should be open to all members of the Congregation, would take place over many years, but once in place these would be a permanent feature.

Recommendation

A Leadership Development Committee should be established to participate in the identification and development of leaders within the Congregation.

17. **Governance Committee**

In the course of our interviews and the preparation of this Report it has become clear that there is a continuing task of governance to be discharged. Ensuring that bodies within the Congregation have clear mandates, are supplied with adequate resources and co-ordinate properly are matters that require more than casual reference. Consistent with current Canadian practice in both the business and not-for-profit sectors, the Governance Committee can evaluate whether the Temple's governance meets acceptable standards and identify any areas relating to governance that can be improved. In the first instance the continuing Governance Committee would ensure that those recommendations of this Report which are adopted by the Board and the Congregation are effectively implemented.

Beyond that, the Governance Committee would ensure that programs remain in place to ensure the effective continuance of those recommendations, e. g. director orientation, and timely attention to mandates. It would continue to work as a Board Committee toward both ensuring that the process of Temple governance is straightforward and that it is understood by the Congregation.

Recommendation

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**

When we reviewed the current governance structure of the Temple we observed that it would be desirable to review existing Committees at both the Board and Departmental levels and take direct decisions on their mandates and continuance. We saw that some Committees which had been constituted as Board Committees had ceased to function. We also saw that other Committees had been established for a particular purpose without the establishment of "sunset dates" for them.

The suggestion had been made to us, by some whom we interviewed, that the Temple should discontinue the Committee structure and should nominate specific task forces to accomplish specific objectives. This pattern was seen to be more effective in attracting the commitment of members who might well be able to commit to a specific task, but who would be reluctant to take on continuing responsibility as committee members.

We are sensitive to this suggestion, and feel it should be borne in mind when particular tasks present themselves. But we concluded that at this time a Department and Committee structure remained very important in Holy Blossom Temple.

We also concluded that the creation of new Committees should be carefully considered, to avoid proliferation and confusion. As an important corollary, we concluded that when new Committees are constituted with defined objectives, “sunset dates” should, where possible, be an important part of their mandates.

Recommendation

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**

We have deliberated on the appropriate terms of office for those serving the Temple on the simple principles that while experience, knowledge and institutional memory are very important, so too is the need for constant renewal. As well, in the compressed age in which we live, those who undertake responsibilities should not be discouraged through the length of time for which they are committing to serve.

The Board should be responsible for appointments of all members of Board Committees and of the Chairperson of Departmental Committees. The Chairperson of Departmental Committees can then, in consultation with the President and relevant Department Vice-President, select other Committee Members of Department Committees. In making appointments, both the Board and the Committee Chairs should constantly focus on the principles of continuity and renewal.

We therefore reached the conclusions set out below.

Recommendation

For the President, the term should be 2 years, which may be extended to 3 years;

For each Director at Large, the term should be 3 years, which may be extended for a further term of 3 years;

Directors at Large should be elected on a staggered basis, e.g. 3 in year 1, 3 in year 2, 4 in year 3;

For each Vice-President, the term should be 2 years, which may be extended to 4 consecutive years;

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;

**A Director at Large may become a Vice-President and any Director may become President
In all cases, the maximum time which may be served on the Board will be 10 consecutive years;**

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 limits, while the maximum time does not apply to Honorary Presidents;

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.

20. **Implementation**

This Report contains many and somewhat complex recommendations. While we have not dealt with the matter in detail, it will be necessary to amend the By-laws if certain of the recommendations are to be accepted. That legal step, which will take time, will require Board approval and a formal vote by the Congregation. The Governance Committee notes that Ontario Bill 65 which creates the *Not-for-Profit Corporations Act*, received Royal Assent on October 25, 2010 but has not yet been proclaimed in force. This new legislation, if proclaimed, will replace the current *Corporations Act* which was enacted in 1907 and will require changes to all Ontario not-for-profit companies' by-laws. There could be some co-ordination between the by-law changes that will be required by law and those that are endorsed by the Congregation.

Some of the recommendations, reviewed by the Board, have been implemented. For instance, a Statement of Identity has been prepared the Board; Departments and Committees have begun to review and formulate structures and mandates.

The Board of Directors, in approving the Report is now embarked on its consideration by the Congregation and its implementation.

Your Committee thanks the Board for this opportunity to be of service. We continue to be available at any time to discuss the contents with the Board, the Executive Committee or any member of the Congregation at any convenient time.

We would also like to thank Joe Oliver for the important work he has done for the Committee, and while regretting his need to resign from the Committee, congratulate him upon his nationally significant office.

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