



POLICY AND PROCEDURES MANUAL  
for the Jewish Federation of Durham-Chapel Hill

DBA Jewish for Good

Revised August 2023

The Board of Directors of Jewish for Good (“Board”) has adopted the following POLICIES AND PROCEDURES for the Board of Directors, Standing Committees, their Subcommittees, and ad hoc Committees. Although the Board is responsible for formulating all rules and regulations that are needed to administer the organization, the Board recognizes that delegating authority to committees is vital to the ability of Jewish for Good to achieve its strategic objectives. The Standing Committees are responsible for counseling and informing the Board about the design and implementation of policies and practices and reporting back to the Board on actions and outcomes. The following Policies constitute a formal delegation of authority, allowing the Board to identify and communicate expectations about which issues require Board consideration and in what timeframe decisions are expected to be made.

A healthy partnership between volunteer committee members and staff helps ensure an effective organization. All committees have a staff representative to provide necessary input and provide a staff perspective on issues under discussion. Staff members serve on committees in a non-voting capacity and are assigned to serve on committees by the Chief Executive Officer (CEO) with the input of the President and the committee chair(s). The term “President” as used in this Policies and Procedures Manual may refer to one person or to two people serving as “Co-Presidents.” Committee decisions that result in a recommendation about organizational policies should be directed to the Board for approval.

The Board, Committees and Subcommittees will be guided by the following:

#### I. ETHICS

The actions of every Board and Committee/Subcommittee member affect the reputation and integrity of Jewish for Good. Therefore, it is essential that Board and Committee members take the time to review this Policy and Procedures Manual and develop a working knowledge of its provisions.

At all times, individuals representing Jewish for Good through service on the Board and/or Committees/Subcommittees should:

- Strive to avoid conflicts between personal and professional interests whenever possible;
- Comply with Jewish for Good's Conflict of Interest Policy (Appendix A) including disclosing any potential conflict to the Governance Committee and otherwise pursuing the ethical handling of conflicts when either actual conflicts or the appearance of conflicts are unavoidable;
- Provide accurate and complete information in the course of fulfilling obligations and communicate information in a timely manner;
- Make clear when communicating as individuals, whether in person or in written form, that they are not speaking as representatives of Jewish for Good; and
- Comply with all applicable laws, regulations and Jewish for Good policies.

Board and Committee members should seek guidance as necessary from the President or the Chief Executive Officer and promptly report any violations of the five ethics principles listed above to the Board President or other member of Jewish for Good's leadership.

## II. BOARD AND COMMITTEE COMPOSITION AND ORGANIZATION

- A Board of Directors slate is developed annually, meeting all requirements outlined in the Bylaws. The detailed timeline and process utilized to complete this can be found in the Board Slate Development Procedure (Appendix E).
- Each Standing Committee shall be represented on the Board, typically by its Chairperson. If the Committee Chair is not serving on the Board, the Committee will be represented on the Board by another member of that Committee.
- Each Standing Committee in consultation with the Governance Committee will make recommendations for a Chairperson to be approved by the President for the upcoming fiscal year. This will happen annually, based on term cycle, three months prior to the end of the fiscal year. Committee members will be nominated by the respective Committee Chairs in consultation with the CEO. The minimum number of members for each Committee will be three persons and the maximum number of persons will be determined by the Chair of each Committee and the President. It is the expressed policy of Jewish for Good to have Committees generally reflective of the composition of the Jewish community of Durham-Chapel Hill with varied affiliations and experience and diverse interests and perspectives. Each Committee will ensure that members reflect the skill sets needed for the purpose of the Committee.
- All Committee and Subcommittee Chairs and members shall be members of Jewish for Good. Chairpersons will be appointed for no more than three consecutive two-year terms, each term coinciding with the election of the Board.
- A majority of a Committee's members constitutes a quorum, and while a Committee may meet or discuss issues without a quorum, any action or recommendation in the name of the Committee does require the participation of a quorum, and specifically the support of at least a majority of the members participating.
- The Board has ultimate responsibility for policy decisions and commitments, financial and otherwise. To enable the Board to provide the necessary oversight, Committees will communicate with the Board about their activities on a regular basis.

The Board and all Committees/Subcommittees will keep meeting notices, agendas, minutes, reports and other relevant information shared at each Committee/Subcommittee meeting. Minutes need to indicate whether or not a quorum was present at the meeting. (See Appendix B policy on documenting deliberations.)

- All policies, programs, and commitments that affect the mission or public presentation of Jewish for Good shall be brought to the attention of the Board for prior approval. Committees are expected to submit any such recommendations at least four days prior to an Executive Committee meeting.
- Jewish for Good members are welcome to attend Committee meetings as guests with prior approval of the Chair.

The role of the Committee Chair is to convene Committee meetings; work closely with staff to aid in the development of meeting agendas; and to assist the staff with the Committee's goals and work plan for the year in consultation with other Committee members, and the Board as appropriate.

III. The following Committees shall be designated as Standing Committees:

- Allocations Committee
- **Buildings and Grounds Committee**
- Giving Committee
- Executive Committee
- Finance Committee
- Foundation Committee
- Governance Committee
- Helping Committee
- Israel Center Committee
- **Learning Committee**
- Living Committee
- Personnel Committee

Standing Committees work strategically on behalf of the Board of Directors implementing organizational goals and strategic priorities. They serve as an invisible web, weaving together the core of the organization. These groups represent required committees or committees that are considered best practices for non-profits to hold. These groups also represent the organizations overarching mission. Standing Committees have a regular, formal meeting schedule. As outlined in the Bylaws, Committee Chair sits on the Board of Directors to ensure clear connection with Board leadership. Committee Chair also has interface with Sub-Committees and working groups when applicable.

**Allocations Committee:** The Allocations Committee makes recommendations to the Board for external allocation donations to charitable organizations.

Key responsibilities of the Allocations Committee are to:

- Work with CEO to determine annual allocations timeline and process
- Consider requests from charitable organizations
- Keep informed on the financial status and performance of the beneficiary agencies
- Present for Board approval recommendations for allocation recipients no later than November of each year

**Buildings and Grounds Committee:** The Facilities and Grounds Committee is dedicated to ensuring our indoor and outdoor spaces are well maintained, safe and secure, for generations to come.

Key responsibilities of the Facilities and Grounds Committee are to:

- Ensure the facilities are maintained
- Conduct quarterly walk through to assess facilities and identify potential maintenance issues or risks
- Review capital maintenance schedule annually as part of the budget process
- Assist in obtaining bids for scope of work required with projects
- Develop and manage a beautifications working group
- Meets monthly for monthly weeding, pruning, mulching, planting
- Assist with keeping safety and security top of mind
- Review protocols and incident reports with CEO and Director of Operations annually

**Development Committee:** The Development Committee organizes and evaluates all key functions of annual giving in support of Jewish for Good. This includes Annual Campaign, Donations, Tributes, and Corporate Sponsorships. Additionally, through subcommittee work, the Development Committee also is responsible for the organization's main fundraising events, including Kiddush Cup, Campaign Kickoff, and the Jewish Food Festival.

Key responsibilities of the Development Committee are to:

- Set, monitor, and develop strategy for annual development goals and donor stewardship
- Annually review tribute and donation giving menus to ensure options align with organization priorities
- Develop comprehensive Annual Campaign plan including:
  - Solicitor selection and assignments
  - Solicitation Plan, including a timetable.
  - Review the campaign at its conclusion and make recommendations for future campaigns

**Executive Committee:** As indicated in Article VII, Section 2 of the Organization By-laws:

- The Officers shall serve as the Executive Committee. The President of the Federation shall serve as Chairperson of the Executive Committee. The President has the discretion to request members of Jewish for Good to participate as non-voting members.
- The President shall appoint a member of the Executive Committee to serve as a liaison to each Standing Committee.
- The Executive Committee shall meet within four (4) weeks prior to each Board Meeting.
- The Executive Committee shall take such actions as may be necessary between the meetings of the Board. A full report of these actions shall be made at the next Board meeting.

Other responsibilities:

- With President taking the lead, supervise and support the CEO with their duties; conduct annual evaluation process; execute contract renewal or termination; ensure ongoing succession planning is in place; and lead search when required.
- The Executive Committee shall serve as the governing body working alongside the Safety and Security Committee in the event of an incident and will review procedures and reports on an annual basis.

**Finance Committee:** The Finance Committee assists the Board in the proper and prudent management of its financial resources

Key responsibilities of the Finance Committee are to:

- Oversee the management of organization-wide financial assets
- Review internal financial statements and financial results
- Ensure the maintenance of an appropriate capital structure
- Review and recommend approval of an annual operating budget
- Ensure timely and accurate financial information is provided to key decision-makers
- Ensure that procedures are in place to report accurate financial information, file timely external reports, and comply with all legal requirements

Other responsibilities:

- Interview and recommend the hiring of an auditing firm as needed; meet with the auditing firm throughout the audit process and meet with management and leadership to discuss the audits prior to their issuance.
- Review bi-annually all the organizations insurance policies to ensure adequate coverage for risk management.

**Foundation Committee:** The Jewish Community Foundation of Durham/Chapel Hill fosters and supports the members of our community in fulfilling their philanthropic goals – social, educational, and charitable – and maintaining the longstanding Jewish traditions of pursuing Tzedakah (charity) and Tikkun Olam (repairing the world).

Key responsibilities of the Foundation Committee are to:

- Encourage gifts and bequests for charitable purposes
- Acquire, invest, manage and dispose of property received by the Foundation through bequests, devises, donations, grants or other means

**The Governance Committee:** The Governance Committee works to promote the effectiveness and continuing development of the Board.

Key responsibilities of the Governance Committee are to:

- Recommend to the Board policies and procedures designed to provide for effective and efficient governance, including, but not limited to, policies for evaluation of the Board, election of Board members, Board orientation and education, and succession planning for Board leaders
- Complete Annual Board Slate Development Process as outlined in Appendix E
- Serve in consultation with Committees for considering Committee Chairpersons and members
- Develop a Board manual; conduct orientation for new Board members and develop appropriate training programs for all Board members
- Develop a process of leadership development and transitions, including exit interviews for members leaving the Board
- Insure that management and Board leadership are conducting business on an arm’s-length basis with all parties and are avoiding conflicts of interest and insider dealings

**Helping Committee:** The Helping Committee works with Helping Director and staff to ensure a range of social services, programs, and supports, are provided to meet the needs of the local Jewish community and, when appropriate, the needs of the greater Durham/Chapel Hill community.

Key responsibilities of the Helping Committee are to:

- In conjunction with the Director and Chief Programming Officer, establish priorities, evaluate programs and services, and assist with organizing programs and services accordingly
- Serve as a think-tank and support system for staff in achieving the goals of the organization
- Establish a brain trust to ensure our history is carried forward.

**Israel Center Committee (“The Va’ad”):** The Va’ad works to strengthen relationships between peoples and communities of Israel and the greater Durham/Chapel Hill region and to strengthen bonds between long-standing members of the American Jewish diaspora and new arrivals from Israel within these same communities.

The key responsibilities of the Va’ad are to:

- Establish priorities and plan and organize activities in conjunction with staff
- Review activities to clarify goals and suggest fine-tuning of programs, as needed
- Encourage gifts to the Israel Center and disperse its own funds responsibly.

**Learning Committee:** Work to develop and evaluate our scope of educational programs and services utilizing best practices in the field; this includes but is not limited to the Lerner Jewish Community Day School, the Early Childhood Learning Center, and the Beth El Preschool. The Learning Committee will be made up of a representative from the PA’s of each program and community members with expertise in the field of child development and education.

The Learning Committee will:

- Review annual program evaluations; assist with strategy for continued growth and improvement of programs
- Serve as a sounding board in the development of program policies and procedures

**Living Committee:** The Living Committee works with and supports the staff to ensure a range of programs and services are provided to meet the needs of the community.

Key responsibilities of the Living Committee are to:

- In conjunction with the Director and Chief Programming Officer, establish priorities, evaluate programs and services, and assist with organizing programs and services accordingly
- Serve as a think-tank and support system for staff in achieving the goals of the organization
- Establish a brain trust to ensure our history is carried forward.

**Personnel Committee:** The Personnel Committee works to ensure that employment policies are clearly stated and are consistent with Federal and North Carolina laws and regulations.

Key responsibilities of the Personnel Committee are to:



- Review the Employee Handbook annually and recommend to the Board changes to employment policies, procedures, and benefits as needed.
- Serve as a grievance committee as specified in the Employee Handbook.
- Assist CEO with personnel issues as they arise.
- Ensure that employees have a confidential way to report concerns regarding fraud, financial impropriety, misuse of funds, and sexual harassment.

#### IV. Sub-Committees and Working Groups:

Sub-Committees and Working Groups create pathways to provide assistance to the Jewish for Good staff, while also allowing volunteers to engage in a specific area of interest. These opportunities are building blocks for a volunteer's engagement arch and aid in overall Board succession planning. These are not required groups based on the organization bylaws which allows flexibility for them to ebb and flow with organizational change and needs.

Sub-Committees are smaller groups, working under one of the Standing Committees. These groups have a more specific focus, aiding in more detail work on behalf of the Standing Committee and their meeting schedules align with this.

Sub-Committees may include:

- **Investment Committee:** Review quarterly fund performance to benchmarks; recommend investment changes as appropriate and within scope of guidelines; work with Portfolio Manager at vendor.
- **Annual Campaign:** Set and execute goals and plans for campaign including solicitation and stewardship efforts.
- **Capital Campaign:** Execute plans for Capital Campaigns when they arise.
- **Senior Day Center:** Work to develop and evaluate programs and services part of Senior Day Center utilizing best practices in the field.
- **Early Childhood:** Work to develop and evaluate programs and services part of the Early Childhood Center utilizing best practices in the field.
- **Health and Wellness Center:** Work to develop and evaluate programs and services offered through Health and Wellness Center ensuring best practices and embracing new approaches; review data and metrics to ensure goals are being met.
- **Arts/Culture/Learning:** Work to develop and evaluate programs that provide community wide range of opportunities to engage with Judaism through arts and culture.

Working Groups are also smaller groups, focused on a very specific task, program, or event. Participation in one of these groups is very hands-on, assisting with program planning, implementation, outreach for participation, and program evaluation, in coordination with lead staff.



Working groups may include:

- *Food Festival*: Plan and execute all aspects of annual Jewish Food Festival.
- *Life and Legacy*: Infuse legacy asks into dna of philanthropy; continue to grow legacy gifts secured; and steward legacy commitments.
- *Annual Campaign Kickoff Gala*: Plan and execute all aspects of our annual Campaign Kickoff Gala.
- *Kiddush Cup*: Plan and execute all aspects of annual Kiddush Cup.
- *Inclusion*: Previously known as BRIDGES, this group plans and executes opportunities throughout all program areas through course of the year to ensure programs and services are inclusive.
- *Mitzvah Day/Year round*: Plan and execute all aspects of annual Mitzvah Day and establish opportunities for such programs throughout the year.
- *Social Action & Equity*: Previously known as JCRC, this group stays abreast of current and local issues related to social justice and inequities and plans and executes our annual Social Justice Series.
- *Camp Shelanu*: Work to develop and evaluate our summer camp program; reviewing data and feedback after each session.
- *Ignite*: Plan and execute all aspects of our annual Ignite Series, focused on business/innovation.
- *Great Challah Bake*: Plan and execute all aspects of our annual Great Challah Bake program for the community.
- *Clergy Conference*: Plan and execute all aspects of our annual Clergy Conference.
- *Community Midrasha*: Plan and execute all aspects of our Community Midrasha program in partnership with Beth El, Judea, and Kehillah.
- *Water Dragons*: Engage parents in volunteer needs through the swim team season; plan annual banquet and other special events for swimmers.
- Food Festival
- *PJ Library*: Plan and execute all aspects of our PJ Library program in partnership with Beth El, Judea, Kehillah, and the Lerner School.

#### IV. Organizational Risk Management

Risk management is the process of making and carrying out decisions that will minimize the adverse effects of risk on an organization. As a complex organization there are various levels of risk, our staff and lay leadership take roles in managing to ensure organizational well-being.

Types of Risk	Procedures to Mitigate Risk	Group Responsible
Financial	<ul style="list-style-type: none"> <li>• Fiscal Policies</li> <li>• Annual Audit</li> </ul>	<ul style="list-style-type: none"> <li>• Finance Committee</li> </ul>
Liability	<ul style="list-style-type: none"> <li>• Insurance               <ul style="list-style-type: none"> <li>○ General</li> <li>○ Auto</li> <li>○ D&amp;O</li> <li>○ Excess</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>• CEO in partnership with Phil Wolf at Insurance Center of Durham</li> </ul>
Cyber/IT	<ul style="list-style-type: none"> <li>• Insurance</li> </ul>	<ul style="list-style-type: none"> <li>• Finance Committee</li> </ul>
	<ul style="list-style-type: none"> <li>• Ongoing monitoring</li> </ul>	<ul style="list-style-type: none"> <li>• Progressive Computer Solutions</li> </ul>
Safety and Security	<ul style="list-style-type: none"> <li>• Procedures outlined in safety and security manual</li> </ul>	<ul style="list-style-type: none"> <li>• Safety and Security Committee - CEO, CPO, and Director of Operations (Responsible)</li> <li>• Executive Committee (Consulted/Informed)</li> </ul>
Natural Disaster	<ul style="list-style-type: none"> <li>• Weather procedures outlined in safety and security manual</li> </ul>	<ul style="list-style-type: none"> <li>• CEO and Director of Operations (Responsible)</li> <li>• Executive Committee (Consulted/Informed)</li> </ul>
Human Resource	<ul style="list-style-type: none"> <li>• Insurance</li> </ul>	<ul style="list-style-type: none"> <li>• Finance Committee</li> </ul>
	<ul style="list-style-type: none"> <li>• Succession Planning</li> <li>• Cross Training</li> <li>• Documented procedures for job duties</li> </ul>	<ul style="list-style-type: none"> <li>• CEO (Responsible)</li> <li>• Executive Committee (Consulted/Informed - except for CEO role, where they are responsible)</li> </ul>

## Appendix A

### Conflict of Interest Policy for the Jewish for Good

The purpose of the following policy and practices is to prevent the personal interest of Board members from interfering with the performance of their duties to Jewish for Good, or result in personal financial, professional, or political gain on the part of such persons at the expense of Jewish for Good or its members, supporters, and other stakeholders.

Definitions: Conflict of Interest (also Conflict) means a conflict, or the appearance of a conflict, between the private interests and official responsibilities of a person in a position of trust. Persons in a position of trust include members and officers of the Jewish for Good.

### POLICY AND PRACTICES

1. Full disclosure, by notice in writing, shall be made by the interested parties to the full Board of Directors in all conflicts of interest, including but not limited to the following:

- A Board member is related to another Board member or staff member by blood, marriage or domestic partnership.
- A Board member or their organization stands to benefit from a Jewish for Good transaction, or a staff member of such organization receives payment from Jewish for Good for any subcontract, goods, or services other than as part of her/his regular job responsibilities or as reimbursement for reasonable expenses incurred as provided in the bylaws and Board policy.
- A Board member's organization receives grant funding from Jewish for Good.
- A Board member is a member of the governing body of a contributor to Jewish for Good.

2. Following full disclosure of a possible conflict of interest or any condition listed above, the Board of Directors shall determine whether a conflict of interest exists and, if so, the Board shall vote to authorize or reject the transaction or take any other action deemed necessary to address the conflict and protect Jewish for Good's best interests. Both votes shall be by a majority vote without counting the vote of any interested director, even if the disinterested directors are less than a quorum provided that at least one consenting director is disinterested.

3. A Board member or Committee member who is formally considering employment with Jewish for Good must take a temporary leave of absence until the position is filled. Such a leave will be taken within the Board member's elected term which will not be extended because of the leave. A Board member or Committee member who is formally considering employment Jewish for Good must submit a written request for a temporary leave of absence to the Secretary of the Board indicating the time period of the leave. The Secretary of the Board will inform the President who will bring the request to the Board.

4. An interested Board member shall not participate in any discussion or debate of the Board of Directors, or of any committee or subcommittee thereof, in which the subject of discussion is a contract, transaction, or situation in which there may be a perceived or actual conflict of interest. However, they may be present to provide clarifying information in such a discussion or debate unless objected to by any present Board or committee member.
5. Anyone in a position to make decisions about spending Jewish for Good's resources (i.e., transactions such as purchases contracts) – who also stands to benefit from that decision – has a duty to disclose that conflict as soon as it arises (or becomes apparent); s/he should not participate in any final decisions.
6. A copy of this policy shall be given to all Board members upon commencement of such person's relationship with Jewish for Good or at the official adoption of stated policy. Each Board member shall sign and date the policy at the beginning of her/his term of service or employment and each year thereafter. Failure to sign does not nullify the policy.
7. This policy and disclosure form must be filed annually by all Board members.



JEWISH FEDERATION OF DURHAM-CHAPEL HILL

CONFLICTS OF INTEREST POLICY

The undersigned hereby confirms that:

I have received a copy of the Conflicts of Interest Policy,

I have read and understand the Policy,

I agree to comply with the Policy, and

I understand that Jewish for Good is a charitable organization and that it must engage primarily in activities which accomplish one or more of its tax exempt purposes.

\_\_\_\_\_

(Print name) (Date)

\_\_\_\_\_ (Signature)

I have the following conflict to disclose: \_\_\_Yes \_\_\_No

If "Yes," please list:

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

## Appendix B

### Policy on documenting deliberations of Board, Committees, and Working Groups.

Meeting minutes serve important governance purposes: they demonstrate the due diligence of the Board and other deliberative bodies; capture agreed actions and decisions to allow for reference and tracking; and enable members who could not attend readily to “catch up” on what they missed. However, meeting minutes should not have the length or detail of a transcript, i.e., should not seek to capture discussion in granular fashion, speaker by speaker, point by point. Quite the opposite: to maximize efficiency, promote uninhibited idea formation and debate, and protect individual privacy, they should aim to distill just the essence of deliberations, and should not attribute any remarks (or any vote cast) to an individual participant (unless specifically requested by the participant).

An ideal set of minutes should efficiently note:

- the topic(s) discussed;
- the outcome (decision(s) made, approval(s) granted, action(s) agreed);
- an indication of whether the outcome was the result of consensus or majority (or supermajority if needed); and
- the rationale for the outcome (a summary of key decision factors, including any reservations or concerns, that featured in the discussion)

## Appendix C

### Board Member Statement of Understanding

I understand that as a member of the Board of Directors of Jewish for Good, I have a legal and ethical responsibility to ensure that the organization does the best work possible in pursuit of its goals. I believe in the purpose and mission of Jewish for Good, and I will act responsibly and prudently as its steward. As part of my responsibilities as a Board member,

1. I will attend Board meetings and read materials sent in advance of the meetings. If I am not able to attend, I will inform the secretary/president/CEO in a timely fashion.
2. I understand that there is an expectation for 100% board participation in the Annual Giving Campaign. To support this goal, I will give, what is for me, a meaningful annual financial donation to the JFDCH.
3. **I will not feel responsible to take on every aspect of development;** however, recognize the Board will be the group that oversees the whole as well as the parts. I will choose those activities I am comfortable with: whether it's sharing the organization's story with new members, thanking donors, asking for support, or planning a cultivation event.
4. I understand that, as a Board Member, I will be encouraged to serve on at least one Committee or task force or participate in an event and participate in a volunteer activity.
5. I understand that the Board must speak with one voice, and therefore I agree not to divulge Board-level discussions to outsiders unless the Board has adopted a different policy for a specific instance or issue.
6. I have read and understand organizations By-laws and Board-Relevant Policies & Procedures Manual, and I agree to operate in conformity with them.
7. I will stay informed about what's going on at Jewish for Good. I will ask questions and request information. I will participate in and take responsibility for making decisions on issues, policies, and other matters. I will not stay silent if I have questions or concerns.
8. I will work in good faith with other Board members, other volunteers, and staff as partners towards achievement of our goals.
9. If I do not fulfill these commitments to Jewish for Good, I will expect the Board President to call me and discuss my responsibilities with me.

In turn, Jewish for Good will be responsible to me in the following ways:

1. Will provide me the opportunity for meaningful and rewarding service to our mission and our community.
2. Will provide in a timely manner the information I need to be an effective Board member.
3. Will be diligent in making the best possible use of the assets I make available to Jewish for Good, whether those be assets of time, wisdom, experience, relationships or money.
4. Will schedule meetings in advance.



5. Will encourage me to ask questions and raise concerns. Staff and Board members will respond in a straightforward fashion to such questions and concerns.
6. Will offer me opportunities to discuss with the Board President and the CEO programs, goals, and activities; additionally, I can request such opportunities.
7. Board members and staff will work in good faith with me toward achievement of our goals.
8. Will maintain Directors' and Officers' Liability Insurance.
9. If Jewish for Good does not fulfill its commitments to me, I can call on the Board President and CEO to discuss the organization's responsibilities to me.

In signing this document, I understand that every Board member makes a statement of faith to be a partner with every other Board member to strive for the success of Jewish for Good. We trust each other to carry out the above agreement to the best of our abilities.

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Board Member

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Date

## Appendix D

### BOARD MEETING ETIQUETTE

*“That which is hateful to you, do not unto another: This is the whole Torah. The rest is commentary — [and now] go study.” Rabbi Hillel*

#### The “what” (the standards)

- Assume everyone else has positive intent
- Do not personalize differences of opinion; if you disagree with someone, do so “agreeably,” without insult or condescension, focusing on the substance and not ridiculing or belittling a view different than yours
- Practice the “golden rule”: show everyone else the same courtesies and respect you expect to be shown (e.g., listening patiently with an open mind; allowing the speaker to finish without being interrupted)
- Make room for everyone to participate by keeping your contributions (the number, the length) “proportionate” in the context of the size of the group, the relative importance you attach to an issue, etc.
- Focus on the present and future – how we can engage constructively within our span of influence and control – while acknowledging the past
- Uphold and respect confidentiality as needed

#### The “when” (times to deploy)

- in annual Board orientation
- for meeting leaders or discussion topic leaders to use, as a reminder “compass,” at the start of discussions expected to be spirited or contentious
- as needed, as a basis for counselling Board members who may need individual *post hoc* reminders

## Appendix E

## BOARD SLATE DEVELOPMENT PROCEDURE

Each year, through the work of a standing Nominations Sub-Committee as established in the bylaws, the Governance Committee develops a nomination slate of Directors. This outlines the process to be followed, including the composition and objectives of the Sub-Committee, and a timeline of this work.

## Composition (per bylaws) of the Sub-Committee:

- Governance Committee Chair, who will serve as the Chair of this Sub Committee;
- Current President and President Elect; and
- Two “at large” members of Jewish for Good, who shall be collaboratively selected by the Chair of the Governance Committee and the Executive Committee, following the process detailed below.
- For critical insight and administrative support, the CEO will also participate in the Subcommittee and in its outreach to prospective candidates, as requested.

## Charter for Nominations Sub-Committee:

- Recruit the best-qualified candidates with leadership experience or potential, to serve on the Board of Directors based on organizational needs and strategic goals
- In recognition of the sensitivity of deliberations and of communications with prospective candidates, exercise discretion, maintain confidentiality as necessary, and act appropriately to manage potential conflicts of interest if any members are under consideration to be a nominee
- Establish annual slate of Directors to be presented to current Board and membership for approval

## Annual Process for Establishing Sub-Committee and Board Slate:

Timeline	Action Taken
Steps completed by the Governance Committee:	
October-November	<p>Survey Board for recommendations for the 2 “at large” members to serve on Nominations Sub Committee, with the explicit objective of adding independence and diversity of thinking and experience to the nominations process.</p> <p>In consultation with the EC, identify and select the 2 “at large” members to serve on the Nominations Sub</p>

	Committee.
December	Board of Directors approves Nominations Sub-Committee.
Steps completed by the Nominations Sub-Committee:	
January	<p>Review Diversity Matrix and determine:</p> <ul style="list-style-type: none"> <li>• Which Board members will hit term limits at the end of this fiscal year.</li> <li>• Which Board members' terms will end but are eligible for another term of service.</li> <li>• Determine number of vacancies there will be for the Board for the upcoming Fiscal Year as a result of term limits (considering also the type of vacancy, <i>i.e.</i>, any particular Officer(s); a designated representative(s) of any particular standing Committee(s); or any "at large" member, of whom the number can vary).</li> </ul>
February	<p>Reach out to those whom need to roll off and to thank them for their service.</p> <p>Consider whether there is any question about whether those eligible to continue their service have been meeting their obligations in the Board Member Statement of Understanding and otherwise should ideally continue their service.</p> <p>For anyone as to whom there is a question, decide how to proceed, and if continued service will not be invited, communicate that with the appropriate sensitivity and discretion.</p> <p>In the case of the rabbinic Board member, a question will typically arise as to availability and willingness to serve beyond a single term, so that should be answered.</p> <p>For everyone eligible who will be invited to continue service reach out to extend the invitation and ideally confirm acceptance.</p>
March-April	<p>Review updated information about the number (and type) of vacancies there will be for the Board for the upcoming Fiscal Year</p> <p>Review Diversity Matrix and determine:</p>

	<ul style="list-style-type: none"> <li>• Which demographic categories need to be taken into consideration when filling vacancies? This includes gender, residence, age, and affiliations. This review is critical to ensure a balanced board that is reflective of the broader, local Jewish community.</li> </ul> <p>Review priorities for the upcoming fiscal year. Identify if there are key areas of expertise needed to be considered when filling vacancies.</p> <p>In light of organizational needs and other considerations, determine what the target number of “at large” members should be, taking into account (i) the number of current “at large” members who will be continuing to serve in open or new terms, and (ii) constraints in the bylaws (6-10 at large Board members, and 20-28 Board members overall).</p> <p>Survey Board for suggestions of potential new Board members and brainstorm as a group to generate list.</p>
May-June	<p>Identify candidates, with some sense of priority.</p> <p>In appropriate order and with appropriate sensitivity, reach out to candidates to inquire if they are open to Board service. In this inquiry discuss expectations of Board members and review MOU.</p> <p>If they agree, have them complete diversity matrix, submit photo and brief bio.</p>
Steps completed by the Governance Committee:	
August	<p>Compile deck outlining complete Board Slate, with photos and bios of new Board members.</p> <p>Board Slate presented and approved at the Board of Directors meeting</p>
September	<p>Communication sent to membership with Annual Meeting agenda, including details of full Board Slate (see Appendix F for full details regarding prep for Annual Meeting)</p>

October	<p>Board Slate presented for approval at Annual Meeting which is held the 3<sup>rd</sup> or 4<sup>th</sup> Sunday of the month</p> <p>Once approved:</p> <ul style="list-style-type: none"><li>• Update website</li><li>• Update letterhead</li><li>• Update roster of Board and all Committees</li></ul>
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## Appendix F

### PREPARATIONS FOR ANNUAL MEETING

Per our Bylaws, an annual meeting is held each year, sometime during the last two weeks in October. There are a number of steps that need to be taken to prepare for this and also comply with North Carolina law.

#### Date Selection

During the start of the second quarter preceding (Q1 Calendar year; Q2 Fiscal Year) the date for the Annual Meeting will be selected by the Chief Executive Officer. The date selected will be based on requirements of the Bylaws and determining best available date within the required range. This will be shared with Board, community partners, and placed on the community calendar.

#### Annual Award Process

Each year at the Annual Meeting we honor those selected for the:

- Earl and Gladys Siegel Young Leadership Award
- Sara and Mutt Evans Leadership Award
- Volunteer of the Year Award
- Jewish Educator of the Year

At the start of the third quarter preceding (Q2 Calendar year; Q3 Fiscal Year) Jewish for Good's Annual Meeting, Jewish for Good will call for nominations for each respective award. Call for nominations should be directed to broad and varied community stakeholders (i.e. Jewish for Good e-list, synagogue, and school Boards). Nominations can be made by anyone and we encourage as many people as wish to participate in this process. This communication also serves as a save the date for the Annual Meeting.

Nominations should be submitted using the respective nominating forms, detailing how the nominee meets and/or exceeds the criteria for award nomination. Only nominations received by the published deadline will be considered. Once nominations have been received the Chief Executive Officer will review to ensure nominees meet all the award requirements (ie, age, terms of service, support of campaign, various volunteer commitments, etc). Should it be unclear if nominee meets the criteria the Chief Executive Officer will consult with the Jewish for Good Board President.

Two months prior to the annual meeting, the respective committees for each award, which is made up of the past three years award winners, should review the nominations and submit a recommendation of the award recipient(s) to the Chief Executive Officer. The Chief Executive Officer will submit the award winner recommendations to the Federation Board Executive Committee. Upon agreement by the Executive Committee, the Chief Executive Officer will confirm the award winners with the Committee Chairs, whom is the immediate past award winner, who will immediately notify the award winners.



The Committee Chairs should communicate to award winners the date for the upcoming award presentation, invite and encourage family members and friends to attend the Annual Meeting, provide guidance to the award winners on their acceptance speech, make the award presentation at the Annual Meeting, and inform the winners of their roles and responsibilities as Committee Chairs for the upcoming year. Nominations of individuals who were not selected for the awards will remain active for the next two years.

Awards will be presented by the immediate past award winners at the Annual Meeting event. Award winners will be presented with a plaque at the Annual Meeting. They will be highlighted throughout the Annual Meeting program and Jewish for Good will collect tributes in each of their honor.

### Agenda Setting

The Annual Meeting Agenda will always include:

- Highlights from the past year
- Presentation of Annual Awards
- Financial Update
- Installation of Board
- Goals for Upcoming Year
- Any other business determined by the Board

Agenda will be finalized by the Executive Committee in August each year to ensure all details are prepared in advance of required communications to the membership.

### Communication

It is important and required that all members of Jewish for Good be notified of the Annual Meeting. At a minimum, our Bylaws require that notice must be sent 10 days prior to the meeting. It is our practice that:

- Communication begins in the spring when a save the date is sent and call for nominations for annual awards.
- Early fall, a second email is sent as reminder of date, general agenda, announcement of award winners, and call for tributes to honor these winners.
- Three weeks prior to meeting, a final email is sent with a detailed agenda, including Board slate and any other business to be voted on. By the time this ultimate notice need be sent, , the Chief Executive Officer will have determined the then current “members’ list for meeting,” as specified by North Carolina law, according to Federation records and the membership criteria in Article IV. Each person named on the list shall receive required the ultimate notice of the meeting by means of electronic communication directed to the email address the person has previously designated for Federation business.

### Request of Membership List

North Carolina law allows for a member to request our membership list for the limited and express purpose of communication with other members concerning the meeting.

Beginning two business days after notice is given of the meeting for which the “members’ list for meeting” was prepared and continuing through the meeting, the list (in

alphabetical order, with designated email addresses alongside each name) shall be available for inspection – subject to the prior approval process outlined in the next couple of sentences -- at the Federation's principal office by any member for the limited and express purpose of communication with other members concerning the meeting. In the event this was to occur, the member requesting the list needs to do so in writing, and to specify the rationale for why they are requesting the list, as well as to certify and commit to use no broader than that specified of information within the list, should the request be granted. This will be reviewed by the Board of Directors for proper (meeting-related) purpose within 5 days. If request is approved we would offer the following options in order, understanding that ultimately under North Carolina law, the requesting member (if deemed to have a proper purpose) can insist on the third option:

1. Share link to Annual Honor roll, letting them know that includes the names of all members.
2. Request for message/content they wish to send to membership, including method for how members can follow up if they wish that is sent to group list via Jewish for Good to keep emails private.
3. Provide paper copy of membership list, names and emails for them to review and copy for allocated period of time in presence of CEO and Board member.

During the meeting itself and any formal adjournment of the meeting, the list is required to be available for inspection and copying subject to the same conditions (specifically, determination of proper purpose and certification of use no broader than that). If the meeting is taking place in person or by hybrid, the list shall be available at the site of the meeting, but if it is taking place by means of remote communication only, availability for viewing will be by electronic means, with information required to access the list electronically provided with the notice of the meeting.

## Appendix G

Established Voting Procedures for Annual Meeting according to a Board resolution adopted unanimously on June 24, 2021:

*Resolved*, that the Board recognizes that established practice/interpretation for “counting” under bylaws provisions pertaining to voting of members (as they appear in Articles IV, VII, and XI as of June 2021) is that

- A person who has contributed to the annual campaign in the previous fiscal year, and who supports the organization’s mission/vision/values, is by definition a “member”; is eligible to cast a vote that will count as 1 full vote for purposes of tallying votes (regardless of whether the member has a spouse/domestic partner who is also casting a vote); and individually counts as 1 person for purposes of tallying members present (regardless of whether the member has a spouse/domestic partner who is also present)
- The spouse or domestic partner of any “member” within the meaning of the prior paragraph is individually also a “member” and as such, is eligible to cast a vote that counts as 1 full vote for purposes of tallying votes (regardless of whether the second member’s spouse/domestic partner also casts a vote); and individually the second member counts as 1 person for purposes of tallying members present (regardless of whether the second member’s spouse/domestic partner is also present)