

## [To be added to Board policies and procedures relating to CBH Governance]

### 1. President and Vice President

*Preface: The Bet Haverim Bylaws require the Board to elect a president at the beginning of each fiscal year whose duties and authority are generally specified by the Bylaws. The Bylaws permit but do not require the Board to also elect a vice-president at the beginning of each fiscal year. The Bylaws further provide that the vice president shall have the power and perform the duties of the president if the president is absent or disabled, and shall also have any other powers and duties as the Board may require.*

*On many occasions in the past, including the current fiscal year, the Board has impliedly decided it appropriate for two persons to concurrently serve as “president,” and instead of following the procedure above, has elected two co-presidents, and not elected a vice-president.*

*Unfortunately, this practice arguably does not comply with the existing Bylaws, in part because it fails to make clear which of the two elected co-presidents have primary responsibility for the duties assigned to the president by the Bylaws. In order to address this issue, the Executive Committee recommends adoption of the following procedures:*

**(a) Election generally.** At the beginning of each fiscal year, the Board of Directors shall elect one partner to serve as president of Bet Haverim for a term of one year, and shall elect one partner to serve as vice president of Bet Haverim for a term of one year.

**(b) Election of Vice-President.** Absent unusual circumstances, the partner elected to serve as vice-president shall be a Director beginning the second year of their three-year term on the Board.

**(c) Succession.** Subject to approval of a majority of the Board, the vice-president, at the completion of their one year term, shall be elected the following year to serve as president.

**(d) Duties.** The elected president shall have the duties and authority specified by the Bet Haverim Bylaws. However, the president may and is encouraged to delegate some components of those duties and that authority to the elected vice-president.

**(e) “Co-Presidents.”** The president and the vice president may both be informally known as Bet Haverim’s co-presidents, and may designate themselves as such when acting on behalf of Bet Haverim, other than on documents requiring identification of elected office.

**(f) Liaisons.** The president shall serve as the Board’s liaison with the Bet Haverim Executive Director, and the vice-president shall serve as the Board’s liaison with the Bet Haverim Rabbi. Both the president and the vice-president should individually meet on a weekly or bi-weekly basis with the Executive Director or the Rabbi, as appropriate.

**(g) Relationship with Executive Director and Rabbi.** The president and vice-president should make all reasonable efforts to avoid micro-managing either the

Executive Director or the Rabbi. In the unlikely event that the president or vice-president becomes concerned that implementation of a decision by either the Executive Director or the Rabbi is reasonably likely to cause Bet Haverim serious harm, the president or vice-president should immediately call for a special meeting of the Executive Committee to discuss the matter.

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## 2. Executive Committee

*Preface: The Bet Haverim Bylaws require the Board, at the beginning of each fiscal year, to appoint two or more Board members to serve as the Board's Executive Committee. The Bylaws further provide that this committee, unless limited by a resolution of the Board, shall generally have and may exercise the authority of the Board in the management of the business and affairs of Bet Haverim, between meetings of the Board. Finally, the Bylaws provide that all actions of the Executive Committee shall be reported to and ratified by the full Board at the next duly scheduled Board meeting.*

*Again, informal Board procedure relating to the Executive Committee has arguably not been in complete compliance with these requirements in the Bylaws. In order to address this issue, the Executive Committee recommends adoption of the following procedures (as well as procedures listed in the next section of this document):*

**(a) Composition.** Subject to approval of a majority of the Board each year, the Executive Committee (hereafter "Committee") shall consist of the current president, the current vice president, the current treasurer, the immediate past president (if still a partner), and a partner at large nominated by the current president.

**(b) Meetings.** Absent unusual circumstances, the Committee shall hold a regular meeting each month, at least seven (7) days prior to the next scheduled Board meeting. The Committee may hold additional special meetings at the request of any Committee member.

**(c) Secretary.** Before the first meeting of the Committee each year, the current president, after consultation with the other ex officio members of the Committee, shall designate one of the members of the Committee to serve as secretary of the Committee. The secretary of the Committee shall be charged with taking Minutes at each Committee meeting, other than at those meetings or parts of meetings designated as confidential. The secretary shall also be responsible for obtaining approval from the Committee of a draft of the Minutes of each meeting, and posting those Minutes in the Bet Haverim Google Drive in a folder accessible to current Board members, at least 24 hours before the Board meeting following the Committee meeting.

**(d) Confidentiality.** The current president, or a majority of the Committee, may designate a Committee meeting as confidential. The current president, or a majority of Committee members present at a Committee meeting, may designate one or more parts of an ongoing meeting as confidential.

**(e) Invited Guests.** The current president, or a majority of the Committee, may invite any guest to a meeting of the Committee, including but not limited to the Executive Director and the Rabbi.

**(f) Duties and Functions.**

1. An essential function of the Committee at each regular Committee meeting is to set the Agenda for the upcoming Board meeting. The Committee shall also decide, by majority vote, whether any upcoming Board meeting, or part of a Board meeting, shall be held in closed session.

2. As provided by the Bet Haverim Bylaws, the Committee is generally granted authority to take any action between Board meetings that would normally be taken by the Board. Nevertheless, except as indicated below, the Committee should make all reasonable efforts, including convening a special meeting of the Board if necessary, to enable the Board to decide all matters of significance relating to Bet Haverim. The full Board, and not the Committee, represent the congregation's chosen representatives, and absent clear justification to the contrary, the discretion and judgment of the Board should be relied upon to decide any such matter.

3. The Committee may exercise the authority granted to it by the Bylaws in place of the full Board only if in the judgment of at least four members of the Committee, either of the following circumstances exist:

a. The best interests of Bet Haverim require the matter at issue to be decided before the next regularly scheduled meeting of the Board, and existing circumstances preclude convening a special meeting of the Board to decide the matter.

b. Discussion of the matter at issue before the full Board, even in a confidential closed session, would be reasonably likely to cause serious and irreparable harm to Bet Haverim. This authority should be exercised by the Committee only on *extremely* rare occasions.

4. The Committee shall also serve as an advisory body to the current president, vice-president, and treasurer, offering those officers an opportunity to consult on to how to best carry out their duties and exercise their authority as set forth in the Bet Haverim Bylaws. Each of these officers are strongly encouraged, before taking action on any matter that would have a significant impact on Bet Haverim, to first communicate and discuss that action with the Committee.

**(g) Setting of Board Agenda.** The Committee shall consider any request that a specified matter be placed on the Agenda of an upcoming Board meeting that is presented by any partner prior to a Committee meeting. All such requests shall be granted, unless a majority of the Committee decides otherwise. If such a request is not granted, the requesting partner shall be notified, and the denial of the request shall be placed on the Agenda of the upcoming Board meeting for a vote on whether the requested matter should be placed on the Agenda of the next Board meeting.

### **3. Board of Directors**

#### **(a) Responsibilities.**

1. Every Board member is expected to have read and reviewed the Bet Haverim Bylaws, and signed the Board of Directors Brit and Conflict of Interest statement, before attending any regularly scheduled Board meeting. Each of these documents describe important responsibilities for each Board member, which each Board member is expected to carry out in good faith for the entirety of their term.

2. When attending services or any other Bet Haverim activity, Board members should wear a visible name tag identifying themselves as a Board member, and if applicable, an officer of Bet Haverim.

#### **(b) Meetings.**

1. Absent unusual circumstances, the Board shall hold a regular meeting at least once per month. Special meetings may be called by the current president, by any two members of the Executive Committee, or by any three Board members, by sending emailed notice of the meeting to all Board members. Absent unusual circumstances, this emailed notice shall be sent at least 72 hours prior to the specified time of the special meeting, and shall provide at least a general summary of the reason for the meeting.

2. Absent unusual circumstances, Agendas for each regular Board meeting, along with supporting meeting materials, shall be furnished to all members of the Board at least 48 hours prior to that meeting. Further, except for Agenda items or supporting meeting materials relating to matters to be considered in closed session, Agendas and supporting meeting materials shall be published on a password protected page of the Bet Haverim website, at least 24 hours before the meeting.

3. At least 24 hours prior to the start of each Board meeting, Minutes of any Executive Committee meeting held since the prior Board meeting will be available for review by Board members in the Bet Haverim Google Drive. Board members are expected to review those Minutes prior to each Board meeting, as a regularly recurring item at each Board meeting will be a motion for ratification of any actions taken by the Executive Committee, as reported in those Minutes.

4. As a general rule, the first two items of business at each Board meeting after introductory matters shall be a vote on approval of the Agenda for that Board meeting, and a vote on approval of the Minutes of the previous Board meeting.

5. If the Board does not approve the Agenda for that Board meeting, the acting Chair of the meeting shall move for approval of a modified Agenda. However, in the interest of providing fair notice to partners, any such modification may consist only of deletion of one or more items from the published Agenda, as contrasted with addition of one or more items.

6. No matter may be raised for discussion at a Board meeting that would not be reasonably understood by a partner to be a listed item on the published Agenda for that meeting.

7. Unless a Board meeting is to be held in closed session, Board meetings are open to all partners, all of whom are welcome and encouraged to attend.

8. Any member of the Board may request at any time that a matter on the Agenda of a Board meeting be discussed in closed session. Although such request should always be made in good faith, the requesting member need not specify any reason for the request. *[Note: This item has previously been approved by the Board, but not yet reduced to writing.]*

9. When the Board first commences a meeting in closed session, or when it first retires to closed session, all persons who are not Board members shall leave the meeting. At that time, before any further business is conducted, the acting Chair of the meeting during the closed session shall ask whether any Board member requests that any non-Board member be allowed to attend the meeting or that part of the meeting. If so, the Chair will entertain a motion to that effect, which shall require a two-thirds majority vote to be approved.

10. Reports to the Board from the Rabbi, Executive Director, and any program director shall be submitted to the acting Chair of the upcoming Board meeting at least 48 hours before the time of the Board meeting. Any supplemental oral report at the Board meeting shall include only matter arising after submission of the written report, and responses to any questions or comments offered by any Board member.

11. Agenda items shall generally be designated as Action Items, or Discussion Only Items. Absent unusual circumstances, the discussion of an Action item should conclude with an approved motion that (i) a specified person or persons take a specified action, (ii) the item be continued to a subsequent meeting, or (iii) no further action to be taken relating to the item. Absent unusual circumstances, the discussion of a Discussion Only item should conclude with an approved motion that (i) the item be continued for further discussion at a subsequent meeting, (ii) the item be placed on the next Board meeting Agenda as an Action Item, or (iii) no further action to be taken relating to the item.

12. All Agendas should include an estimated meeting end time. This estimate is advisory only, and Board members should be prepared to stay in attendance at the meeting for up to 30 minutes beyond the estimated end time. However, at any time after the estimated end time has passed, any Board member may make a motion to adjourn the meeting, which if approved will result in all items on the Agenda that have not yet been addressed being continued to the following Board meeting.

13. All Agendas should include an item inquiring about any new topics the Board may want to or should consider at the following Board meeting.