
**FINAL REPORT OF THE GOVERNANCE COMMITTEE OF
TEMPLE EMANUEL**

Newton, Massachusetts

***RECOMMENDATIONS FOR STRENGTHENING THE
BOARD AND SERVING THE TEMPLE AND OUR
MEMBERS MORE EFFECTIVELY***



March 2007

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The Governance Committee would like to thank all the members of the Board of Trustees, the congregation, the staff of Temple Emanuel, representatives from other synagogues, Jewish organizations, and experts in leadership development and board governance who offered their insight, experience, and time to assist us in our efforts on behalf of our beloved synagogue.

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Executive Summary

RECOMMENDATIONS FOR STRENGTHENING THE BOARD AND SERVING THE TEMPLE AND OUR MEMBERS MORE EFFECTIVELY

The purpose of this report of the Governance Committee of Temple Emanuel to the Board of Trustees and the congregation of Temple Emanuel is to strengthen and reconfigure the governance structure of the Temple. This effort is a direct outgrowth of recommendations from the intensive congregation-wide strategic planning effort of 2000 and intensive work by the Governance Committee throughout this past year. The recommendations contained within this report are the result of extensive personal interviewing of the elected Trustees, Honorary Trustees, and ex-officio members of the Board, written surveys from every Trustee and many members of the congregation who elected to participate, and research into current trends and practices of comparable synagogues and other Jewish organizations. Based on this research, it is clear that the majority of Trustees feel the current governance structure is not effective and the size of the Board is too large to serve Temple Emanuel optimally. (The current Board of Trustees has 138 voting members, comprised of 49 elected members, 26 *ex-officio* members, and 63 Honorary Trustees.) The key recommendations are summarized below and do not include the total sum of all of the recommendations of the Governance Committee. Readers are encouraged to review the entire report so that these recommendations can be presented in context and additional detail can be provided. The major recommendations are as follows:

- Creation of a new governing Board of Directors of up to 36 members. This new Board would be responsible for oversight of synagogue activities, setting policy, and would have fiduciary responsibility for its actions. (The Board of Directors will function in many ways similar to the Finance Committee of the current Board of Trustees.) The size of the Board will enable every voice to be heard.
- Creation of an Executive Committee of the Board of Directors composed of the elected officers of the Temple and other ex-officio and appointed members, as described below, who serve on the Board of Directors. The number of officers on the Executive Committee (inclusive of the Chair and the Vice-Chair of the Board) would be limited to 12 (a reduction from 14 officers currently).
- Reconfiguration of the current Board of Trustees to approximately 75 to 100 members as an advisory body to the Board of Directors. Members of the Board of Trustees would serve invaluable roles in advising and offering guidance to the Board of Directors, taking on special projects at the request of the Rabbi, the Board of Directors, or the Board of Trustees at its own suggestion, and would serve an important mentoring role and place for leadership development for the Temple.
- Establishment of term limits of two sequential three-year terms, followed by a one-year rotation off for Directors and Trustees before another term is served. (Current lifetime Honorary Trustees who serve on the Board of Trustees would not be required to take a one year rotation off the Board of Trustees.)
- Establishment of a Covenant of Responsibilities (Brit) for all members of each of the Board of Directors and the Board of Trustees as a requirement for service.

- Creation of a Presidents' Assembly to advise the Board of Trustees and act as a resource to the President.
- Creation of a well-defined process of communication among the Executive Committee, Board of Directors, Board of Trustees and members at large.
- Creation of a Leadership Development Institute and on-going training for Board members.
- Adoption and implementation of a transition plan designed to enable transition to the new governance structure in a timely and orderly fashion. Creation of a Transition Committee, selected by the current Board of Trustees, to nominate candidates for election to the new governing Board of Directors. Nominees would be drawn from existing members of the Board of Trustees who state they would like to serve on the Board of Directors and agree to accept the Covenant of Responsibilities. The current Board of Trustees would then elect the initial members of the Board of Directors from among the Transition Committee's nominees.

I. Introduction and Overview

A. Purpose of the Governance Committee's Work

The Governance Committee of the Board of Temple Emanuel has worked diligently since it was established in March 2006. Our mandate was to examine the ways in which Temple Emanuel governs its affairs in order to strengthen and invigorate the Board and make it more effective by addressing issues such as size, composition, length of term, committee structure, and rotation of members. The Governance Committee also addressed current requirements or expectations for Board involvement, responsibilities, and leadership development and hereby offers recommendations for change in support of the mission of Temple Emanuel.

The Governance Committee built upon the work of the Governance, Finance, and Administration Working Group of the 2000 Temple Emanuel Strategic Planning Process. The most important recommendation from that Working Group report related to governance is stated in their report defining the need to:

"Clarify and open up decision-making process:

1. Delineate leadership power and authority
2. Education of and then establishing role and responsibilities of Board of Trustees
3. Change process of Nominating Committee's Board candidate recommendations.
4. Change structure and membership of Finance Committee."

To clarify our own goals for the Governance Committee, we defined what we considered evidence of the success of our work on behalf of the Board at the end of our collective process. The following quotes from individual members of the Governance Committee are indicative of our goals for this process and hopes for a successful outcome:

At the end of every Board meeting, each member of the Board will leave feeling like they offered a contribution, had their voice heard, and felt a sense of community as a Board member.

I want a Board where people are clamoring to be on the Board, to be an officer, to participate, and feel that their involvement made a difference.

I want a responsible body that leads the synagogue forward and that gives us the spiritual nourishment that we need.

Everyone on the Board is passionate about the synagogue and maintains that passion.

I want a Board where every member demonstrates that they participate in various ways in the Temple every week and shows that they deserve a place on the Board.

I want to know that the process works even if there are different opinions. That there is a positive attitude. Everyone doesn't have to agree on everything, but we know we are pulling in the right direction.

B. Approach to Our Work

From the outset, the Governance Committee established an extremely open and collaborative process for learning and outreach. We created a written survey for individual Trustees and members of the Congregation to complete. In addition, we contacted all of the members of the current Board of Trustees for individual conversations, including the 51 elected Trustees, 27 ex-officio members who are Committee Chairs, and the 65 Honorary Trustees who are Trustees who have served 12 years as elected Trustees. To our knowledge, this extensive outreach to all of the Trustees had not occurred at the synagogue previously.

To capture a snapshot of current practices at comparable synagogues and religious organizations, we surveyed 14 organizations and had individual interviews to learn about their Board structure and size. The summary of this survey and conversations with those organizations is included in Appendix A to this report.

The Governance Committee also assessed various opportunities for leadership training and board development to guide the Board in working more effectively.

To give the Board of Trustees and congregation members an opportunity to offer their input, we created a survey that could be completed on-line or in writing and also held a number of personal conversations with congregational members throughout the course of our research. The summary of the written survey of the Trustees is included in Appendix B to this report, and the summary of the survey of the congregation is included in Appendix C.

The Governance Committee gave periodic reports to the Board of Trustees, learning from each interaction and reflecting those perspectives in our thinking. The Governance Committee then incorporated all that research and our own analysis in this series of recommendations to the Board of Trustees for review and approval. Assuming this report is approved by the Board, it will be placed on the Temple Emanuel web site and made available in the Temple office for congregants to review. The recommendations will then be incorporated in a series of proposed by-law changes to be presented to the Board and the entire congregation of Temple Emanuel for their review and adoption.

C. Lessons Learned

Our initial survey of 14 comparable synagogues and other religious institutions showed:

- Temple Emanuel is the only organization surveyed with no term limits for Trustees and one of only two surveyed with no express requirements or standards for service,
- Temple Emanuel's Board is the only Board surveyed with no formal expectations regarding attendance at board meetings, participation on committees, or involvement in the life of the organization.
- The current Board of Temple Emanuel is the largest of the Boards surveyed (at 143 members at the time of the survey), although we are not the largest of the institutions surveyed.
- Approximately half of the other institutions surveyed have overseeing advisory boards to inform and guide the work of a smaller governing board.

In addition to surveying comparable synagogues and religious organizations, we surveyed the Trustees of Temple Emanuel. Analysis of the Temple Emanuel Trustee survey responses was

quite instructive. We received responses from 88 Trustees, or 62% of the Board. The overriding theme of the results is that there is room for improvement in our synagogue's governance structure. Key findings are summarized below¹:

- Only 13% of the respondents felt the Board's decision-making process is very effective; 54% rated it as somewhat effective, and 33% said not effective.
- In considering overall Board effectiveness, 26% of the Trustees felt it is not effective and 61% rated it as only somewhat effective, resulting in the fact that 87% of Trustees consider the Board to be not effective or only somewhat effective. The remaining 13% percent consider the Board to be very effective overall.

Survey results also document that expectations for serving as a Trustee were not clearly communicated to a significant 75% of the respondents. In the view of all Trustee survey respondents, the most important responsibilities of a Board member should include:

- Meeting attendance (94%)
- Meeting participation (88%)
- Financial support of annual appeal (80%)
- Temple activity participation (78%)
- Committee involvement (76%)
- Attendance at Shabbat services (52%)

In addressing other issues related to the Trustees,

- According to 66% of the respondents, Honorary Trustees should *not* have the same responsibilities as an elected Trustee.
- 72% desire term limits for Trustees, 28% said no limits should be imposed.
- 72% feel there should be mandatory rotation off the Board for Trustees, 28% said no rotation off should be required.
- 88% supported programming to improve Board effectiveness, while 12% did not agree.

Attendance at Board Meetings

Attendance at Board meetings does not reflect the total composition of our Board. An estimated 40 to 55 people attend each meeting. Often a different combination of Trustees attends each meeting. Studying the attendance records of elected Trustees over the past three years, 9 of 51 Trustees attended fewer than 50% of the meetings. Last year, 19 of the 51 Trustees attended fewer than 50% of the meetings.

For ex-officio Trustees, 22 of 35 trustees attended less than 50% of the meetings. Of those 22, 12 came only once in the past three years or not at all. For the Honorary Trustees for the past three years, 58 of the 70 Honorary Trustees attended fewer than 50% of the meetings. In the past three years, 37 attended Board meetings only once or not at all.²

¹ A summary of the survey of area synagogues and organizations and the results of the survey of Temple Emanuel Trustees and congregants are included in the Appendix to this report.

² The total number of Board members changes slightly from year to year due to death of certain Trustees, elected Trustees becoming Honorary Trustees, and the changing configuration of Committee representation as ex-officio members.

II. Recommendations for Board Structure

We considered a wide array of approaches for Board Governance. The first question asked by some Board members was “Why make a change at all? The Temple is functioning well, we are in a strong position financially compared to previous years, and decisions are being made. We have around 40 to 50 people attend most Board meetings, and people are committed to the synagogue. Why make a change and possibly alienate Trustees?”

After careful consideration, the Governance Committee concluded that change is warranted for a variety of reasons. It is true we are stronger financially and the Board is making sound decisions on behalf of the synagogue, but are we doing this in the most effective way? While we have Board attendance of a reasonable size for discussions and decisions, the vast majority of Trustees are not sufficiently engaged to attend regularly. It is hard to discuss major issues of policy when Board members at one meeting may not have the benefit of discussions at previous meetings, or the cast of Board members keeps changing from meeting to meeting. Further, in our outreach to each and every Trustee, based on specific feedback, we believe our recommendations will address their concerns and suggestions to strengthen the Board.

Clearly we are not meeting the needs of the current members of the Board of Trustees, nor are we benefiting from their experience and expertise in the best way possible. That is one of the reasons for recommending creation of a smaller Board of Directors that attends to the active work of synagogue business while retaining the larger Board of Trustees for attention to synagogue policy as requested by the Board of Directors or the Rabbi. The proposed new structure of the Board of Trustees would also give more congregants an opportunity to be involved in Temple affairs, leadership, and mentoring without the requirements for service of attending monthly meetings and active committee participation.

On the other end of the spectrum, we considered a smaller Board of 20 members or so. Some people advocated for an even smaller Board, based on the effective operations of other Boards with which they are familiar. While that size certainly would make decision-making easier, we felt it wouldn't offer enough positions to be sufficiently representative of our congregation. We also wanted a good balance between the Executive Committee, comprised primarily of the elected synagogue officers and immediate past President(s), and the rest of the Board. The recommendations presented below offer a good balance of Board representation, involvement and opportunity for service to the Temple and outreach to the Congregation at large.

An important consideration, based on ardent feedback from some Trustees and members alike, is that in the past, communication sometimes appeared to be limited and decision-making seemed to take place behind closed doors. A smaller, more engaged and stable board should foster better communication between the Executive Committee and the Board. Furthermore, the Governance Committee recommended and the Finance Committee of the current Board of Trustees already adopted a formal reporting responsibility of their agenda and meeting minutes to the Board. This process for communication would also be in place between the Executive Committee and the Board of Directors of Temple Emanuel and between the Board of Directors and the Board of Trustees, as described below.

A. Board of Directors

1. Responsibilities

A new Board of Directors would be the primary governing body of the synagogue, created with fiduciary responsibility to manage and oversee the operations of Temple Emanuel. The Board would ensure that Temple Emanuel meets its mission and purpose as stated in the by-laws and oversee the direction of the religious, educational, programmatic, and administrative functions of the synagogue. This body will also be responsible for communicating with and overseeing the activities of the Executive Committee. Board members would be expected to adhere to a Covenant of Responsibilities, leading by example in their active involvement and commitment to the life of the synagogue and its membership.

2. Size of Board

The Board of Directors would be comprised of up to 36 members, including no more than 12 elected officers (including the Chair and the Vice-Chair of the Board). Due to the relatively small size of this Board, no Committee Chairs would be designated as automatic (*ex-officio*) members of the Board of Directors, nor would there be honorary members of the Board of Directors. The size of the Board will be small enough to enable every Director's voice to be heard and have significant impact, yet large enough to represent the diversity of the Temple Emanuel community.

3. Executive Committee

The Executive Committee of the Board of Directors of the Temple would be chaired by the President and would consist of all of the elected officers of the Temple, including the Chair and the Vice-Chair of the Board of Directors, and the immediate past President (plus additional past Presidents at the discretion of the President). In addition, the Senior Rabbi and the Executive Director would be *ex-officio*, non-voting members. The officers of the Temple would consist of at least the following: President, Executive Vice President, Three Vice-Presidents, Treasurer, Secretary, and other elected officers as the Board shall elect, up to a maximum of 12 officers (a reduction from the current number of 14 positions), including the Chair and the Vice-Chair of the Board. The Executive Committee will report to the Board of Directors.

The Executive Committee's responsibilities would include the day-to-day decisions related to policy implementation, personnel matters, financial matters (including preparation and recommendation to the Board of Directors for approval of annual budgets prepared by committees and departments of the synagogue), and overall governance, consistent with Board of Directors policy and direction. The Executive Committee would be authorized to act on behalf of the Board of Directors between meetings and would be required to submit its meeting agenda to the Board of Directors in advance of each scheduled meeting and to report the minutes of its activities, with the exception of sensitive personnel matters, to the Board of Directors prior to each meeting of the Board of Directors.

4. Budget Committee

The President would establish a Budget Committee to make recommendations on the budget to the full Board of Directors for its approval, based on input from the departments and committees of the synagogue. The Budget Committee would be comprised of a minimum of half of the members of the Executive Committee plus such other members of the Board of Directors, if any, as the President may appoint. This committee would be responsible for preparing, along with the departments and committees of the synagogue, the annual budget for the synagogue to be presented to the full Board of Directors for approval.

5. Term of Service

Directors would be elected for a term of three years. Members of the Board of Directors would be eligible to serve for two consecutive three-year terms, with a required one-year rotation off the Board after two consecutive terms. After such a leave, they would once again be eligible to be elected to serve on the Board of Directors for two additional terms of three-years each. There is no limit to the number of two terms of three-years each that a Board member may serve, as long as they take a one-year leave after two terms and are then re-elected to the Board. The required one-year rotation off the Board will enable other members to serve as a Director, thus ensuring new ideas and perspectives to add to the Board's deliberations. During the one-year leave, members of Board of Directors would be eligible to serve on the larger Board of Trustees.

Any time served as an officer of the synagogue will not count toward these term limits.

6. Board of Directors' Covenant of Responsibilities (Brit)

It is incumbent upon each Director to model behavior for our fellow congregants and to demonstrate a commitment to the ideals and goals of Temple Emanuel. The following Covenant of Responsibilities, or Brit, describes a natural set of obligations for Board members implicit in their role as leaders of the synagogue. While each Director may interpret the Covenant's requirements to fit his or her own individual priorities of service and ways of connecting to the Temple, the overall structure or set of requirements would be consistent for all Board members. Directors should demonstrate their commitment to service, to the Board, to Temple activities, and to the synagogue as a whole.

For these reasons, candidates for election to the Board of Directors and its members would be required to accept the following Brit, or Covenant of Responsibilities, to be eligible to serve on the Board of Directors:

1. Be a member in good standing of Temple Emanuel.
2. Attend all meetings of the Board of Directors.
3. Serve as an officer of the Temple, a committee chair, or be actively involved in at least one committee of the Temple.
4. Participate in and be supportive of Temple events.
5. Participate in the religious life of the synagogue.
6. Donate funds to the Temple annually in an amount that is personally meaningful.
7. Accept fiduciary responsibility as a Director (including responsibility to act in the best interests of Temple Emanuel, exercise reasonable care in all financial and

other decisions, avoid conflicts of interest, and be informed about issues coming before the Board by reading minutes and reports provided to the Board in advance of Board of Directors meetings).

8. Serve as an ambassador to existing and potential members of the Temple and the broader community.
9. Participate in Board leadership development programs.
10. Serve as a mentor to newer members and potential Board members and help identify and nurture emerging leaders for the Temple.

This covenant would be generally enforced by each Director through an honor system. Compliance would be considered by the Nominations and Governance Committee for nomination of any candidate to be newly elected or reelected to the Board of Directors. The Board of Directors may decide if another form of evaluation is desired, such as a written self-assessment or other such mechanism.

NOTE: The Board of Trustees of Temple Emanuel voted at its meeting on December 19, 2006 to approve this Brit as a requirement for all current elected Trustees as well as future Trustees who may be appointed to the Board of Trustees.

7. Meetings

The Board of Directors would be required to meet no fewer than six times per year but would have the ability to call more meetings as necessary. (The current monthly schedule works well for most, but this change in the by-laws would give more flexibility to the Directors in establishing meeting schedules.) The Board of Directors meetings would be open to the congregation at large, except when a meeting is called into "Executive Session", at which time all non-members of the Board of Directors in attendance would be excused. In addition, the congregation would be invited to attend the Annual Meeting, along with the Board of Trustees; this meeting is typically held in May. The Board of Directors would share its agenda and meeting minutes with members of the Board of Trustees.

B. Board of Trustees

The Board of Trustees' function would be changed so that it would serve in an advisory role to the Board of Directors and would be an important source of leadership, guidance, mentoring and training to newer members who have the potential to serve on the Board of Directors. It would also be a resource for developing special projects and exploring, debating, and offering guidance on significant and/or difficult issues which require particularly broad and deep consideration.

1. Responsibilities

The major responsibilities of the Board of Trustees would be to provide:

- i. A source of knowledge and experience on Temple issues from members who have contributed previously as Trustees or Directors
- ii. An access point for involvement in Temple governance by members who have not previously served on the Board but have potential as future members of the Board of Directors
- iii. A place for mentoring and leadership development by pairing more experienced Board members with new members to this larger Board
- iv. Opportunities for Committee chairs to exchange ideas, plan events, and support each other's activities
- v. A source of ambassadors to the Temple and the broader community
- vi. A forum for exploring key issues in more depth at the request of the Rabbi, the Board of Directors, and/or the Board of Trustees itself on issues of mission and significance to the synagogue

2. Size of Board

The size of the Board of Trustees would be approximately 75 to 100 members, including current Honorary Trustees, elected members, one chair of each Standing Committee, and one head of each Affiliated Organization. Committee chairs and head of Affiliated Organizations would automatically be included as members of the Board of Trustees during their terms as committee chairs if they agree to adopt the Covenant of Responsibilities (see Section 6 below). NOTE: If a Committee chair or head of an Affiliated Organization is elected to the Board of Directors, then the Committee or Affiliated Organization shall designate an alternate to serve on the Board of Trustees.

3. Chair

The Chair of the Board of Directors would also serve as the Chair of the Board of Trustees.

4. Presidents' Assembly

Past Presidents of Temple Emanuel would comprise a Presidents' Assembly to serve in an advisory capacity to the Board of Trustees and act as a resource to the President. This group might also meet with the current President, the Chair of the Board of Directors, and/or the Rabbi to offer expertise, continuity, and insight.

5. Term of Service

Elected members of the Board of Trustees would be eligible to serve for two terms of three-years each. After that time, they would be required to take a one-year leave. After such leave, they would once again be eligible to serve as Trustees. These new term limits would not apply to current Honorary Trustees who would continue to be life-time members of the Board of Trustees. Current elected and ex-officio Trustees would have the option of continuing to serve on the Board of Trustees for the remaining balance of their current term.

The required one-year rotation off the Board will enable other members to serve as a Trustee, thus ensuring new ideas and perspectives to add to the Board's deliberations.

6. Board of Trustees' Covenant of Responsibilities (Brit)

Candidates for election or re-election to the Board of Trustees would be required to accept the following Brit, or Covenant of Responsibilities, to be eligible to serve on the Board of Trustees:

1. Be a member in good standing of Temple Emanuel.
2. Attend all meetings of the Board of Trustees.
3. Participate in and be supportive of Temple events.
4. Participate in the religious life of the synagogue.
5. Donate funds to the Temple annually in an amount that is personally meaningful.
6. Serve as an ambassador to existing and potential members of the Temple and the broader community.
7. Serve as a mentor to newer members and potential Board members and help identify and nurture emerging leaders for the Temple.

This covenant would be generally enforced by each Trustee through an honor system. Compliance would be considered by the Nominations and Governance Committee for any candidate to be newly elected or reelected to the Board of Trustees. Honorary Trustees are encouraged but not required to accept the Brit. The Board of Trustees may decide if another form of evaluation is desired, such as a written self-assessment or other such mechanism.

7. Mentoring

A system would be established to pair an experienced member of the larger Board of Trustees with each new member of the Board of Trustees to act as a mentor to the new Trustee. To assure coordination and effectiveness of this initiative, a current or former Trustee would be assigned to serve as coordinator of this mentoring program, coordinated by the Nominations and Governance Committee.

8. Meetings

The Board of Trustees would meet at least two times a year, in addition to a third meeting held in conjunction with the annual congregational meeting with the Board of Directors of the Temple, and may schedule additional meetings at its own discretion. The Board of Trustees would set its own agenda and focus for the substance and operations of its meetings in support of the overall mission of Temple Emanuel.

III. Board Leadership Development

Leadership development training would be established for all new and incumbent Directors and Trustees to improve the skills, knowledge, and characteristics that are necessary for effective governance. To be an effective leader of Temple Emanuel, we need to motivate others to share the mission and goals of our synagogue, participate eagerly in our programs and services, to develop other leaders, acquire inspiration, knowledge and skills to carry out our mission more effectively, and to initiate and implement change, as necessary.

A. Board Training During Transitional Stage

In the transition period before the new governing structure is established we recommend the commencement of Board leadership training. The purpose is to begin a dialogue that will help Board members work together more closely and effectively in the crucial months ahead. Our first session, on January 18 2007 was led by David Trietsch Head of the Combined Jewish Philanthropy's Leadership Development Institute. Future meetings would be determined from the results of the initial meeting, highlighting skills and knowledge requested by Board members. Some of the knowledge considered essential by current Trustees include: history and culture of Temple Emanuel, sources of financial support and resources, understanding of congregational goals, values and membership, governance and financial structure, synagogue skills, and Judaism. Some of the skills considered essential include the ability to listen, motivate, negotiate, communicate, inspire, delegate, implement, and persuade. Other key skills cited by Board members as essential for effective Temple governance included the ability to fundraise, financial understanding, a sense of humor, dignity, and the ability to lead by example.

B. Leadership Training Institute

In light of the survey results indicating significant room for improved Board effectiveness and for more consistent communication of Board member expectations, leadership training would greatly enhance the functioning of the Board. Other synagogues interviewed have ongoing leadership training for their Boards and officers and value it highly. We recommend the establishment of a Leadership Training Institute to facilitate the development of the skills, knowledge and characteristics that are necessary for effective governance and for strengthening Temple Emanuel. While the specific curricular content of this training will be determined in consultation with Board members and leadership training consultants, topics might include Jewish values and texts that inspire, leadership and emotional intelligence, team building, leadership and adaptive change, and strategies to make our shul great. The material presented will be part of a curriculum developed with the assistance of prominent leadership development professionals.

It is anticipated that the Board of Directors will meet for an initial one or two-day retreat, ideally away from Newton, to be followed by periodic presentations at Board meetings. We hope to retain outstanding teachers to work with us. In the end, we hope to have a cohesive highly trained, inspired Board, whose members are role models for Temple Emanuel members, working with superb chemistry with the officers and professional staff of our Temple.

C. Orientation for New Board Members

Members of the Board of Directors and the Board of Trustees should receive formal training to introduce them to the processes and procedures involved with serving on their respective boards. This training should take the form of both an orientation meeting and a written document, which includes the Brit. In addition, as part of the nomination process, Directors and Trustees should understand the requirements for service before agreeing to be nominated and, if nominated, elected.

D. Mentorship Opportunities

Members elected to serve on the Board of Trustees would be paired with a person who has already served on the Board to serve as a mentor in this role. Board training and guidance would be available to assist members to learn from each other and determine mechanisms to serve the Temple in the most effective manner possible. Board members will also be encouraged to seek potential candidates to be nominated to the Board of Trustees and Board of Directors. In addition, since chairs of the various committees of Temple Emanuel and the President of the Sisterhood and Brotherhood will be eligible to be members of the Board of Trustees, an expanded opportunity for mentorship and learning among current and potential leaders of these programs also should be emphasized.

IV. Nominations and Governance Committee

The definition of the current Nominating Committee's responsibilities would be expanded to include responsibilities for Nominations as well as ongoing Governance oversight and planning. The committee would be renamed the "Nominations and Governance Committee" to better reflect its task. This committee would work on an ongoing, year-round basis and would convene after completion of the transition to the new governance structure.

A. Role

- Nominations of officers, directors and trustees
- Oversee Mentoring on Board of Trustees – establish a formal pairing of experienced synagogue leaders and newer leaders, to insure a sharing of knowledge and experience as well as to foster development of future leaders
- Oversee Leadership Development and Training Program
- Address any ongoing governance issues, including periodic surveys of Board members, identification of future leaders, and tracking of Board members in their rotation year off from service.

B. Composition

- A total of 14, including 11 committee members plus 3 ex-officio members (President, Executive Vice President, and the immediate Past President).
- Of the 11 committee members, 4 shall be chosen from the Board of Directors, 4 from the Board of Trustees, and 3 shall not be members of either Board.
- Members of this committee may serve at the time they are up for nomination or re-election to the Board of Trustees, Board of Directors or as an Officer, but they must recuse themselves when their name is being considered.

C. Term

- Members of the Nominations and Governance Committee shall serve for two-year terms, with half of the members' terms expiring each year. After serving one two-year term, members must take a one-year leave before being eligible to be reappointed to this committee.

V. Transition to New Governance Structure

After approval of the new governance structure by the current Board of Trustees and congregation of Temple Emanuel, the process for transition to the new governance structure would be implemented. All current Honorary Trustees would be eligible to continue to serve on the Board of Trustees. All current elected and ex-officio Trustees (including one chair of each Standing Committee and Affiliated Organization) would be eligible to continue serving on the Board of Trustees if they agree to meet the requirements of the Covenant of Responsibilities (Brit) for Board members. Honorary Board members would be encouraged but not required to agree to the Brit. For the first year members of the Board of Directors would come from the current Board of Trustees. Twelve of the existing 14 Temple officers would continue as officers and would serve on the Board of Directors and the Executive Committee. A plan for transition to the new governance structure and procedure for selection of initial members of the newly created Board of Directors is presented below.

A. Transition Plan Overview

1. Board of Trustees approves/adopts Governance Committee's recommendations, including Transition Plan.
2. Board of Trustees directs By-laws Committee to prepare Restated By-laws.
3. Board of Trustees selects a Transition Committee to prepare the list of nominees for the Board of Directors to be elected by the Board of Trustees from among the listed nominees.
4. By-laws Committee presents proposed Restated By-laws to Board of Trustees for approval.
5. Following approval by the Board of Trustees, the Congregation approves and adopts the Restated By-laws.
6. After the By-laws are approved, the Transition Committee solicits from the current Board of Trustees those Trustees who would like to be considered to serve on the Board of Directors and are willing to accept the Brit.
7. The Transition Committee reviews and selects approximately 34 nominees from the Board of Trustees to be considered by the Board of Trustees for election as initial members of the new Board of Directors.
8. From the Transition Committee's list of nominees, the Board of Trustees elects 24 members to serve on the new Board of Directors, in addition to the 12 *ex-officio* members, for a total of 36 members of the Board of Directors. The elected members of the Board of Directors will be divided into three classes, with approximately one-third up for re-election each year.

B. Selection of the Initial Board of Directors

1. The Transition Committee would survey all existing members of the Board of Trustees to determine who would like to remain on the Board of Trustees, who would be interested in serving on the Board of Directors, and who would like to serve the synagogue in other ways. NOTE: Transition Committee members would be eligible to serve on the initial Board of Directors.
2. All elected and ex-officio members (one per Standing Committee and Affiliated Organization) of the existing Board of Trustees who wish to remain on the Board of Trustees for their remaining term would do so, assuming they accept the Brit, as stated previously. Honorary Trustees would continue to be lifetime members of the Board of Trustees and are encouraged but not required to follow the Brit.
3. The Transition Committee would ask candidates to the Board of Directors to confirm they would accept the Brit and to summarize their prior involvement on behalf of the synagogue in a brief paragraph.
4. The Transition Committee would propose a list of approximately 34 nominees for the initial Board of Directors from among the current Trustees who indicated that they would be willing to serve as Directors. In doing so, the Transition Committee would evaluate, among other factors, the Trustees' attendance at meetings, committee participation, Shabbat attendance, and other such factors included in the Brit or Covenant of Board Responsibilities. The Transition Committee would issue a report to the full Board of Trustees, including a summary of each nominee's prior Temple involvement, prior to the Board meeting at which the vote will be taken. Trustees will vote individually by secret ballot for 24 nominees. The 24 Trustees earning the top number of votes along with the 12 members of the Executive Committee will compose the Board of Directors.
5. Staggered Terms – Once elected to serve on the initial Board of Directors, members would be randomly assigned terms of one, two, or three years to insure staggered terms for the initial Board of Directors.
6. Composition of the Transition Committee – The Transition Committee would be comprised of 12 voting members, four of whom would serve as Ex Officio members (the President, Vice President of Governance, Chair of the Board of Trustees and Immediate Past President), and eight others chosen by the Board of Trustees, all of whom would be current Board members who are familiar with the proposed governance restructure, who understand its goals, know many synagogue members, and are able to evaluate existing Trustees' qualifications to serve as Directors.

APPENDICES

- A. SUMMARY OF BOARD STRUCTURES FROM OTHER
TEMPLES-COMPARISON MATRIX**

- B. SUMMARY RESULTS OF ZOOMERANG SURVEY TO TEMPLE
TRUSTEES**

- C. SUMMARY RESULTS OF ZOOMERANG SURVEY TO TEMPLE
CONGREGANTS**

- D. ADDENDUM TO APPROVED REPORT - CLARIFICATIONS
TO BE REFLECTED IN BYLAWS**

Appendix A

TEMPLE EMANUEL GOVERNANCE COMMITTEE BOARD STRUCTURE COMPARISON MATRIX – SUMMARY							
Organization Contacted	Membership Size	# of Board Members	Term Limits	Rotate onto Board after break (Yes/No)	# Board Meetings each year	Attendance and/or Participation Requirement	Overseer, Honorary or Feeder Board
1 Temple Emanuel Newton, MA	1150 families	143 Total Trustees	No	N/A	10	No	No
2 Temple Shalom Newton, MA	850 families	50 + 3 past presidents (Reduced from 70 before 5structure)	Yes	Yes	10	Yes	No
3 Temple Emanu-El Providence, RI	1000 families	95 Trustees	Yes	Yes	5	No	No
4 Har Shalom Potomac, MD	1050 families	55 Trustees, including immediate Past Pres.	Yes	No, but not Confirmed	11	Yes	No
5 Cong Beth Judea Long Grove, Ill	700 families (2200 people)	32 including past Presidents	Yes	No, but not Confirmed	12	Yes	No
6 Beth El New Rochelle, N.Y.	1000 families	72 Trustees	Yes	Yes	10	Yes	No
7 Park Avenue Synagogue New York, N.Y.	1500 families	64 Trustees	Yes	Yes	4 min. 6 (usually 5)	Yes	Yes (Feeder Board)
8 Temple Israel Boston, MA	1700 families	27 Trustees, down to 19 in 6/07 (Reduced from 55 before restructure)	Yes	Yes	6 min.	Yes	Yes
9 Temple Sinai Hollywood, CA	1800 families (+100 staff families)	61 Trustees	Yes	Yes	12	Yes	Yes
10 B'nai Jeshurun New York, N.Y.	1850 families (4000 people)	24 Total (max. 31)	Yes	No, but not Confirmed	5 per year (min. 1 every 3 months)	Yes	No

11 Combined Jewish Philanthropies Boston, MA	Represents almost 250,000 people	35-40 Board of Directors (Reduced from 140 before restructure)	Yes	Yes	min. 6	Yes	Yes
12 Hebrew College Newton, MA	5000 Students 300 Faculty and Staff	21 on Board of Trustees 15 on National Board 21 on President's Council	Yes	No, but not Confirmed	6 to 8	Yes	Yes
13 Camp Yavneh, Northwood, NH	530 campers per summer, 320 campers + Israel program per session	23 Total	Yes	Yes	4 to 6	Yes	Yes
14 Solomon Schechter Day School of Boston Newton, MA	300 Families 500 Students	17-26 Total	Yes	No, but not Confirmed	10	Yes	No

Prepared by Temple Emanuel of Newton, MA Board Governance Committee 2006

Appendix B

RESULTS OF TRUSTEE SURVEY

Temple Emanuel Trustee Governance Survey

[View Individual Responses](#)

Survey Results

1. Current category of Trustee			
Elected		41	49%
Ex-Officio		17	20%
Honorary		26	31%
Total		84	100%

2. Years as a Trustee			
<3		32	37%
4-12		27	31%
13+		27	31%
Total		86	100%

3. Are you or have you ever been an Officer?			
No		58	68%
Yes - Current		8	9%
Yes - Past		19	22%
Office(s) held, please specify View Responses		22	26%

4. What do you think are the current responsibilities of a Board Member? Please click all that apply.			
Meeting Attendance		80	94%
Meeting Participation		75	88%
Committee Involvement		65	76%
Budgeting Process Participation		38	45%
Shabbat Service Attendance		44	52%
Temple Activity Participation		66	78%
Serving as a Congregational Liaison		45	53%
Financial Support of the Annual Appeal		68	80%
Soliciting Members for Contributions		15	18%
Other, please specify View Responses		13	15%

5. Please rank each of these responsibilities in order of importance, with 1 being most important, 2 being second most important, etc.										
	1	2	3	4	5	6	7	8	9	
Meeting Attendance	21 37%	14 25%	10 18%	2 4%	5 9%	1 2%	1 2%	2 4%	1 2%	1 2%
Meeting Participation	8 16%	11 22%	9 18%	7 14%	5 10%	8 16%	1 2%	2 4%	0 0%	0 0%
Committee Involvement	12 21%	11 19%	14 25%	7 12%	2 4%	5 9%	6 11%	0 0%	0 0%	0 0%
Budgeting Process Participation	1 2%	7 13%	2 4%	9 17%	4 8%	5 9%	8 15%	9 17%	8 15%	8 15%
Shabbat Service Attendance	3 5%	1 2%	3 5%	12 21%	14 25%	6 11%	9 16%	3 5%	5 9%	5 9%
Temple Activity Participation	2 3%	12 20%	13 22%	6 10%	8 14%	7 12%	5 8%	5 8%	1 2%	1 2%
Serving as a Congregational Ambassador	9 14%	4 6%	8 13%	8 13%	10 16%	10 16%	8 13%	3 5%	3 5%	3 5%
Financial Support of the Annual Appeal	15 21%	6 8%	6 8%	8 11%	9 12%	6 8%	10 14%	11 15%	1 1%	1 1%
Soliciting Members for Contributions	1 1%	4 6%	3 4%	5 7%	7 10%	5 7%	5 7%	16 22%	26 36%	26 36%

6. Were the expectations to be a Board member clearly communicated to you?			
Yes		21	25%
No		62	75%
Total		83	100%

7. Should the expectations of an Ex-Officio Trustee be the same as an elected trustee?			
Yes		39	49%
No		40	51%
Total		79	100%

[View 44 Responses](#)

8. Should the expectations of an Honorary Trustee be the same as an elected Trustee?			
Yes		27	34%
No		52	66%
Total		79	100%

[View 50 Responses](#)

9. Please rate the frequency of Board meetings			
Not Frequent Enough		0	0%
Just Right		69	82%
Too Frequent		15	18%
Total		84	100%
10. Please rate the length of Board meetings			
Not Long enough		0	0%
Just Right		46	57%
Too Long		35	43%
Total		81	100%
11. Please rate the importance of your vote			
Not Important		30	38%
Somewhat Important		34	42%
Very Important		16	20%
Total		80	100%
12. Please rate the effectiveness of the Board decision-making process			
Not Effective		26	33%
Somewhat Effective		43	54%
Very Effective		10	13%
Total		79	100%
13. Please rate the effectiveness of the Executive Board leadership			
Not Effective		5	6%
Somewhat Effective		38	47%
Very Effective		38	47%
Total		81	100%
14. Please rate the overall Board effectiveness			
Not Effective		21	26%
Somewhat Effective		50	61%
Very Effective		11	13%
Total		82	100%
15. Please rate your comfort with expressing yourself at a Board meeting			
Not Comfortable		16	20%
Somewhat Comfortable		25	31%
Very Comfortable		40	49%
Total		81	100%
16. Please rate your level of trust and respect for other Board members			
Low		4	5%
Moderate		41	50%
High		37	45%
Total		82	100%
17. Is there an appropriate level of checks and balances in the current Board structure?			
Yes		34	47%
No		39	53%
Total		73	100%
18. Should there be term limits for Trustees?			
Yes		58	72%
No		23	28%
Total		81	100%
19. Should there be a mandatory rotation off the Board for Trustees, after a specific amount of time served?			
Yes		58	72%
No		23	28%
Total		81	100%
20. Should there be programming to improve the effectiveness of the Board?			
Yes		69	88%
No		9	12%
Total		78	100%
21. Do you have any recommendations or suggestions to improve the Board of Trustees?			
View 53 Responses			
22. Gender			
Male		42	50%
Female		42	50%
Total		84	100%

Appendix C

RESULTS OF CONGREGATIONAL SURVEY

Temple Emanuel Congregational Governance Survey

[View Individual Responses](#)

Survey Results

1. Are you a member of the Board of Trustees? If no, please continue to Question 2. If yes, please do not take this survey; it is for Non-Trustees only. Please complete the Board Survey instead.			
Yes		0	0%
No		60	100%
Total		60	100%
2. Years as a Congregant			
<3		8	13%
4-12		16	27%
13+		36	60%
Total		60	100%
3. Are you or have you ever been a member of a Temple committee?			
Yes		34	56%
No		24	41%
If Yes, please specify all committees. View Responses		28	47%
4. What do you think are the current responsibilities of a Board Member? Please click all that apply.			
Meeting Attendance		56	97%
Meeting Participation		52	90%
Committee Involvement		43	74%
Budgeting Process Participation		38	66%
Shabbat Service Attendance		22	38%
Temple Activity Participation		41	71%
Serving as a Congregational Liaison		34	59%
Financial Support of the Annual Appeal		28	45%
Soliciting Members for Contributions		20	34%
Other, please specify View Responses		19	33%

5. Please rank each of these responsibilities in order of importance, with 1 being most important, 2 being second most important, etc.

	1	2	3	4	5	6	7	8	9
Meeting Attendance	14 33%	10 24%	8 19%	2 5%	5 12%	2 5%	0 0%	1 2%	0 0%
Meeting Participation	10 23%	9 21%	11 26%	6 14%	2 5%	2 5%	2 5%	0 0%	1 2%
Committee Involvement	8 19%	7 17%	9 21%	3 7%	3 7%	3 7%	5 12%	1 2%	3 7%
Budgeting Process Participation	4 8%	2 4%	6 12%	10 21%	7 15%	8 17%	4 8%	3 6%	4 8%
Shabbat Service Attendance	2 5%	6 15%	2 5%	5 12%	4 10%	4 10%	4 10%	7 17%	7 17%
Temple Activity Participation	5 12%	6 14%	2 5%	9 21%	12 28%	3 7%	4 9%	2 5%	0 0%
Serving as a Congregational Ambassador	6 12%	6 12%	4 8%	3 6%	5 10%	10 21%	6 12%	5 10%	3 6%
Financial Support of the Annual Appeal	2 5%	1 2%	3 7%	4 10%	3 7%	4 10%	11 27%	8 20%	5 12%
Soliciting Members for Contributions	1 2%	1 2%	4 8%	2 4%	4 8%	5 10%	3 6%	13 28%	18 35%

6. Should the expectations of an Ex-Officio Trustee (Chairs of standing committees, ie: Social Action Chair, Sisterhood or Brotherhood President) be the same as an elected trustee?

Yes		28	50%
No		28	50%
Total		56	100%

[View 24 Responses](#)

7. Should the expectations of an Honorary Trustee (a Trustee who has served for 12 years or more) be the same as an elected Trustee?

Yes		15	27%
No		40	73%
Total		55	100%

[View 25 Responses](#)

8. Please rate the effectiveness of the Board of Trustees

Not Effective		12	21%
Somewhat Effective		25	44%
Very Effective		3	5%
Don't Know		17	30%
Total		57	100%

9. Please rate the responsiveness of the Temple leadership to your concerns

Not Responsive		11	19%
Somewhat Responsive		24	41%
Very Responsive		13	22%
Don't Know		8	14%
Please Explain (for more space use question #17)		13	22%

[View Responses](#)

10. Should there be term limits for Trustees?

Yes		39	67%
No		10	17%
Don't Know		9	16%
Total		58	100%

11. Should there be a mandatory rotation off the Board for Trustees, after a specific amount of time served?

Yes		40	69%
No		12	21%
Don't Know		6	10%
Total		58	100%

12. Should there be programming to improve the effectiveness of the Board?

Yes		48	83%
No		1	2%
Don't Know		9	16%
Total		58	100%

13. Do you have any recommendations or suggestions to improve the Board of Trustees?

[View 33 Responses](#)

14. Gender

Male		25	44%
Female		32	56%
Total		57	100%

15. Age

Under 35		4	7%
36-50		13	22%
51-70		36	62%
70+		5	9%
Total		58	100%

16. Would you like to be considered for nomination as a Board Member?			
Yes		6	11%
No		48	89%
Total		54	100%

[View 10 Responses](#)

17. Do you have any other comments you would like to express to the governance committee?			
			

[View 32 Responses](#)



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Appendix D

ADDENDUM TO APPROVED REPORT – CLARIFICATIONS TO BE REFLECTED IN BYLAWS

Although the Final Report of the Governance Committee was approved as presented at the March 21, 2007 Board of Trustees meeting, a few issues came up during the Board discussion of the Final Report which the Governance Committee feels should be addressed in the Bylaws revisions which will implement the recommendations of the approved Governance Report. These modifications are in line with the spirit of the report as presented and approved, but should serve to further clarify the intent of the report, as follows:

1. **Board of Directors Meetings** - Section II. Recommendations for Board Structure, Subsection A. Board of Directors, Item 7. Meetings shall be modified to increase the minimum number of meetings per year that the Board of Directors shall be required to hold from no fewer than six times to no fewer than *eight* times per year.
2. **Presidents Assembly** – Section II. Recommendations for Board Structure, B. Board of Trustees, Item 4. Presidents' Assembly shall be modified to specify that the group *shall meet a minimum of twice a year* with the current President, the Chair of the Board of Directors, and/or the Rabbi to offer expertise, continuity, and insight.
3. **Nominations and Governance Committee** – Section IV. Nominations and Governance Committee, Subsection B. Composition shall be changed to increase the number of non-Board members serving on the Nominations and Governance Committee, by reducing the committee members chosen from the Board of Directors to *3*, and increasing the number who shall not be members of either Board to *4*, so that the composition of the Nominations and Governance Committee shall be 3 ex-officio members, 3 chosen from the Board of Directors, 4 from the Board of Trustees, and 4 shall not be members of either Board.