

NEW GOVERNANCE PROPOSAL SUMMARY

Note: This is the document that is being referenced in the bylaws amendment that the board recommends passing in February 2019.

In this version of the governance proposal, the Governance Working Group has processed the feedback and questions received during the community meetings held in October and November 2018 (and via private email). We’ve clarified, revised or expanded areas of the original proposal in response to community members’ questions and observations. Appendix II, *below*, contains questions gleaned from community feedback which we haven’t yet answered, primarily because we feel the best answer will become evident during the pilot run of the new governance model.

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THE GOALS OF THE NEW GOVERNANCE MODEL (FEB. 2019)

The goals of the proposed governance model are:

- Reduce number of members of the board to free members for other roles
- Remove Executive Committee (and the separate monthly executive committee meeting) to increase efficiency and transparency
 - The resulting 7-8-member board will work as closely together as the Executive Committee does now, via email, phone, video conferences or in-person meetings as needed
 - Greater transparency: The work that the executive committee currently does behind closed doors will be done more openly (except for sensitive issues where member or staff privacy must be protected; these discussions will take place in “executive session.”
 - The smaller board size comes with a mandate to intentionally, actively and continually exchange information with and solicit feedback from the community (which might mean the community at large or the primary stakeholders in given project or process, depending on context. The board must create and use effective structures for engaging in conversation with and soliciting feedback from the larger community
- Articulate clearly, in writing, the processes by which the board will work together to provide operational oversight in the absence of an executive director
 - Taking some of the burden for operations from Rabbi Steve and our education director, Robyn

- Establishing operational routines and an administrative calendar so we can engage in strategic planning for anticipated events (rather than reacting at the last minute)
- Identifying potential operational conflicts, when committees and working groups are inadvertently working at cross-purposes, for instance.
- Making sure that leadership communicates frequently and clearly with community (see above)
- Reduce levels in the decision-making process: Everything else being equal, decisions should be made at a level closest to the implementation of the decision (see)
- Support and appropriately resource committee chairs to exercise their authority to make decisions and to make use of the new communication tools and guidelines (under development) to share their committee's work with the larger community
- Create a more holistic, sustainable volunteer recruitment and leadership development process organized by the new Leadership Development Committee (a new, year-round effort with the nominating committee at its core)
- Recognize relationships and community as fundamental to the Kol HaLev experience by creating a VP of Community, a formal acknowledgement that promoting engagement requires insight, patience, empathy, study, and action.
- Increase communication about how we do things. Document and share this information widely.-An organizational chart is of limited value unless everyone using the chart understands the policies and processes which determine how the pieces in the chart will interact. (You can change the name of the pieces on the chess board, but you'll still have the same game unless you change the way the pieces move.) Recognizing that there's a lot of work to do, given that little about how we do things is currently written down, here are some starting points for the first year:
 - Make it part of the work of governance to write down existing community policies and make them available to everyone ("policy-scribing")
 - Make it part of the work of governance to maintain dependable, routine sharing of information about committee activities with the entire community.
 - Make it part of the work of governance to make time to listen to responses of community members to developments taking place
 - Make it part of the work of governance to create resources which making working together and communicating easier and more effective.
- Implement new governance model as a pilot program so that the model can evolve as we evaluate its effectiveness from multiple perspectives.
 - Don't expect everything to be resolved immediately.
 - Create a 2-3 year plan for implementation that includes a process for making changes – a primary, immediate goal
 - Evaluate the model regularly (evaluations at 6 month and a year are built into the trial run) to document progress in specific areas (such as member engagement, reciprocal communication, relationship-building, etc.)

- Add an amendment to the bylaws permitting us to implement the pilot program

PROPOSED GOVERNANCE MODEL— ESSENTIAL DETAILS (FEB. 2019)

1. The Board: Composition and Function

*Information in this section details requirements of the new governance model as per the proposed amendment to the Kol HaLev Code of Regulations (bylaws), Section 11: Changing the Governance Model 11.1.d. Provisions for the legal and fiscal duties of the board (Feb 2019). **Referenced sections of our bylaws will be replaced in practice during the trial run of the new governance model as outlined below.***

- a. **Smaller board size.** The new board will consist of a total of 7 members, plus the Rabbi as an ex-officio member, who will work together as a team and will meet once a month in public meetings open to all members. Each board member has a specific portfolio – either a set of tasks or an operational area in which s/he provides oversight. *See Section 2 below for Individual Board Roles and Responsibilities.*
- b. **Elimination of Executive Committee and Values Teams/Values Team Leaders** (*Reference: Kol HaLev bylaws Sections 6.1 – Executive Committee, 6.2 – Values Teams; and 6.3 – Values Team Leaders*)
 - i. No more executive committee, values teams or values team leaders
 - ii. Board uses *Decision-Making Guidelines*, [below](#), to delegate decision making to the closest possible level to the implementation of the decisions.
 - iii. Board meets publicly once a month and may divide the agenda according to its different board functions (for example; half the meeting spent identifying operational issues and meeting with stakeholders; half the meeting on a governance issue, like commencing the budget process, with finance committee members present).
 - iv. Agenda for board meetings set by Rabbi and co-presidents and shared with the community at least one week before board meeting
- c. **TWO distinct functions: Management and Governance:**
 - i. **Management**
 1. Serve as information clearinghouse in the way an executive director might, getting an overview of and helping to prioritize operations
 2. Alert stakeholders to conflicts/problems/issues, which the stakeholders solve
 3. Oversee the development of procedures and processes to support and improve operations (e.g., administrative calendar, project management model).
 4. Support committees and working teams in achieving their goals
 - ii. **Governance**
 1. Perform governance work of discernment, management, oversight and strategy, including fiduciary

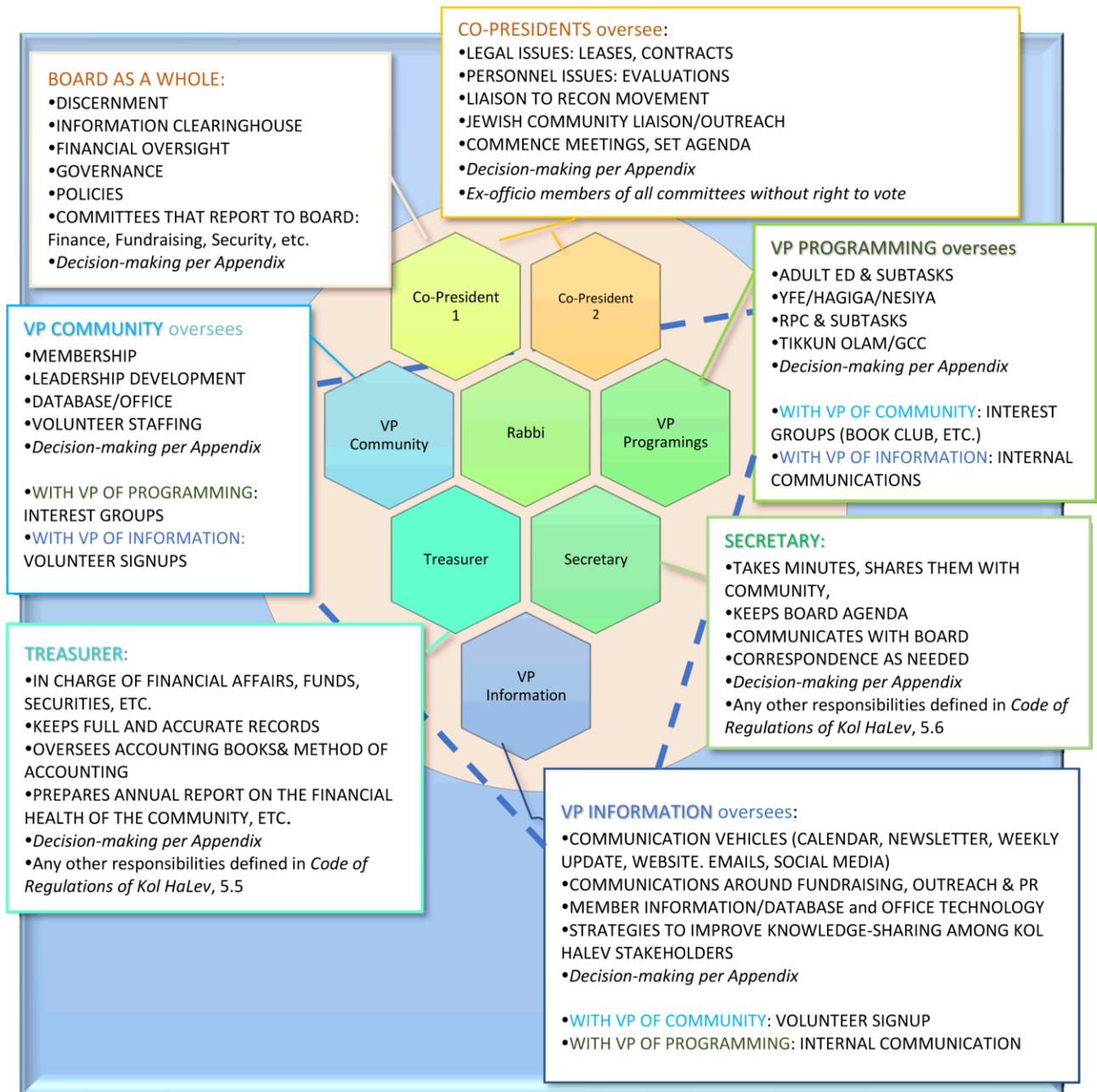
2. Oversee policy-scribing and policy-making goal (put everything in writing, make it available to all members, leaders, volunteers, etc.)
 3. State-mandated and other financial and legal duties; crisis management
2. **Individual Board Roles and Responsibilities** (*Reference Kol HaLev bylaws Sections 4.1 – Board Composition, and Section 5.1 – Officers*). Note: The document *Full Proposal for a New Governance Model*, available on the Kol HaLev website, offers fuller descriptions of the roles and responsibilities of the board as a whole and its individual members.
- i. **Two co-presidents serving** staggered 2 year terms* (See 3.d. below)The co-presidents shall share the duties elucidated in the Kol HaLev Code of Regulations Section 5.3 – duties of the President, and in [Figure 1: Board Roles and Responsibilities](#) in this proposal.
 - ii. In the event neither of the co-presidents are able to act, they may designate one or more board member to act on their behalf.
- b. **Three Vice-presidents** elected in staggered years, representing three crucial kinds of work: Programming, Community Building and Administration (aka Information). (*Reference: Kol HaLev Code of Regulations section 5.4, the duties of Vice President.*)
- i. VPs will support and guide committee chairs, understand the budget as it pertains to their area and communicate availability of resources to staff and committee chairs
 - ii. VPs will facilitate decision-making process in their area(s) when those issues don't need to go to the whole board (see *Decision-Making Guidelines*, [below](#))
 - iii. Addition of a vice-president of community building is a formal recognition of the indispensability of the work of in-reach (communication, volunteer recruitment, sharing knowledge, soliciting feedback, etc.) in meeting our community's goal of being democratic and participatory.
- c. **Secretary** whose duties will basically be the same as now (see figure 1, [below](#))
- d. **Treasurer** who duties will basically be the same as now (see figure 1, [below](#))
- e. **The President elect:** The president elect is designated at each annual meeting as the person who will be the subsequent incoming co-president, to ensure continuity and prevent loss of institutional memory. That person can be:
- i. One member of the board not currently president (i.e., the Secretary, Treasurer or one of the three Vice Presidents),
OR
 - ii. A member with leadership experience (such as a previous board member or committee chair) who will spend their President Elect year learning about the presidency and other areas of operation
3. **Election and Term limits:** The board is elected in slate format at the annual meeting (*Reference Kol HaLev bylaws Section 4.5.1 – Tenure; Section 4.5.2 – Term Limits; and Section 4.5.5 – Vacancies*)
- a. The co-presidents serve staggered two-year terms.* The other board members serve a minimum of one two-year term and a maximum of four terms

- b. Vacancies: Should a board position come open, whether by suspension, removal or resignations (see Code of Regulations), the board will draw on the resources of the Nominating Committee to fill the position as soon as reasonably possible. *(This provision supersedes the first sentence in Kol HaLev Code of Regulations 4.5.5.)*
 - c. * The length of all board terms may be changed by the board in extenuating circumstances.
4. **Committees.** (It is our intention to write procedures for committee chairs into the next version of the governance model to be written during a trial run. This is what we have so far:)
- a. Committee chairs will be responsible for
 - i. Making sure their activities are on the community calendar
 - ii. Communicating the committee's activities and needs to their Vice President
 - iii. Using new project management form for new proposals
 - iv. Working on succession with leadership development committee
 - v. Making appropriate use of community resources, including human resources
 - b. Committee appointments and Term limits
 - i. Committee chairs will be chosen by the board in dialogue with the leadership development committee and the current committee chair
 - ii. Chairs serve in two-year terms, renewable for a total of four year of service in the roles; in extreme circumstances (meaning that there is no way the committee can continue to function otherwise), terms can be extended. We see there is value in balancing continuity with new energy and new perspectives

REVISED TIMELINE (FEB. 2019)

- Community meetings and other feedback from community (October 2018)
- Revised draft and/or proposal for trial run of new structure returns to board (November 2018)
- Bylaws are amended so that the trial is in compliance (December 2018)
- Community votes on new bylaws amendment (above) (Feb 2018)
- Board votes on proposal to begin a trial run of new model I FY2020 (March 2019)
- Nominating committee begins recruiting for new board (March 2019)
- Annual meeting and installation of new board (June 2019)
- Three-year plan with transition goals for each year?
- Ongoing evaluation of model and revision

FIGURE 1: BOARD ROLES AND RESPONSIBILITIES



APPENDIX I: DECISION-MAKING GUIDELINES FOR KOL HALEV

LEVELS/CATEGORIES OF DECISIONS/ACTIONS WITHIN KOL HALEV

Principle: *Generally speaking, decisions that:*

1. Involve changes to use of current financial or human resources*, or
2. Impact on more than one organizational arena, or
3. Have more than short-term implications, or
4. Involve wading into new territory programmatically or philosophically,

should involve at least 2-3 people in leadership positions, or the board, and possibly incorporate input from an even broader group.

Principle: *Everything else being equal, it is desirable for decisions to be made at the level closest to the implementation of the decision.*

Principle: *There should be built-in feedback structures for appreciative comments and constructive criticism; new projects/programs/procedures should include a process for seeing if it is working or not.*

GOVERNANCE LEVEL DECISIONS AND ACTIONS

1. Entire community involvement:

- Changes to dues structure
- Change of congregational home
- Changes to bylaws
- Major changes to staffing structure

2. Board involvement:

- Anything at the level of policy
- Annual budget process/extra budgetary monetary questions and issues (including collections)
- Member status
- Inter-institutional cooperation
- Hiring and dismissal of professional staff
- Strategic planning/Visioning
- Oversight (this term needs more definition) of operations (mostly by way of vice presidents)
- Legal issues
- Contracts
- Role models of member engagement
- Leadership development
- Changes directly related to the safety and security of the community

- Any potentially highly contentious operations issues—at the request of relevant VP for more input (more detailed process?)
- Any new proposal involving significant resources, defined as above \$250 (per year per committee) and staff time (or volunteer time, especially of people already in leadership positions).

Note: Our staff and funds are normally already fully used, so any initiative that requires an investment of staff time will be taking that staff person away from other things. Proposals should, when possible, suggest alternatives.

Principle: *In accordance with our values, the board will try to say "yes" to new ideas which have member support.* Operationally, if we don't have the staff, volunteer or financial resources available for the new proposal, the board will help the proposers find alternative ways the proposal could come about.

3. President/(Treasurer)/VP/Rabbi-involvement

- Sensitive issues around personnel behavior
- Sensitive issues around member behavior

OPERATIONS LEVEL DECISIONS AND ACTIONS

Operations is divided into 3 overarching categories: Programming, Community-building (Hesed, Membership, etc.) and Information (communication vehicles, budget process, data collection and entry, etc.). At each level, members are accountable to Kol HaLev's mission and values, principles and budget.

1. Operations Team as a whole/Chaired by the 3 VPs/includes committee chairs and professional/lay staff-----

- Major events that of necessity involve most aspects of the community: High Holy Days, Major Fundraising Events, Shabbaton
- Decisions around major operations protocols

2. VP in consultation with committee chair and staff

3. Committee/Committee Chair/professional and volunteer Staff

- Program specific decisions
- Educational themes
- Styles of services
- Volunteer staff recruitment

4. Committee chair and/or designated Staff person (Steve, Robyn, Deb)

5. Task or Committee-based Volunteer

Person directly responsible for carrying out the task, such as

- a service leader
- a Hagiga teacher,
- a Torah Study leader
- the newsletter editor
- the Weekly Update editor
- a member of the website group
- a Nesiya staff member

APPENDIX II: FEEDBACK FROM THE COMMUNITY

Much of the feedback offered in the community meetings held on October 30, 2018 and November 4, 2018 has been incorporated into this version of the Governance Proposal. What follows are the un-addressed issues raised in the community meetings. Some are slated to be addressed in the first year of the trial run, since the trial run will be implemented with the understanding that we'll make changes to the governance model in situ as we discern problems and create solutions. Some of the creative ideas listed below, while not relevant to our governance models, per se, speak to how to work together more effectively under the new governance model.

1. **Project management initiative.** A project management form which committees and working teams will use in to plan their use of community resources and to share information about their projects with the larger community, is in development.
2. **Resolve policies and processes for committees**
 - a. Answer questions such as:
 - i. What's the process for joining a committee?
 - ii. How much discretion does the chair have regarding size and makeup of the committee?
 - iii. Matchmaking – what role do committee chairs play in helping new members find the right committees? Who helps committee chairs fine new committee members when they're needed?
 - iv. How do new committees get started (answer: by the board identifying a need or members who have excitement about a new idea).
 - b. Define duties of chair
 - i. Communication with the community (can other committee members help with this?)
 - ii. Finding and mentoring successors
 - iii. Guiding the committee in making use of available resources in its work
3. **Support teams for the board:**
 - a. **"Council of Elders"** -- Advisory committee of past presidents (and other officers?)
 - b. **Experts** – on-call teams of members willing to pitch in with professional expertise (for example, real estate/contract law experts for leases).
4. **For the Decision-Making Guidelines:**
 - a. **When does the board get involved in an issue that should be resolved at another level but isn't?** Ideally, any potentially contentious operational issue is resolved by the relevant VP(s). **What if VPs can't resolve it?** Develop a process for determining which contentious operating issues rise to the level of needing board involvement
 - b. **How to say yes as often as possible.** Dan Hotchkiss in *Ministry and Governance* says that congregations invariably become resistant to change. Incorporate a principle or process for saying yes as often as possible into the *Decision-Making Guidelines*, [below](#).

5. Ideas that the new Community VP might take on

- a. Establishing a core of “worker bees” – members who enjoy short-term or project-based volunteer opportunities but don’t want planning responsibility or long term commitments
- b. Distinguishing between engagement and membership (or in-reach and outreach) and having two different committees serve those more specific roles–
 - i. One dedicated to recruiting and onboarding new members and tracking their integration into the community
 - ii. One developing programming and other initiatives that keep current members engaged

6. Ideas that an Information VP might take on

- a. **Revise tools and processes related to gathering information about our membership, such as**
 - i. Tracking membership paperwork and using it for follow-up; integrating it into a permanent record for each member
 - ii. A member census (who are we?)
 - iii. A survey of member communication preferences
- b. **Better member database with members-only access:** accurate, up to date contact information; enough demographic information for members to find other members (e.g., with kids, in the same stage of life, with similar interests, etc.); information about skills and interests they would like to make use of in their Kol HaLev lives