

OPERATING POLICY Number 7

Policy Governance Model

WHEREAS Subsection 3.07 of General Operating By-law No. 1 of Kehillat Beth Israel Congregation (the Corporation) provides for the adoption of Operating Policies by Ordinary Resolution;

AND WHEREAS Kehillat Beth Israel Congregation has an Executive Director to manage the activities and affairs of Kehillat Beth Israel Congregation;

AND WHEREAS, pursuant to Section 124 of the Canada Not-for-Profit Act and Paragraph 6.01(a) of General Operating By-law No. 1 of Kehillat Beth Israel Congregation, the primary responsibility of the Board of Directors (the Board) is to hold management accountable for achieving the goals that the Board establishes;

AND WHEREAS there is a desire to improve the governance model to encourage the diversity of views of the Board members, and to govern with an emphasis on vision rather than internal preoccupation with management, strategic leadership more than administrative detail, clear distinction of board and executive roles, collective full Board decisions rather than individual or executive decisions, future rather than past or present, and proactivity rather than reactivity;

AND WHEREAS there is a desire to empower the Board to take its proper role;

AND WHEREAS, to achieve this empowerment, the Board needs to adopt a policy governance model with a “hands-on” approach to policy (governance) and a “hands-off” approach to policy implementation (management);

AND WHEREAS the policies will embody the Board members’ collective philosophy of beliefs, commitments, values, perspectives and vision that underlie the actions or results that are to be achieved, for whom, and at what cost;

AND WHEREAS there is therefore a need to create a clear division between governance and management, to encourage a divergence of views and opinions, and to define the roles and responsibilities of the directors, including the President, and the roles and responsibilities of staff, including the Executive Director, and their respective accountability;

NOW THEREFORE BE IT ESTABLISHED as an Operating Policy of the Corporation as follows:

Part I – Purpose

The purpose of this Operating Policy is to establish a governance process for Kehillat Beth Israel Congregation whereby the Board of Directors representing the Membership establish, through policy development, the vision for the congregation and the goals to achieve that vision and whereby the Executive Director and staff establish the means to implement the goals while respecting the Executive Director limitations established by this policy.

Part II – Annual Review

To accomplish its job to govern with a long-term strategic perspective, the Board shall on an annual basis and before the creation of the budget for the following year:

1. Re-examine and re-establish its goals and priorities; and
2. Set a 12-month agenda for its deliberations.

Part III – Governance Process

A. Governance Commitment

The Board will govern in a manner so as to ensure that the Board is accountable to the membership by establishing and delivering appropriate goals and avoiding unacceptable outcomes to the extent possible.

B. Governing Approach

In governing, the directors will emphasize strategic leadership, policy making, and the creation of effective accountability mechanisms.

Policies are not the product of staff, the Executive Director, the President, or any Committee of the Board. Policies are not devised by someone and then brought to the Board for approval. Committees bring options to the Board and do background work but, the Policies must be the product of the Board itself, embodying Board members' collective philosophy of beliefs, commitments, values, and vision. The policies will define the values or perspectives that underlie actions.

In establishing policies, the directors will be proactive while preserving the capacity to react appropriately to unforeseen challenges and issues and will clearly distinguish between their role and that of staff, allocating to the staff responsibility for implementing policies developed by the Board and for administrative matters.

C. The Role of the Board

The Board represents the owners. Since the synagogue is a membership organization, the source of authority is the membership. The Board acts in trusteeship for ownership, governing on the owners' behalf, and serves as the legitimizing connection between this base and the organization. The Board is entrusted by the owners with the authority to govern and lead the synagogue and is accountable to the owners. Therefore, the Board shall educate itself regarding the values held by the persons it represents (the membership) and shall act always under the influence of those values.

Although the Board is to speak with one voice, speaking with one voice does not mean that in coming to a decision there must be unanimity. The Board shall embrace all the diversity it can and encourage and respect different views and opinions among directors. However, once the Board has spoken, its decision shall be implemented as decided.

The Board is the only body charged with the responsibility for making policy relating to the governance of the synagogue. The responsibility of the Board is to ensure the achievement of the Mission and carry out the synagogue's legal obligations.

The Board shall:

- a) govern the affairs of the synagogue effectively and efficiently, guided by long term objectives;
- b) determine what to have policies about, what its policy provisions will be, and the level of detail the policies will go into;
- c) focus on long term goals rather than the methods of achieving them;
- d) impose upon itself whatever discipline is needed to govern with excellence;
- e) at each regular meeting, monitor its own performance; and
- f) receive the report of the President regarding the performance of the Executive Director and direct the President accordingly.

D. Director Responsibilities

All Directors shall:

- a) familiarize themselves with General Operating By-law No. 1, the policies, including this policy, and the Mission;
- b) participate productively in Board discussions;
- c) act as chair or a member of committees;
- d) comply with the Director Code of Conduct;

All Directors shall not:

- a) perform staff or administrative work;
- b) have direct dealings with the staff on operation matters; and
- c) exercise authority over staff.

E. Additional Responsibilities

In addition to all Director responsibilities set out in Section D above, the President, Treasurer, and Secretary shall have the following respective additional responsibilities:

President

The President is the head of the synagogue.

The President shall:

- a) be the public representative of the synagogue and the only person authorized to speak for the Board unless the President authorizes another person to speak for the Board respecting a particular matter;
- b) ensure that the Board accomplishes its own job;
- c) assure the integrity of the Board process, including the effectiveness of meetings and the Board's adherence to its own rules;
- d) chair meetings of the Board and the Members;
- e) on the advice of the Board, prepare the Board's agenda;
- f) in consultation with directors and the Executive Director, develop, for Board approval, goals and priorities for the synagogue for the upcoming year;
- g) appoint chairs and members of committees and working groups, subject to ratification by the Board;
- h) ensure policy issues are assigned to appropriate committees and working groups;
- i) in consultation with staff and committee and working group chairs, coordinate the work and responsibility of committees and working groups; and
- j) provide such reports and evaluations as the Board may request, including an evaluation of the performance of the Executive Director.

Treasurer

The Treasurer shall:

- a) perform duties in connection with the finances of the synagogue as may be required by the Board; and
- b) deliver to the directors at each Board meeting an interim revenue and expense statement.

No duty of the Treasurer shall lessen or add to the Executive Director's accountability on fiscal conditions and budgeting.

Secretary

The Secretary shall:

- a) report on and note any inconsistencies of Board actions; and
- b) by affixing his/her signature, attest formally to the legitimacy of Board documents.

F. Director Code of Conduct

1. The Directors commit themselves to ethical conduct.
2. Directors shall declare conflicts of interest and act in accordance with the By-law respecting any real or perceived conflict of interest.
3. Directors shall not use their positions to obtain, directly or indirectly, employment, contracts, or preferential treatment for themselves, their family members, friends, or associates, or for any corporation in which they, their family members, friends, or associates hold a direct or indirect interest.
4. Directors shall not purport to speak for the Board unless designated to do so by the President.
5. Directors shall maintain the confidentiality of all Board discussions.

G. Board Meetings

1. The Board has sole authority over its agenda. The President will exercise this authority on behalf of the Board by sending to all directors a draft agenda with adequate lead time before each Board meeting. Once sent, business cannot be added to or deleted from the draft agenda by any member including the President except at the meeting and with the majority of directors attending the meeting agreeing.
2. The proposed agenda and material related to the agenda will be given to the directors with adequate lead time for preparation.
3. Board members are obligated to prepare for meetings and to participate productively in discussion, always within the boundaries of discipline established by the Board.
4. The Board will work only on the Board's job, not staff's job.

H. Board and Committee/Working Group Principles

1. The Board, on the recommendation of the President, shall establish committees and working groups to help carry out its responsibilities.
2. The President shall appoint members of committees and working groups and their Chairs, subject to ratification by the Board.
3. Except for the Chair of the Governance Committee, Chairs of committees and working groups must be Directors. The Chair of the Governance Committee must not be a Director.
4. The Board shall not establish more committees and working groups than it needs to further its mission.
5. Committees and working groups are established to aid in the process of governance, not management. Committee and working group mandates shall not be related to staff responsibility (a task that has been delegated to someone else), or to help the staff do its job.
6. The role of a committee or working group is not to establish policy but to assist the Board in doing so. The Committee or working group shall provide the Board with as many points of view, issues and options as required to allow the Board to make fully informed choices and decisions.

7. Committees and working groups may not speak or act for the Board except when formally given that authority for specific and time limited purposes. Any such delegation shall not conflict with the authority delegated to the Executive Director.
8. Subject to Paragraph (g) of Section B of Part V, the Board shall not impede its direct delegation to the Executive Director by requiring approval of a committee or working group before an executive action.
9. Committees and working groups cannot exercise authority over staff, and in keeping with the Board's focus on the future, committees and working groups shall have no direct dealings with current staff operations.
10. All committees and working groups shall have clearly articulated terms of reference.
11. Committees and working groups shall adhere to their mandates and terms of reference and vary them only with the approval of the Board.
12. Standing committees assist the Board in setting policy on ongoing matters that further the core mandate and responsibilities of the synagogue. All committees and working groups, other than the standing committees, assist the Board in setting policy on a specific matter. All committees and working groups, other than standing committees, shall have a sunset clause.
13. Committees and working groups shall ensure that a range of options for each matter presented to the Board for approval has been considered by the committee or working group and shall identify all reasonable policy options and the implications of each option to inform the Board's decisions. All policy matters for deliberation by the Board shall address at a minimum the following components:
 - a) an analysis of options available,
 - b) any economic and financial impact on the synagogue of each option,
 - c) any impact on staffing of each option, and
 - d) the need for change in the By-law, Operating Policies or this policy of each option.
14. Committees, working groups, committee chairs, working group chairs, committee members, and working group members shall not perform staff or administrative work.
15. Chairs of committees and working groups shall:
 - a) ensure that a plan and timetable for the work of their committee or working group is established at the inception and on an annual basis in consultation with committee or working group members, staff and the President;
 - b) consult regularly with chairs of other committees and working groups where their mandate affects the work or responsibility of those other committees or working groups.;
 - c) report regularly on work in progress of their committee or working group to the President and the Board; and
 - d) ensure that the content of committee or working group reports conforms to the guidelines established by the Board.

I. Finance and Audit Committee

This committee is not primarily a policy making committee. In addition to policy recommendations, the committee performs a due diligence function on behalf of the Board. Its primary purpose is to monitor financial performance on behalf of the Board.

The Finance and Audit Committee shall:

- a) receive and review interim and annual financial statements for the synagogue;
- b) review the integrity and effectiveness of policies regarding the financial operations, systems of internal control and reporting mechanisms of the synagogue;
- c) recommend the appointment of the external auditor and review the proposed audit scope, fees and annual auditor's management letter; and
- d) review budget plans and projections, provide comments and advice and recommend approval by the Board.

Part IV – Director-Staff Relations

A. Executive Director

1. The Executive Director is accountable to the Board acting as a body. The Board will instruct the Executive Director through written policies, delegating to him/her interpretation and implementation of those policies. The Executive Director shall execute the Board's policies while operating within the boundaries of prudence and ethics established by the Board in the Executive Director Limitations section of this policy.
2. All interaction between the Executive Director and the Board shall be through the President.
3. The Executive Director shall deliver to the directors at each Board meeting a statement on the status of all compensation to staff and remittances to government to the end of the immediately preceding month.

B. Delegation to the Executive Director

1. While the Board's job is to establish policies to achieve the mission and ends of the synagogue, the implementation is delegated to the Executive Director. All Board authority delegated to staff is sub-delegated, through the Executive Director, so that all authority and accountability of staff – as far as the Board is concerned – is the authority and accountability of the Executive Director.
2. The Board shall direct, through the President, the Executive Director to achieve specified results, through the establishment of Mission & Ends policies. The Board limits the latitude the Executive Director may exercise in practices, procedures, methods and conduct through Executive Director Limitations.
3. As long as the Executive Director uses any reasonable interpretation of Mission & Ends and Executive Director Limitations, the Executive Director is authorized to establish all further means or procedural policies, make all decisions, take all actions, establish all practices and develop all activities necessary to achieve the results directed by the Board.

4. The Board may shift the boundary between the responsibility of the Board and the responsibility of the Executive Director by changing its goals or changing the Executive Director Limitations. The Board is primarily responsible for implementing its goals but delegates some of that responsibility to the Executive Director. By increasing or decreasing its goals, the Board increases or decreases respectively the responsibility of the Executive Director. Since the goals are finite, the more of the Board's responsibility that is shifted to the Executive Director the less responsibility remains with the Board. By adding to or deleting from the Executive Director Limitations, the Board decreases or increases respectively the latitude of choice available to the Executive Director in implementing the Board's goals. Decreasing the Executive Director limitations increases the Executive Director's latitude to act on their own and decreases the Board's control over the Executive Director's actions. Increasing the Executive Director limitations decreases the Executive Director's latitude to act on their own and decreases the Board's control over the Executive Director's actions
5. Only decisions of the directors acting as a Board are binding upon the Executive Director. No Board member or committee has any authority over the Executive Director. Decisions or instructions of individual directors or committees or working groups are not binding on the Executive Director except in rare instances when the Board has specifically authorized such exercise of authority. In the case of directors or committees or working groups requesting information or assistance without the Board's authorization, the Executive Director may decline such requests if they are disruptive or require – in his/her judgment – a material amount of staff time or unbudgeted funds.

C. Monitoring Executive Performance

The Executive Director's performance is tied to how well the synagogue is performing. The criteria for monitoring are: the extent to which the Board's policies are being implemented and whether the Executive Director is in compliance with Executive Director Limitations. The Executive Director's performance can only be assessed against criteria that the Board as a body has established, not against criteria held forth by individual directors or committees or working groups.

Any policy can be monitored by any method at any time by the Board. The financial condition of the synagogue will be monitored monthly; the financial planning, and the administration of the synagogue's assets will be monitored quarterly; communication and advice from the Executive Director will be monitored semi annually; and human resources, staff treatment, and compensation will be monitored annually.

Each year the Board will have a formal evaluation of the Executive Director to assess his/her compliance with the Board's policies and the Executive Director's performance expectations, including the Executive Director Limitations. That process will normally include the following elements:

- a) the Executive Director's annual report to the Board;
- b) a self-assessment by the Executive Director;

- c) the President's meeting with the Executive Director to discuss his/her annual performance;
- d) the Board's approval of the final performance review report; and
- e) the Board's approval of performance expectations for the Executive Director for the coming year.

Part V – Executive Director Limitations

A. Budgeting

Unless directed by the Board, the Executive Director shall not:

- a) allow operating expenses to deviate from the budget in any significant way;
- b) allow expenditures to deviate materially from the synagogue's mission, priorities and programs;
- c) incur debt on behalf of the synagogue;
- d) cause or allow budgeting which:
 - i. contain too little detail to enable reasonably accurate projection of revenues and expenses, cash flow, separation of capital and operational items, and subsequent audit trails;
 - ii. plan the expenditure in any fiscal year of more funds than are conservatively projected to be received in that period; or
 - iii. deviates materially from Board-stated priorities in its allocation among competing budgetary needs.
- e) present a budget without:
 - i. a reasonable projection of revenues and expenses;
 - ii. disclosure of planning assumptions; and
 - iii. disclosure of operating and capital items.

B. Asset Administration and Acquisition of Goods or Services

Unless directed by the Board, the Executive Director shall not:

- a) allow the synagogue's funds to be invested except in accordance with the By-law and Investment Policy;
- b) allow the integrity of the building to be impaired;
- c) allow physical assets to be abused, misused or subjected to improper wear and tear or insufficient maintenance;
- d) operate without adequate insurance;
- e) allow any insurance to expire without Board notification;
- f) make any purchase of goods or services or commit the synagogue to any purchase of goods or services of a value of \$50,000 or greater without Board approval, provided that, in the case of an emergency (defined as time sensitive) the Executive Director may make the purchase if authorized by the President after obtaining approval of two of the 1st Vice President, 2nd Vice President, Secretary or Treasurer;

- g) make any purchase of goods or services or commit the synagogue to any purchase of goods or services of a value of \$10,000 or greater but less than \$50,000 without approval of the Finance Committee, provided that, in the case of an emergency (defined as time sensitive) the Executive Director may make the purchase if authorized by the President after obtaining approval of two of the 1st Vice President, 2nd Vice President, Secretary and Treasurer;
- h) make any purchase of goods or services or commit the synagogue to any purchase of goods or services of a value of \$2,500 or greater but less than \$10,000 without approval of the President or the Treasurer, provided that, in the case of an emergency (defined as time sensitive) the Executive Director may make the purchase if authorized by the President after obtaining approval of two of the 1st Vice President, 2nd Vice President, Secretary and Treasurer;
- i) make any purchase of goods or services if normally prudent protection against conflict of interest has not been taken;
- j) make any purchase of goods or services of a cost of over \$5,000 without having obtained competitive prices and quality, unless fully justified and documented;
- k) contract for any service that does not comply with the synagogue's policy on retaining services;
- l) keep books and records, receive, process or disburse funds under controls which are insufficient to meet the synagogue's auditor's standards; or
- m) acquire, encumber, or dispose of real property.

C. Financial Condition

The Executive Director shall protect the financial stability of the synagogue and shall not:

- a) allow tax payments or other government required payments or filings to be overdue or inaccurately filed;
- b) use any reserves except as budgeted; or
- c) use restricted contributions for any purpose other than that required by the contribution or for any purpose other than that for which the contribution was made.

D. Human Resource Principles

1. The Executive Director's authority with respect to staff is limited to assure that their rights to fair, equitable, and humane treatment are not impaired.
2. The dignity, safety, and right of employees to ethical job-related dissent shall not be impaired.
3. The Executive Director shall not cause or allow conditions that are unfair or undignified to staff.
4. The Executive Director shall not operate without:
 - a) written personnel procedures that clarify personnel rules for staff, provide effective handling of grievances, or protect against wrongful conditions;
 - b) job descriptions and regular performance appraisals for all staff;

- c) a workplace harassment policy for staff that prohibits the harassment of any person;
and
- d) being in compliance with the By-law, the Operating Policies and any relevant provincial or federal legislation.
- 5. Grievances by employees shall receive fair internal hearing through procedural safeguards; and
- 6. The Executive Director shall not hire or fire any staff without the approval of the Personnel Committee.

E. Compensation and Benefits

The Executive Director shall not:

- a) authorize or establish compensation or benefits to employees, consultants, or contract workers that jeopardizes the synagogue's fiscal stability;
- b) change his/her own compensation or benefits;
- c) establish compensation and benefits which deviate materially from the geographic or professional market for the skills employed;
- d) create compensation obligations that continue over a longer term than revenues can safely be projected; or
- e) fail to submit monitoring data required by the Board (see Part IV Section C) in a timely, accurate and understandable fashion, directly addressing provisions of the policies being monitored.

F. Communication with and Support to the Board

The Executive Director shall not:

- 1. fail to provide the Board with sufficient and timely information and advice so that directors are reasonably informed with respect to the operations and activities of the synagogue and the staff;
- 2. fail to give immediate notice of information which is relevant to the President, or the Board;
- 3. let the Board be unaware of anticipated media coverage;
- 4. let the Board be unaware of changes in assumptions upon which any policy has previously been established;
- 5. fail to advise the Board if the directors are not in compliance with their own policies on Governance Process or Board-Staff Relations, particularly in the case of director behaviour which is detrimental to the working relationship between the directors and the Executive Director;
- 6. fail to provide the Board with as many staff and external points of view, issues and options as required to allow the Board to make fully informed choices and decisions for any policy matter the Executive Director brings to the Board. All policy matters for deliberation by the Board must address at a minimum the following components:
 - a) an analysis of options available;
 - b) economic and financial impacts on the synagogue;
 - c) impacts on staffing; and
 - d) need for change in the By-law, Operating Policies or this policy;

7. fail to report in a timely manner actual or anticipated non-compliance with any policy of the Board; and
8. fail to always treat members with respect and dignity.

G. Other

1. The Executive Director shall not supervise any clergy in their capacity as clergy. However, where the Clergy are performing a non-clergy function that is otherwise the responsibility of the Executive Director, the Executive Director shall oversee the performance of the Clergy in respect thereto.

This Operating Policy shall take effect when enacted by Resolution of the Board. This Operating Policy may be amended by Resolution of the Board and shall remain in effect until repealed by Resolution of the Board.

CERTIFIED to be a true copy of Operating Policy Number 7 passed by Resolution of the Board of Directors of Kehillat Beth Israel Congregation at a meeting of the Board held on the 17th day of September 2018.

Secretary