



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

Revised February 2019

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

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

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

I. ETHICS

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

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

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

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

## II. BOARD AND COMMITTEE COMPOSITION AND ORGANIZATION

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

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recommendation in the name of the Committee does require the participation of a quorum, and specifically the support of at least a majority of the members participating

- The Board has ultimate responsibility for policy decisions and Federation commitments, financial and otherwise. To enable the Board to provide the necessary oversight, Committees will communicate with the Board about their activities on a regular basis.

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

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

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

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

- Allocations Committee
- Community Midrasha Committee
- Development Committee
- Executive Committee
- Finance Committee
- Foundation Committee
- Governance Committee
- Israel Center Committee
- Jewish Community Center Committee
- Jewish Community Relations Committee
- Jewish Family Services Committee
- Personnel Committee

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

Key responsibilities of the Allocations Committee are to:

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

**Community Midrasha Committee:** Community Midrasha engages teens in learning about Jewish culture, history, and religion and inspires participants to make a lifelong commitment to Jewish learning, practice and community.

Key responsibilities of the Community Midrasha Committee are to:

- Review Community Midrasha program, curriculum, and course offerings as developed by Community Midrasha staff to ensure fulfillment of the Community Midrasha mission and purpose
- Help inform Federation Board and staff about strategic direction for Community Midrasha, and promote alignment of strategic objectives between the Midrasha Program and larger Federation objectives
- Review Community Midrasha budget and Reserve Fund balance and withdrawals. Withdrawals are made in accordance with guidelines set forth.
- Participate in the hiring and evaluation process for Community Midrasha Lead Staff
- Assess risks and opportunities to the sustainable operation of the Midrasha Program and the integrity of its Mission

The Community Midrasha Committee shall be composed of:

- Representation from each sponsoring congregation: 1-2 members from each congregation; at least one should be current Midrasha parent.
- One professional from each sponsoring congregation; to be determined by synagogue (Education Director, Teen Director, or Rabbi, for example).
- Federation Board representative
- *Ex officio* members: Community Midrasha staff, Federation staff, and Rabbis from sponsoring congregations

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

Key responsibilities of the Development Committee are to:

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

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

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

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

Key responsibilities of the Finance Committee are to:

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

Other responsibilities:

- Interview and recommend the hiring of an auditing firm as needed; meet with the auditing firm throughout the audit process and meet with Federation management and leadership to discuss the audits prior to their issuance.

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

Key responsibilities of the Foundation Committee are to:

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

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

Key responsibilities of the Governance Committee are to:

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

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

The key responsibilities of the Va'ad are to:

- Establish priorities and plan and organize activities in conjunction with staff
- Review activities to clarify goals and suggest fine-tuning of programs, as needed
- Encourage gifts to the Israel Center and disperse its own funds responsibly, with the approval of the Board (as per a Memorandum of Understanding with the Federation)

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**Jewish Community Center Committee (“JCC Committee”)**: JCC Committee works with and supports the staff to ensure a range of programs and services are provided to meet the needs of the community.

Key responsibilities of the JCC Committee are to:

- Establish priorities, evaluate programs and services, and assist with organizing programs and services in conjunction with staff
- Review JCC activities to clarify goals and suggest fine-tuning of programs, as needed
- Work with staff to develop ways to keep the community informed about JCC services and programs
- Review annual budget for Engaging and Healthy Living
- Monitor goals and budget aligned with goals quarterly

**Jewish Community Relations Committee (“JCRC”)**: The JCRC serves as the convening network to mobilize the Jewish community (individuals and organizations). Key responsibilities of the JCRC Committee are to:

- Work to establish outreach programs, present educational forums, films or speakers, inter-faith or inter-cultural dialogues, host or jointly sponsor events. Specifically, the JCRC works to engage the community in the following ongoing programs:
  - Clergy Conference
  - Community-wide social justice based initiatives
  - Annual Jewish topic series

**Jewish Family Services Committee (“JFS Committee”)**: The JFS Committee helps the JFS Director and staff to ensure a range of social services are provided to meet the needs of the local Jewish community and, when appropriate, the needs of the greater Durham/Chapel Hill community.

Key responsibilities of the JFS Committee are to:

- Establish priorities, evaluate programs and services, and assist with organizing programs and services accordingly, in conjunction with the JFS Director and CEO
- Review JFS activities to clarify goals and suggest fine-tuning of services and programs as needed
- Suggest ways to keep the community informed about JFS services and programs.
- Review annual budget for JFS in preparation for submission to the Board

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

Key responsibilities of the Personnel Committee are to:

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

## Appendix A

### Conflict of Interest Policy for the Jewish Federation of Durham-Chapel Hill

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

Definitions: Conflict of Interest (also Conflict) means a conflict, or the appearance of a conflict, between the private interests and official responsibilities of a person in a position of trust. Persons in a position of trust include members and officers of the Board of Directors of the Jewish Federation of Durham-Chapel Hill. Officer means an officer of the Board of Directors.

#### POLICY AND PRACTICES

1. Full disclosure, by notice in writing, shall be made by the interested parties to the full Board of Directors in all conflicts of interest, including but not limited to the following:
  - A Board member is related to another Board member or staff member by blood, marriage or domestic partnership.
  - A Board member or their organization stands to benefit from a Jewish Federation of Durham-Chapel Hill transaction, or a staff member of such organization receives payment from the Jewish Federation of Durham-Chapel Hill for any subcontract, goods, or services other than as part of her/his regular job responsibilities or as reimbursement for reasonable expenses incurred as provided in the bylaws and Board policy.
  - A Board member's organization receives grant funding from the Jewish Federation of Durham-Chapel Hill.
  - A Board member is a member of the governing body of a contributor to the Jewish Federation of Durham-Chapel Hill.
2. Following full disclosure of a possible conflict of interest or any condition listed above, the Board of Directors shall determine whether a conflict of interest exists and, if so, the Board shall vote to authorize or reject the transaction or take any other action deemed necessary to address the conflict and protect the Jewish Federation of Durham-Chapel Hill's best interests. Both votes shall be by a majority vote without counting the vote of any interested director, even if the disinterested directors are less than a quorum provided that at least one consenting director is disinterested.

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3. A Board member or Committee member who is formally considering employment with the Jewish Federation of Durham-Chapel Hill must take a temporary leave of absence until the position is filled. Such a leave will be taken within the Board member's elected term which will not be extended because of the leave. A Board member or Committee member who is formally considering employment with the Jewish Federation of Durham-Chapel Hill must submit a written request for a temporary leave of absence to the Secretary of the Jewish Federation of Durham-Chapel Hill Board indicating the time period of the leave. The Secretary of the Jewish Federation of Durham-Chapel Hill will inform the President of the Board of such a request. The President will bring the request to the Jewish Federation of Durham-Chapel Hill.
4. An interested Board member shall not participate in any discussion or debate of the Board of Directors, or of any committee or subcommittee thereof, in which the subject of discussion is a contract, transaction, or situation in which there may be a perceived or actual conflict of interest. However, they may be present to provide clarifying information in such a discussion or debate unless objected to by any present Board or committee member.
5. Anyone in a position to make decisions about spending Jewish Federation of Durham-Chapel Hill's resources (i.e., transactions such as purchases contracts) – who also stands to benefit from that decision – has a duty to disclose that conflict as soon as it arises (or becomes apparent); s/he should not participate in any final decisions.
6. A copy of this policy shall be given to all Board members upon commencement of such person's relationship with the Jewish Federation of Durham-Chapel Hill or at the official adoption of stated policy. Each Board member shall sign and date the policy at the beginning of her/his term of service or employment and each year thereafter. Failure to sign does not nullify the policy.
7. This policy and disclosure form must be filed annually by all Board members of the Jewish Federation of Durham-Chapel Hill.

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JEWISH FEDERATION OF DURHAM-CHAPEL HILL CONFLICTS OF INTEREST POLICY

The undersigned hereby confirms that:

I have received a copy of the Conflicts of Interest Policy of the Jewish Federation of Durham-Chapel Hill,

I have read and understand the Policy,

I agree to comply with the Policy, and

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

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(Print name) (Date)

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(Signature)

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

If "Yes," please list:

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## Appendix B

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

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

An ideal set of minutes should efficiently note:

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

## Appendix C

### Board Member Statement of Understanding

I understand that as a member of the Board of Directors of the Jewish Federation of Durham-Chapel Hill (“Federation”), I have a legal and ethical responsibility to ensure that Federation does the best work possible in pursuit of its goals. I believe in the purpose and mission of Federation, and I will act responsibly and prudently as its steward. As part of my responsibilities as a Board member,

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

In turn, Federation will be responsible to me in the following ways:

1. Federation will provide me the opportunity for meaningful and rewarding service to our mission and our community.
2. Federation will provide in a timely manner the information I need to be an

effective Board member.

3. Federation will be diligent in making the best possible use of the assets I make available to Federation, whether those be assets of time, wisdom, experience, relationships or money.
4. Federation will schedule meetings in advance.
5. Federation will encourage me to ask questions and raise concerns. Staff and Board members will respond in a straightforward fashion to such questions and concerns.
6. Federation will offer me opportunities to discuss with the Board President and the CEO Federation's programs, goals, and activities; additionally, I can request such opportunities.
7. Board members and staff will work in good faith with me toward achievement of our goals.
8. Federation will maintain Directors & Officers' Liability Insurance.
9. If Federation does not fulfill its commitments to me, I can call on the Board President and CEO to discuss Federation's responsibilities to me.

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

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Board Member

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Date

## Appendix D

### FEDERATION BOARD MEETING ETIQUETTE

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

#### The “what” (the standards)

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

#### The “when” (times to deploy)

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

Appendix E

FEDERATION BOARD SLATE DEVELOPMENT PROCEDURE

The following process is used annually to establish a Board Slate to bring forth to the membership. The timeline is based on Fiscal Year beginning October 1<sup>st</sup>. This process is completed by the CEO and Governance Committee in consultation with the Board President and President Elect.

Timeline	Action Taken
January-February	<p>Review Diversity Matrix and determine:</p> <ul style="list-style-type: none"> <li>• Which Board members will hit term limits at the end of this fiscal year and notify them.</li> <li>• Which Board members' terms will end but are eligible for another term of service. Inquire of them if they wish to continue to serve for another term.</li> <li>• Determine number of vacancies there will be for the Board for the upcoming Fiscal Year.</li> </ul>
March-April	<p>Review Diversity Matrix and determine:</p> <ul style="list-style-type: none"> <li>• Which demographic categories need to be taken into consideration when filling vacancies. This includes gender, residence, age, and affiliations. This review is critical to ensure a balanced board that is reflective of the broader, local Jewish community.</li> </ul> <p>Review with President and President Elect priorities for the upcoming fiscal year. Identify if there are key areas of expertise needed to be considered when filling vacancies.</p> <p>Generate list of potential new Board members.</p>
May-July	<p>Reach out to potential Board members to inquire if they are interested in Board service. In this inquiry discuss expectations of Board members and review MOU.</p> <p>If they agree, have them complete diversity matrix, submit photo and brief bio.</p>

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August	Compile deck outlining complete Board Slate, with photos and bios of new Board members.  Board Slate presented and approved at the Board of Directors meeting
September	Communication sent to membership with Annual Meeting agenda, including details of full Board Slate
October	Board Slate presented for approval at Annual Meeting which is held the 3 <sup>rd</sup> or 4 <sup>th</sup> Sunday of the month  Once approved: <ul style="list-style-type: none"><li>• Update website</li><li>• Update letterhead</li><li>• Update roster of Board and all Committees</li></ul>