

Centre Street Minyan Governance Options

I. Introduction

Background:

The Governance Committee has gone through a thoughtful process that has led to the development of this document. Based on a wide range of conversations (see the [Appendix](#) which details our work), we are bringing these options to the kahal with the following in mind:

- This is intended to be a framework for thinking about different models in several categories
- There is a lot about the history of governance at the minyan that has been working - we don't need to fix what isn't broken
- Just because we have always done something some way, doesn't mean that we have to continue to do it that way
- Ultimately, our recommendation - and the decision of the kahal - can be flexible, revisited, and updated at a time in the future, as our kahal grows
- Although the committee did not adopt or articulate a formal "values platform," values have been at the center of every conversation and every consideration. Some of these are explicitly spelled out as "pros" and "cons"

Purpose: To share the learnings of our committee and identify different leadership, decision making, and delegation of decision-making structures and present pros and cons of different models. This does not get into issues of how a moderator is selected, nor the details of a job description. Those don't require additional explanation and will be addressed once the kahal decides on our structure.

Goal: Educate and engage the community in evaluating different models of leadership and decision making that have emerged through our committee process

Next Steps: Following the community meeting, we will make this document available as a "google doc" and open it up for comments. We can also arrange a zoom call for those who prefer to have a conversation and provide feedback verbally, as well as email. The committee will review all of the questions and comments and find ways to support discussion and feedback as well as verbal preferences. The feedback and discussion will inform a survey which will guide our recommendations.

Structure: This document is broken out into sections (the details of each can be reached through the hyperlink below) that provides a framework for governance and identifies some of the gaps that still need to be addressed. Our own opinions, research, and discussions generated some pros and cons for some of the options, which we are sharing. *We know that this is not a complete list and that people may disagree with our characterization of pros and cons but this is to get us started.*

Sections:

- [Officers](#): Although there is a legal requirement for some positions, officer roles is separate from issues of leadership
- [Moderator](#): Identifies several models for considering the role of the moderator: single moderator; moderator with succession plan; and co-moderators. Some pros and cons of each are listed
- [Navigators](#): Identifies several models for “navigators” including a board of directors (trustees/ executive committee, etc.); and a “hub and spoke” model with committee chairs. An Advisory Committee is considered separately
- [Decision-making](#): Identifies pros and cons of decision-making options for the Kahal and calls out that different approaches - consensus and decisive majority can be used for different circumstances. Consensus is not defined but would have to be
- [Delegation of decision-making](#): Lays out a framework for how the kahal may choose to delegate decisions. Some of this will depend on the model we select for moderator and navigator roles
- [Appendix](#): Provides details about the process of the Governance Committee

II. Officers

A non-profit corporation is required to have a President, Treasurer and Clerk. Individuals for these roles are chosen for particular skills needed for the specifically defined roles. The Treasurer and Clerk are not included as joint leaders with the moderator because those who have the necessary skill sets for these roles do not necessarily have the skill set needed for leadership.

- NCM's Moderator has always been its “President.”
- Treasurer
- Clerk

III. Moderator

The Moderator has always been at the heart of the NCM – keeping all of the parts that it takes to support a kahal moving forward and on track. It is a very hard job!

The purpose of this section is to identify three different options for structuring the role of the moderator. Within each category, there are various sub-options and decisions that will further shape that model and more detailed job descriptions to be defined. In addition, the selection process for moderator to be evaluated separately.

Options for Moderator

Because a moderator needs a structure of support, we are presenting several different models for the Kahal to consider.

1. One Moderator

There are two models identified where there is still a single Moderator - one formalizes the role of someone to assist in the role. That person may - or may not- become the Moderator in the future.

a. *Single Moderator with the principal leadership role in the minyan.*

The decision-making and authority would rest with the single moderator. The Moderator could choose to assign specific tasks to others to enable him/her to carry out the many and varied functions of a Moderator.

b. *Single Moderator with the principal leadership role in the minyan - with an elected "assistant/vice/deputy".*

The decision-making and authority would rest with the single moderator and the elected "assistant/vice/deputy" moderator would be responsible for specific tasks identified by the Kahal and could be expanded by the moderator. The nominated moderator would have a voice in the nomination of the assistant/vice/deputy

Pros	Cons
<ul style="list-style-type: none"> ● The model of a single moderator has been mostly successful for NCM, particularly when it was smaller. ● Clear line of responsibility/ accountability ● The "outside world" knows who to contact 	<ul style="list-style-type: none"> ● Too many roles, too much work for one person; deters qualified members ● Does not create formal succession plan or built-in opportunity for learning on the job ● In cases of emergency, if a moderator has to step down, someone unexpectedly has to step forward.

2. Moderator with Succession Plan

There are two models identified that include a succession plan. The specific length of the terms could be determined if the kahal selects either of these models

a. *Moderator-elect, moderator, and moderator emeritus*

The Kahal would choose a moderator-elect for a year, who would become the moderator the following year, and would be the moderator emeritus during the last of the three years.

b. Moderator-elect and moderator

The Kahal would choose a moderator whose term would be two years and the Kahal could also choose a moderator-elect to serve for one or two years.

Pros	Cons
<ul style="list-style-type: none"> ● Improves continuity and leadership development; allows moderator-elect to develop the skills and knowledge to take over as moderator. ● Moderator elect could share the load and have a specific portfolio. ● Lines of responsibility clear ● Builds institutional memory/ mentoring ● In emergency, natural coverage 	<ul style="list-style-type: none"> ● Effectiveness depends on cooperation between moderators, personal compatibility, etc. ● Model 2.a. creates a 3 year commitment with only 1 year as moderator. This may also be viewed as a positive ● The person that is succeeding may not be up for the job at the time.

3. Co-Moderators

The Kahal would choose co-moderators who would be equal partners. They would share in the decision-making and could have distinct roles and domains. The terms could be simultaneous or overlap. It would be important to choose co-moderators who work well together.

Pros	Cons
<ul style="list-style-type: none"> ● Feeling of support and building a sense of shared responsibility ● In cases of emergency or short hiatus of one moderator, work can be covered in an organic way ● Share the load 	<ul style="list-style-type: none"> ● Potential confusion for community and leaders ● Effectiveness depends on cooperation and a very good mesh of personalities.

IV. Navigators

- This category, which we are referring to as “navigators” as a neutral term, describes models for the group of people that will help the moderator(s) / kahal in the decision-making process (i.e., “share the load”)

- The extent of delegation of decision making for any of these models - and the composition - will be determined by the Kahal.
- **There are multiple options for how individuals will be selected: elected, committee chairs, former moderators, etc.**

Options for Navigators

There are at least three basic models for Navigators. However, the Kahal could choose to have #3, an Advisory Council, as part of a structure that also includes #1 or #2.

1. Board of Directors/Trustees (a.k.a. Executive or Steering Committee)
2. Moderator(s) + Committee Chairs
3. Advisory Council

1. Navigator: Board of Directors (Trustees, Executive, or Steering Committee)

Alternative names for an elected group with some role as leadership navigators. Clear roles would be important. Composition of this group could change over time and could create overlapping terms.

Pros	Cons
<ul style="list-style-type: none"> • Typically, non-profit organizations have a Board or Executive and/or Steering Committee. • Avoids issue of every member being a Director • Small enough to be able to function as a working group. • Can function efficiently for routine matters between Town Meetings • Can help frame the issues to be presented to Town Meetings. • Would enable personal outreach about issues/ challenges/ opportunities in between town meetings • The members would be chosen by the Kahal and therefore known to the 	<ul style="list-style-type: none"> • Many non-profit organizations have a professional staff that must be managed, and the board has a role in that. This is not relevant to our organization • Our membership is active in decision-making and currently all members are Directors. A separate Board of Directors would change that model. If we wish the members to continue in the role of active decision makers, creating a small Board of Directors would necessitate that we make a clear distinction between the role of Director and the role of members. • A Board of this type could create a sense that there is an elite group of people who know what is

<p>community, further ensuring transparency</p> <ul style="list-style-type: none"> ● Opportunity to cultivate leadership 	<p>happening and are making key decisions.</p> <ul style="list-style-type: none"> ● Can be perceived to be a hierarchical system and could lead to conflict ● Some have had negative experiences with Boards and Executive Committees in other organizations
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2. Navigator: Moderator plus Committee Chairs

This is more of a spoke / hub structure that would require further definition. It would only include chairs of standing committees but the kahal could further refine. Not all committees have Chairs (this could be addressed by including representatives rather than chairs)

Pros	Cons
<ul style="list-style-type: none"> ● Moderator(s) could work with committee chairs to coordinate and ensure that all relevant committees are aware of the work of other committees ● Small enough to be able to function as a working group. ● Can function efficiently for routine matters between Town Meetings ● Can help frame the issues to be presented to Town Meetings. ● Would enable personal outreach about issues/ challenges/ opportunities in between town meetings ● The members would be known to the community ● Opportunity to cultivate leadership 	<ul style="list-style-type: none"> ● A group of this type could create a sense in the Kahal that there is an elite group of people who know what is happening and are making key decisions. ● Would need to further define to address issues of representation ● Not necessarily transparent ● Some of the Committee Chairs may have special expertise for their committees but not be interested in (or suitable for) a broader navigator role, similar to the officers.

<ul style="list-style-type: none"> • Consistent with values of inclusiveness • Ensures that folks looking out for concerns around accessibility and other values are part of all discussions • Committees are open for volunteers to join so this gives anyone committed to a particular area a voice in decisions 	
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3. Navigator: Advisory Council

The Advisory Council has no delegated leadership by definition but acts as a source of continuity for the minyan, holding the values of the community. An Advisory Council can co-exist with a Board (#1) and with a Committee Chair group (#2). This Council could be composed of only former moderators or could include other wise members of the community. In this model, the kahal will determine who serves on the Advisory Council to make the membership and role explicit.

Pros	Cons
<ul style="list-style-type: none"> • Would ensure the continuity of values • Could be a sounding board for leadership • The members would be known to the community • Could be formal or “on call” group available to offer counsel to the moderator or others • The Council could be nominated along with the moderator. 	<ul style="list-style-type: none"> • This perpetuates an in-group / out-group culture • Could lead to a sense of closing off opportunities for new leaders and new ideas to emerge

V. Decision-Making

When the Kahal must resolve an issue, how will we make decisions?

Options for Decision Making

There are two viable models for decision-making

- Consensus of the Kahal
- Decisive Majority Vote of the Kahal

As there are lots of types of decisions, the kahal could determine that some decisions require a consensus, while a decisive majority would do for others.

1. Consensus

The NCM has had a long history of using Consensus to make decisions. It is generally agreed that the process worked most effectively when the NCM was smaller. Consider decisions over the years and what did and did not work in using consensus. Decision by Consensus demands much patience, work, and attention from leaders and community members. We will need a well-accepted definition of consensus and a process to facilitate consensus.

Consensus decision making would be used for all significant issues and matters affecting major values. For example: Donations; changes in religious rituals - adding/ eliminating prayers, readings or similar; Major expenditures; By-laws; and social policies. We will need to have agreement on the types of decisions that are significant.

Pros	Cons
<ul style="list-style-type: none">• Satisfies community’s interest in being part of the decision making process and keeps community cohesive and involved• There is strong former moderator support for this model even though it takes more time• Many past decisions have been successfully made this way.• Our new CSM is smaller than the NCM had become in recent years, so consensus may well work as well as it did in the “old days”	<ul style="list-style-type: none">• Decision making takes longer and can be exhausting• Change is difficult to achieve• Could be harder to achieve with a large attendance at meetings• The recent “move” decision was unique and fraught for many reasons and may not represent faults in using a consensus model.

2. Decisive Vote of Membership

The Kahal could decide to use a decisive vote in place of consensus or to use this type of vote only (a) for issues where consensus has been deemed unnecessary in advance (e.g. regular budget or lease renewal) or (b) for circumstances where consensus has not been achievable and a decision cannot be delayed.

Must determine: What is a decisive majority? What issues should be subject to a decisive vote? Do these need to be determined in advance? Lots of groundwork needs to be done before a vote to inform the Kahal and determine that a vote is appropriate.

Pros	Cons
<ul style="list-style-type: none">• Will allow for timely decision making on items included in this category	<ul style="list-style-type: none">• Will it be more divisive to use votes for some decision making rather than consensus?• Would we start to use votes instead of consensus when some members become impatient?

VI. Delegated Decision Making

Does the Kahal wish to delegate any decisions to a moderator or to the navigators? To whom and which decisions should the Kahal delegate? This could include costs under a certain threshold, replacement of a minyan asset or other.

1. Moderator(s)

What decisions is the kahal comfortable with the moderator(s) making? Are there others that should be added to the list? The scope of the decision making needs to be clear. The Moderator(s) might need support in making these decisions. Notification to the Kahal of these decisions is important.

- Matters with a cost under a defined threshold
- Routine operating matters
- Replacement/repair of a minyan asset that breaks/wears out

2. Committees

This includes only Standing Committees (i.e., tzedakah, finance/ budget, social, ritual, governance, facilities/ building / IAC liaison, etc.) Are there decisions within the purview of a particular committee that could be delegated to that committee? Do we codify the extent of a committee’s authority, in consultation with the leadership?

Pros	Cons
<ul style="list-style-type: none"> ● Will allow for timely decision making on items included in this category ● Less overload than when one leader handles all of the decision making ● Issues that committees can resolve should be identifiable. ● Committees working on particular issues will have the most knowledge of issues ● Will be a transparent process as long as committees are open to all interested members 	<ul style="list-style-type: none"> ● Success depends on trust ● Needs a “formal” accountability structure within the committee and within the broader kahal

3. Directors/Executive Committee

If we choose a board or executive committee model, committees could seek authority from board/exec. and/ or some decisions could be delegated

Pros	Cons

<ul style="list-style-type: none"> ● Will allow for timely decision making on items included in this category ● Lightens the load on the Kahal and the moderator(s) 	<ul style="list-style-type: none"> ● Potentially difficult dynamics between the Directors/ Executive Committee and the community when a small group, separate from the committees, makes decisions. ● Could duplicate role of committees ● Success depends on trust ● Needs a “formal” accountability structure
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Appendix

CSM’s Governance Committee’s Process

The Centre Street Minyan (**CSM**) Governance Committee is committed to a transparent process towards making a recommendation to the kahal on a governance structure. This has been an organic, committee-centered process, in which the Governance Committee has been exploring and deliberating ideas and suggestions carried over from meeting to meeting, creating a layered approach that incorporates new information, research and internal decision making practices.

The Governance Committee represents a wide range of experiences, perspectives and preferences. The Governance Committee understands that there is not only one way to move forward in our future governance. In addition to researching models and filtering information, we have been focusing our efforts on developing a framework for approaching and sharing areas of governance.

We aim to share our process in a transparent way, sharing the information we have gathered and providing the opportunity to digest and respond, with the ultimate goal of making a recommendation to the CSM for an effective governance structure.

Committee Members and Leadership:

Chair: Heidi Gold

Original Co- Chairs: Michael Kronenberg, Alan Lobovits (current members)

Members: Edie Goldman, Marla Olsberg, Claudette Beit-Aharon, Larry Bailis, Susan Sered, Ken Gould, David Harlow served initially

Outlined Process:

- As a full committee, we have met 9 times February- July. In addition, many sub-configurations of the committee have met to work between these meetings over the last 5 months.
- Throughout our meetings we have balanced the needs of the legal requirements of creating a new 501c3 organization and by-laws, with our options of governance.
- We requested feedback from previous moderators and received responses and input from 8 (6 from CSM and 2 from TE Minyan) regarding their experience with Newton Center Minyan's governance. We also interviewed elected moderators Dena Glasgow & Barry Freedman on this topic. (Feb-April 2021)
- We determined and examined each of the various options that we could potentially consider in the areas of governance:
 - **Leadership**
 - **Decision Making**
 - **Delegation of Decision-Making**
 - **Membership**
 - **Town Meeting**

- A member attended Hadar's 2021 Virtual Minyan Conference, (March 2021) to attend a network and sharing session regarding Minyan Governance. The report back included that many other minyanim were exploring their own governance systems (or had recently undergone a thorough re-examination) and that within the self-selected group of approximately 12 national minyanim represented, we were the only minyan who was operating in a leadership model of 1 sole moderator (exhibited in our current NCM model).
- Through various connections at the NCM, we contacted 4 separate minyanim/ chavurot to interview each about how their governance operates, best practices and challenges. **Please see the link to a chart below for further reference about the 4 minyanim/ chavarot interviewed.**
- We agreed as a committee to identify and study various governance models and to further expand upon the identified viable options to present to the CSM kahal for consideration.

- We created a matrix with pros and cons for each option based on the experience of members of the committee, research of other minyanim/ chavurot and the perspectives of the internal and external (minyan associated) people that were interviewed.
- Through an internal survey of our governance committee, we eliminated any options that did not receive sufficient approval from our committee.
- We prioritized the areas of concentration for the immediate future:
 - **Leadership**
 - **Decision Making**
 - **Delegation of Decision-Making**
- Two members of the Governance Committee and two members of the Values Committee met together to discuss our current work and how each committee can support and inform each other's agenda. We have a shared understanding that we have an opportunity to create a new or refined model that matches both our needs and values, as we come to understand what those are. (June 2021)
- We refined the matrix over several meetings and added layered important details throughout the process (May- July).
- We presented an update of our committee's work at CSM Town meeting on July 15, 2021
- We adapted our document's format to bridge our committee's working knowledge to be more user- friendly to the Kahal.
- We have planned a CSM educational/ informational meeting on Tuesday 8/3 with the goal of educating the kahal about our researched options.
- In order to facilitate our discussion on August 3rd, we are sharing this complete Governance document with the CSM kahal to give adequate time for the kahal to read and review our document before the committee's presentation.

Next Steps: This is an interactive and iterative process.

- There will be opportunities for the kahal to provide feedback on the various *Leadership, Decision Making and Delegation of Decision-Making* options presented.
- We will be surveying the kahal towards refining the decisions and to see if we have enough information to make a recommendation. We will share survey results with CSM.
- The Committee will incorporate the feedback.
- Once we have a clearer understanding of our governance we will be working on the specifics of job descriptions, roles and responsibilities and selection process.
- Concurrently, we plan to begin thinking about other areas of governance including membership and meetings.

This link summarizes information collected from other minyanim:

[minyan Governance interviews spring 2021.docx](#)

