

## **EXPECTATIONS FOR BOARD MEMBERSHIP**

Members of the Board of Directors at Kemp Mill Synagogue (“KMS”) play a vital and active role in helping KMS realize its mission. The basic responsibility of Board members is to exercise their judgment to act in the best interests of KMS. KMS strives to have a Board of Directors consisting of members who will work diligently to fulfill their responsibilities and who will support and promote the interests of the synagogue. Set out below are the principal expectations, qualifications and criteria that are considered when evaluating candidates to become Board members and when determining whether existing Board members are appropriately fulfilling their responsibilities.

- \* Board members are KMS leaders and ambassadors. Board members are expected to help communicate KMS’s strengths and successes to KMS members and the broader community. They are also expected to help direct members and others to an appropriate contact within KMS or lay leadership to address concerns and generally to project and to encourage a positive image and reputation for the institution.
- \* Board members are expected to support publically all decisions of the Board. Board members are expected to maintain the confidentiality of all non-public deliberations and discussions of the Board, committees of the Board, or discussions with KMS professional staff. In the rare event that a Board member believes they have a duty to disclose confidential information for any reason, the Board member is expected to consult with the Board President or next-senior most officer, as dictated by the specific issue, with respect to determining appropriate actions to resolve the situation.
- \* Board members are expected to be independent in their thought and judgment and represent the interests of KMS in both the short-term and long-term.
- \* Board members are expected to demonstrate respect for other Board members and synagogue staff, and to engage constructively with all stakeholders toward that end.
- \* Board members are expected to make KMS a priority in their tzedakah giving and to contribute what they feel for them is a substantial financial donation to the synagogue.
- \* Board members are expected to engage actively in fundraising activities for KMS in whatever ways are best suited to them to achieve fundraising goals in coordination with the synagogue’s development plan and strategic priorities.
- \* Board members are expected to make their best efforts to attend KMS events, including the annual banquet or similar major fundraising event.
- \* Board members shall serve in accordance with the KMS bylaws, Conflicts of Interest Policy and these Expectations for Board Membership, in each case as modified from time to time.
- \* Board members are expected to attend at least 75% of all Board and applicable committee meetings each year and to be involved actively in the Board and applicable committee decision-making and activities.

- \* Board members are expected to participate as a fully engaged member or chair of at least one board committee or task force and to devote the time necessary to fulfill these obligations.
- \* Board members are expected to meet and be current with all financial obligations to KMS. Board members are expected to discuss any extenuating circumstances, such as financial hardship, with the treasurer.
- \* Board members are expected to take into account their responsibilities to KMS and the expectations of the position(s) in considering their ability to serve on other boards or in other capacities for other institutions.
- \* Both prior to and during their service, Board members shall provide prompt notice to the President of any event, decision or change in circumstance that they reasonably believe may conflict with these Expectations of Board Members or with the Conflicts of Interest Policy.
- \* Board members are expected to help identify, recruit and mentor new Board members, as appropriate.
- \* Board members are expected to engage in personal and professional behavior and conduct that is consistent with the values and mission of KMS.

## CONFLICT OF INTEREST POLICY

All directors, officers and members of any board committee ("Fiduciaries"), as a condition for accepting and continuing in any such position, are expected to carry out their duties in a manner that inspires and assures the confidence of KMS and the broader community. The Fiduciaries will exercise their utmost good faith in all transactions touching upon their duties to KMS. In their dealings with and on behalf of KMS, they shall be held to a strict rule of honest and fair dealing. They shall not use their positions as Fiduciaries, or any knowledge gained thereby, in a way that will create a conflict of interest between KMS's interest and that of any individual Fiduciary.

A "conflict of interest" exists when a Fiduciary's private, personal, financial or familial interest(s), actions or activities interfere or conflict, or even appear to interfere or to conflict, in any way with the interests of KMS or the expectations or responsibilities of board or committee members, as applicable. A conflict of interest may arise when actions, activities or interests may make it difficult for a Fiduciary to perform his or her work or responsibilities for KMS objectively or effectively or to adhere to Board Expectations. A conflict of interest also arises when a Fiduciary or a member of his or her family receives personal benefits (which may or may not be financial in nature) as a result of his or her Fiduciary position or otherwise engages in any financial transaction or arrangement with KMS, or when a Fiduciary pursues the interests of another institution in direct conflict or in a manner that is otherwise adverse to the interests of KMS. Conflicts of interest can arise in many common areas despite best efforts to avoid them. Therefore, Fiduciaries shall not place themselves in situations that may force them to choose between personal, financial or familial interests and the interests of KMS or that may otherwise result in conflicts of interest.

In the event that a Fiduciary, or a member of his or her family, becomes aware of any actual or potential conflict of interest, including, without limitation, any contemplated financial transaction or arrangement with KMS, the Fiduciary must disclose the existence of the actual or potential conflict and all of its material facts to the President of KMS. The Fiduciary shall not participate in any voting or decision-making in connection with any such transaction, arrangement or other actual or potential conflict. The President, with the assistance of outside advisors and other Board members as appropriate, shall determine the appropriate method for resolving each actual or potential conflict of interest with any Fiduciary. If a conflict of interest cannot be resolved with a Fiduciary, and the President and majority of the (voting) Board determine that continued service by the applicable Fiduciary in such capacity is no longer in KMS's interest, the Fiduciary may be removed from his or her position subject in all circumstances to his or her rights under applicable law.

In the event of an actual or potential conflict on the part of the President, the President shall notify a Vice President (or senior-most officer not subject to such conflict), and all of the provisions of the preceding paragraph shall apply, but with such applicable officer substituted for all references to the "President."

**CERTIFICATION**

I acknowledge that I have read and that I understand the Expectations of Board Members and the Conflict of Interest Policy and agree to comply with them during (and, if applicable, after) my service as a [director/officer] of KMS, including, without limitation, promptly notifying the President of any actual or potential conflict of interest that I currently have or that may arise for me during my service. I agree that the President and Board of Directors of KMS may remove me from my position as a [director/officer] if an actual or potential conflict of interest involving me or my family cannot be resolved, and the President and Board determine that my continued service in such capacity is no longer in KMS's interest, subject to my rights under applicable law.

\_\_\_\_\_

Name (please print)

\_\_\_\_\_

Signature

Dated: \_\_\_\_\_