

Kesher Israel Congregation

Job Descriptions for Members of the Board of Directors

Members of Kesher Israel's Board of Directors are expected to support the work of Kesher Israel by providing mission-based leadership and strategic governance. The Board of Directors plays a vital and active role in helping Kesher realize its mission. While day-to-day operations are led by Kesher's Director of Operations (DirOps), the Board-DirOps relationship is a partnership, and the appropriate involvement of the Board is both critical and expected.

Mission

Kesher Israel Congregation is a vibrant and historic Modern Orthodox community in the nation's capital that integrates *halakhic* Judaism and contemporary life. It is a full-service synagogue that provides a rich spiritual and intellectual environment where members can attend daily services, participate in educational and social programs, engage in charitable works, and observe life-cycle events. At Kesher Israel, warmth and hospitality are cherished, and people of all ages, genders, and religious backgrounds are welcomed and respected.

The Hebrew word *Kesher* קשר means connection, and the core values of Kesher Israel may be described as a series of ties and bonds. These are our *kesharim*:

***Kesher Torah* תורה קשר.** We believe that the study of Torah, including the riches of the Jewish intellectual tradition, will bring us closer to our spirituality, faith, and observance. We view *halakhic* Judaism as an eternal guide that equips us to confront and embrace potential tensions between full engagement in the modern world and continued adherence to our religious heritage and beliefs.

***Kesher Achdut* אחדות קשר.** We value inclusiveness, and we encourage the participation of men, women, and children in our religious and communal life, in the conviction that we are all equal before our Creator. We insist on kindness and respect towards others, regardless of viewpoint or background.

***Kesher Reut* רעות קשר.** We cultivate friendship and solidarity by building relationships within our membership, the larger Jewish community in Washington, and beyond. We open our shul to guests and new members, and help them take part in our community, whether for a weekend or a lifetime.

***Kesher Chesed* חסד קשר.** We provide a support network to members of our community, and we seek out opportunities for social service.

***Kesher Yisrael* ישראל קשר.** We are deeply connected to the State of Israel, and pray for her peace, safety, and prosperity, along with that of all of Klal Yisrael.

For more information, please visit Kesher's website at www.kesher.org.

Board Member Expectations and Responsibilities

Applies to all Board Members

“All Directors shall be responsible for helping to oversee both the long-term strategic and the day-to-day operational activities of the synagogue, including but not limited to membership, development, programming, and physical upkeep.”

–Keshet Israel Congregation Bylaws, Article VI, Section 6

General Board member expectations

- Board members are Keshet leaders and ambassadors. They are expected to help communicate Keshet’s strengths and successes to congregants and the broader community. They are also expected to help address concerns and generally project and encourage a positive image and reputation for the shul.
- Board members are expected to support publically all decisions made by the Board. They are expected to maintain the confidentiality of all non-public deliberations and discussions of the Board and/or discussions with Keshet professional staff.
- Board members are expected to be independent in thought and judgement and represent the best interests of Keshet in the short and long term.
- Board members are expected to demonstrate respect for other Board members and professional staff.
- Board members are expected to make Keshet a priority in their annual tzedakah giving and contribute what they feel is a substantial financial contribution to the shul.
- Board members are expected to engage and participate in fundraising activities.
- Board members are expected to make their best efforts to attend Keshet events.
- Board members serve in accordance with the Keshet Israel bylaws, Conflict of Interest policy, Confidentiality policy, and this document.
- Board members are expected to meet and be current with all financial obligations to Keshet Israel.
- Board members are expected to engage in personal and professional behavior and conduct that is consistent with the vision and values of Keshet Israel.

Service on Keshet’s Board of Directors is without remuneration, except for administrative support, travel, and accommodation costs in relation to Board Members’ duties.

Board terms/participation

Keshet’s Board Members will serve a two-year term to be eligible for reappointment for two additional terms. Board meetings will be held monthly and committee meetings will be held as needed.

Leadership, governance and oversight

All Board Members and Trustees are expected to:

- Regularly attend board and committee meetings and important related meetings
- At such meetings, arrive fully prepared to actively discuss topics at hand; having reviewed prior meeting minutes, agenda, budget, and any other supporting materials in advance
- When discussing issues as well as voting, successfully balance independent judgement with the goal of consensus
- Make decisions in the best interest of Kesher; not in his or her self-interest. (legal "Duty of loyalty")
- Develop collegial working relationship with other board and committee members
- Ensure that Kesher obeys applicable laws and acts in accordance with ethical practices; that Kesher adheres to its stated corporate purposes, and that Kesher's activities advance its mission. (legal "Duty of obedience")
- Review outcomes and metrics created by Kesher for evaluating its impact, and regularly measure its performance and effectiveness using those metrics;
- Approve Kesher's annual budget, audit reports, and material business decisions; be informed of, and meet all, legal and fiduciary responsibilities
- Partner with the DirOps and other board members to ensure that board resolutions are carried out
- Serve as a trusted advisor to the DirOps as s/he develops and implements Kesher's strategic plan
- Volunteer to serve on committees or task forces and willingly taking on special assignments, completing such assignments thoroughly and on time
- Represent Kesher to stakeholders; act as an ambassador for the organization
- Sign checks, drafts and orders for the payment of money, if so designated by the Board
- Act as an agent to execute contracts, conveyances or other instruments on behalf of the Congregation if so designated by the Board

Fundraising

Kesher Board Members will consider Kesher a philanthropic priority and make annual gifts that reflect that priority. So that Kesher can credibly solicit contributions from foundations, organizations, and individuals, **Kesher expects to have 100 percent Board participation in all fundraising campaigns and for Board Members to make an annual contribution that is commensurate with their capacity.** All Board Members, regardless of position, are expected to cultivate relationships with already existing members, as well as ask potential members to become members. All Board Members will be asked to participate in fundraising efforts, and should not be averse to doing so.

Qualifications

This is an extraordinary opportunity for an individual who is passionate about Kesher's mission and who has a track record of volunteer leadership with the organization. Selected Board Members will have had more than two years of experience either professionally, or through volunteering in business, government, philanthropy, or the nonprofit sector. His/her reputation in the Kesher community will allow him/her to attract other well-qualified, high-performing

Board Members.

Ideal candidates will have the following qualifications:

- Professional experience with significant executive leadership accomplishments in business, government, philanthropy, or the nonprofit sector
- A commitment to and understanding of Kesher's membership, based on experience
- Savvy diplomatic skills and a natural affinity for cultivating relationships and persuading, convening, facilitating, and building consensus among diverse individuals
- Personal qualities of integrity, credibility, discretion, and a passion for improving the experience of Kesher's members

Additional Responsibilities for: Board President

Accountability

The President is accountable to the Board of Directors or Members as specified in the bylaws. The President may delegate specific duties to the Executive Director, Board members and/or committees as appropriate; however, the accountability for them remains with the President.

Governance

The President is responsible for ensuring that the Board and its members:

- Are aware of and fulfill their governance responsibilities
- Comply with applicable laws and bylaws
- Conduct board business effectively and efficiently
- Are held accountable for their performance. The President periodically consults with board members on their roles and helps them assess their performance
- Work with the governance committee to recruit new board members
- Work in partnership with the DirOps to make sure board resolutions are carried out
- Have the various reports they need to make informed decisions on behalf of Kesher

Specific Duties

Meetings

The President presides over meetings of the Board of Directors and the Executive Committee. In this capacity, the President:

- Communicates with committee chairpersons and the DirOps to ensure that an agenda is planned for meetings
- Chairs meetings according to accepted rules of order for the purposes of
 - Encouraging all members to participate in discussion
 - Arriving at decisions in an orderly, timely and democratic manner
- Helps guide and mediate Board actions with respect to organizational priorities and governance concerns.

- Votes as prescribed in the bylaws
- Proposes policies and practices
- Calls special meetings if necessary

Per Keshet's by-laws, the President must convene an annual meeting of the Congregation and prepare an annual report on the condition of the Congregation.

Board Committees

The President serves as an ex-officio member of board committees. In this capacity, the President's role is:

- To propose the creation of standing and special committees
- To appoint all committee chairs, and recommend who will serve on committees
- To serve as a voting member of the committee
- To negotiate reporting schedules
- To identify problems and assist the committee chairperson to resolve them, and if necessary, to bring them to the attention of the Board of Directors

Board-Staff Relations

The President is the primary liaison between the Board and the Executive Director and Rabbi. In this capacity, the President:

- Meets periodically with the Executive Director and Rabbi
- Ensures that periodic performance reviews of the Executive Director and Rabbi are conducted, utilizing a personnel committee when appropriate
- Participates in the hiring and evaluation of all staff

Community Relations

As primary spokesperson for Keshet, the President ensures that the organization maintains positive and productive relationships with all stakeholders. Duties include:

- Representing the organization to the media
- Representing the organization on governmental or nongovernmental organizations and committees
- Timely and appropriate reporting of Board decisions and actions to members and/or funders and/or donors and/or stakeholders

Signing Officer

The President is authorized to sign or countersign checks, correspondence, applications, reports, contracts or other documents on behalf of Keshet.

Board Development

The President ensures that structures and procedures are in place for effective recruitment, training, and evaluation of board members.

If any Board office or Directorships becomes vacant, the President, with the approval of the Board, shall appoint a successor to such office or Directorship to serve until the next regularly scheduled election.

Finances and Fundraising

The President ensures that structures and procedures are in place for securing the resources required by Kesher, and monitors financial planning and financial reports.

The President of Kesher is expected to play a leadership role in fundraising campaigns through personal contributions of services and money.

Additional Responsibilities for: Board Vice President

This position is a potential successor to the President position. In addition to the responsibilities outlined in the General Board Member job description, this position:

- Works closely with and reports to the Board President
- Serves on the executive committee
- Assists the President in the discharge of the President's duties
- Oversees the Congregation's operations and programming
- Carries out special assignments as requested by the board President
- Understands the responsibilities of the board President and be able to perform these duties in the President's absence
- Participates as a vital part of the board leadership

Additional Responsibilities for: Board Treasurer

- Understands and champions financial accounting for nonprofit organizations
- Serves as the chair of the finance committee
- Develops and maintains the synagogue's budget and presents to the board for approval
- Responsible for long term financial strategy, including working with fundraising and endowments
- Champion fiscal responsibility and transparency, including understanding how the synagogue spends its money, and ensuring it does so responsibly
- Oversees insurance and risk analysis
- Maintain continuous and direct communication with the President regarding finances.
- Advise board members of the status of the treasury and their individual budgets.
- Manages, with the finance committee, the board's review of and action related to the board's financial responsibilities
- Ensures development and board review of financial policies and procedures

- Works with the President and the DirOps to ensure that appropriate financial reports are made available to the board on a timely basis
- Signatory of checks

Additional Responsibilities for: Financial Secretary

- Understands and champions financial accounting for nonprofit organizations
- Ensures accuracy of financial records
- Performs reconciliation of bank records, statements, and financial transactions.
- Ensures tax acknowledge statements and donor acknowledgements are accurate and disseminated in a timely manner.
- Monitors cash balances and payment cycles
- Signatory of checks
- Contribute information to the Treasurer's report, including accurate record of all receipts, deposits, and authorizations for payment
- Perform such other duties as may be delegated by the president or treasurer.

Additional Responsibilities for: Board Corresponding Secretary

- Oversees all internal and external communications, including bulletins, general and special notices, and online presence (website, social media)
- Provides notice of meetings of the board and/or of a committee when such notice is required
- Circulates the meeting agenda to Board members prior to meeting
- Maintains a current list of members in good standing

Additional Responsibilities for: Board Recording Secretary

- Maintains accurate board meeting minutes and ensures effective management of organization's records
- Serves as parliamentarian of the board (is sufficiently familiar with legal documents [articles, by-laws, IRS letters, etc.] to note applicability during meetings)
- Ensures minutes are distributed to members shortly after each meeting
- Assists the Corresponding Secretary with the Congregation's communications

Additional Responsibilities for: Director, Social Portfolio

- Leads social committee; recruits committee members
- Plans, coordinates, and executes social events for the Congregation
- Manages portfolio budget
- Supervises volunteers related to portfolio

Additional Responsibilities for: Director, Education Portfolio

- Leads Education committee; recruits committee members
- Plans educational events for the Congregation, including scholars in residence and related logistics
- Manages portfolio budget
- Coordinates speakers, negotiates honorariums, arranges for hospitality for speakers
- Supervises volunteers related to portfolio

Additional Responsibilities for: Director, Ritual Portfolio

- Serves as Board liaison to gabbaim
- Leads Ritual committee; recruits committee members
- Manages portfolio budget
- Coordinates Rabbinic coverage
- Supervises volunteers related to portfolio, including rabbinic/synagogue intern committees

Additional Responsibilities for: Director, Fundraising Portfolio

- Leads Fundraising committee; recruits committee members
- In collaboration with the DirOps and President, advises on fundraising strategy for the year, and assists in campaign execution
- Supervises volunteers related to portfolio

Additional Responsibilities for: Trustee

Trustees hold six (6)-year terms staggered at two (2)-year intervals. Each Trustee shall serve until a successor has been qualified. A Trustee may not serve as an Officer or as one of the elected or Presidentially-appointed Directors of the Congregation. Trustees are expected to:

- Advise the President and the Board on any of the affairs of the Congregation whether orally or in writing
- Be voting members of the Board
- Hold, retain and protect all funds and other assets held, retained and protected by current Trustees under written Board approved agreements
- Administer all currently administered Trustee funds until approved written agreements are executed by the Board and by the Trustees

Additional Responsibilities for: Past President

- Provide advice and guidance to the president and to the board
- Cultivate relationships and share institutional memory

POLICY: CONFLICT OF INTEREST

I. Purpose

The purpose of this conflict of interest policy is to protect the interests of Keshet Israel when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, director, trustee, or member of a committee or other group with powers delegated by the Board of Directors.

This policy is intended to supplement but not replace any applicable state and federal laws or other legal authorities governing applicable conflict of interest issues.

II. Definitions

a) Interested person:

Any officer, director, trustee, or member of a committee or other group with powers delegated by the Board of Directors, who has a direct or indirect financial interest, as defined below, is an interested person.

b) Financial interest:

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family: an ownership or investment interest in any entity with which Keshet Israel has a transaction or arrangement; a compensation arrangement with Keshet Israel or with any entity or individual with which Keshet Israel has a transaction or arrangement; or a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which Keshet Israel is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. (A financial interest is not necessarily a conflict of interest. Under Section III of this policy, a person who has a financial interest will have a conflict of interest only if the Board of Directors determines that a conflict of interest exists.)

III. Procedures

a) Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board of Directors, which shall consider the proposed transaction or arrangement.

b) Determination of whether a conflict of interest exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board of Directors meeting while the determination of a conflict of interest is discussed and voted upon. The remaining members of the Board of Directors shall decide if a conflict of interest exists.

c) Addressing a conflict of interest

1. If the Board of Directors determines that a conflict of interest exists, an interested person may then make a presentation to the Board of Directors on the transaction or arrangement, but other than the presentation may not attend or participate in any subsequent discussion of, and vote on, the transaction or arrangement involving the conflict of interest.
2. The President shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the Board of Directors shall determine whether Keshet Israel can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors shall determine by a majority vote of the attending disinterested directors whether the transaction or arrangement is in Keshet Israel's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination the Board of Directors shall then determine whether to enter into the transaction or arrangement.

d) Violation of the conflict of interest policy

1. If the Board of Directors has reasonable cause to believe a person meets the definition of an interested person but has failed to disclose actual or possible conflicts of interest, it shall inform the person of the basis for such belief and afford the person an opportunity to explain the alleged failure to disclose.
2. If, after considering any information provided by the person and after making further investigation as warranted by the circumstances, the Board of Directors determines the person meets the definition of an interested person and has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and/or corrective action.

IV. Records of proceedings

The minutes of the Board of Directors shall contain:

- a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the determination by the Board of Directors as to whether a conflict of interest in fact existed.

- b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

VI. Acknowledgment of conflict of interest policy

Each officer, director, trustee, and member of a committee or other group with powers delegated by the Board of Directors shall sign a statement at the beginning of his or her term which affirms that such person: has received a copy of the conflicts of interest policy; has read and understands the policy; and agrees to comply with the policy.

**CONFLICT OF INTEREST DECLARATION
BOARD OF DIRECTORS**

OFFICER/DIRECTOR NAME:
POSITION:

When completing this form, please remember to take into consideration whether you are impacted through your immediate family, as appropriate. *In the case of any “no” responses below, please elaborate on the back of this document.*

1. COMPLIANCE			
1.1	I confirm that I have read and understood Kesher Israel’s Conflict of Policy.	YES	NO
1.2	I agree to comply with the Conflict of Interest policy throughout the duration of my term.	YES	NO
1.3	I agree to inform the Executive Director of any changes affecting this declaration which may occur after today’s date for the duration of my term.	YES	NO
2. CONFLICT OF INTEREST			
2.1	Do you have any conflicts already in place based on your association with Kesher Israel?	YES	NO
2.1.1	If Yes, please describe:		
2.2	Based on your current role and relationship with Kesher Israel, do you know of any pending Conflict of Interest?	YES	NO
2.2.1	If Yes, please describe:		
3. ACCEPTANCE – DECLARATION & SIGNATURE			
I confirm that I have declared any and all conflicts currently known to me, and that I will act in compliance with this policy for the duration of my term as a member of the Board of Directors of Kesher Israel.			
SIGNATURE:		DATE:	

POLICY: CONFIDENTIALITY

I. Purpose

The purpose of this confidentiality policy is to protect the confidential information related to Keshet Israel, including its sensitive business decisions, personal information about members, volunteers, staff, contractors, other stakeholders, and other such details of its operations and strategy as is discussed on a regular or ad hoc basis.

II. Definitions

Confidential Information

Confidential Information means any information that, under the circumstances surrounding disclosure, a reasonable person would regard as confidential in nature and would include sensitive topics or specific information relating to business decisions and strategy, proprietary operational information, personnel information such as salary or like issues, or information otherwise considered private related to the membership, volunteers, contractors and staff.

III. Expectations regarding confidentiality

During the course of serving in your volunteer position with Keshet Israel, you may be party to various discussions with different levels of sensitivity attached to the information and subjects.

Any information which would be considered private and confidential, either with regards to a person or the business operations of Keshet Israel must automatically be treated as such.

For other information which is not explicitly confidential, you must evaluate the information and consider whether the operations of Keshet Israel would be compromised from a business and professional perspective by the release of the information, or whether the information related to an individual would be otherwise considered private.

Any questions regarding whether information is confidential should be directed to the President or Executive Director prior to a decision being made.

IV. Acknowledgment of confidentiality policy

Please sign this statement affirming that you: have received a copy of the confidentiality policy, have read and understands the policy, and agree to comply with the policy.

Name (printed)

Name (signed)

Date