



GUIDELINES FOR BOARD MEMBERS

Duty of Loyalty

Among the fiduciary obligations of a Board member, staff member, or committee member of a non-profit corporation is a duty of loyalty to the non-profit corporation. This includes supporting, and not opposing directly or indirectly or taking any other stance against, the policies and positions duly adopted by the Board.

As representatives of the ACTJC, Board members, staff, and committee members are obligated to maintain this duty of loyalty in all manner of activities during their terms of office. This duty of loyalty is not intended to, nor should it; discourage debate within Board or committee meetings. Such debate is encouraged and is part of the individual's responsibility in the deliberation process.

Board Solidarity

The official spokesperson for the Board is the President or Chair. A Board member supports the decisions and policies of the Board in discussions with outsiders, even if the Board member holds another view or voiced another view during a Board discussion or was absent from the Board meeting.

Board solidarity means that a decision taken in proper form by the Board is a decision of all Board members. You don't get to behave as if it hadn't happened, or criticise it to outsiders, or keep agitating outside the Board for your own proposition.

This can often be difficult, because Boards can take decisions that you may not want to be associated with, or decisions that go against the opinions, or even the interests, of other groups - some of which groups can be among those electing members to the Board. Even there, though, you're not supposed to go back to your constituents and badmouth the Board's decision. As best you can, you're supposed to defend it, showing your people why it was taken and what it actually means.

If you can't defend the actions of your Board at all - if you think they're utterly wrong - and if there's no chance of winning your colleagues round, then you may have to consider resigning.

An incorporated association is in the eyes of the law a legal person - but only one legal person, which means that it can only have one opinion at a time.

As noted, a Board member may continue to press their views within the Board if they feel there is a chance of having the decision overturned, unless there are provisions in the standing orders to limit

their rights in this area (some organisations forbid motions to revoke previous motions until a certain period of months or number of meetings has elapsed).

Confidentiality of Certain Board Discussions and Board Documents

In order to encourage and foster open and candid discussion at its meetings, the Board has a policy of maintaining confidentiality for certain agenda topics that the President has marked as confidential, both prospectively and retrospectively. Therefore, each Board member and staff member must keep confidential any and all information identified as confidential and relating to such discussions at its meetings, including any and all materials, e.g., correspondence, reports, etc., unless compelled by legal process to disclose such information, or as otherwise agreed by the Board. While Board and staff members are free to discuss actions adopted by the Board, disclosing or distributing any information concerning the confidential discussion of such items during the Board meeting is prohibited.

Team Work

A Board member works positively, cooperatively and respectfully with others in the performance of his or her duties.

Represent and serve the community as a whole rather than any special interest group or constituency

As a member of the Board speak only for yourself, not for any other individual or group. Avoid the “people are saying” trap. Own your stated position and state only your own position on each decision or vote. Always remember that as a Board member you represent the entire congregation.

Work toward consensus as often as possible; this requires persuasion and compromise

The Board should be able to reach consensus on most issues. An individual who usually sees things clearly in “either/or” terms tends to find difficulty in the compromise necessary to reach consensus, and frequently is not effective as a member of the Board. There will be times when your convictions lead you to disagree with other members of the Board; but you should strive for consensus and support the result.

Avoid prejudiced judgments on the basis of information received from individuals, and urge those with grievances to follow established policies and procedures

It is not uncommon for Board members or the Board to be drawn into grievances by or about our staff members. The President serves as personnel director and it is not the role of the Board to adjudicate such matters. Board members can serve a constructive role by facilitating contact with the President when individuals raise such concerns. Board members can also support the President when she or he seeks their counsel on personnel issues.

Do not surprise other Board members by raising difficult or conflictive issues without prior consultation

No one likes unpleasant or embarrassing surprises. Board members with complaints or sensitive information concerning the staff or other Board members should consult with the individual(s) involved prior to raising the matter with the Board.

Prepare for and participate in Board meetings, asking timely and substantive questions consistent with your conscience, convictions and need for information to make decisions

Become thoroughly familiar with all documents that are prepared for each Board meeting; keep a personal file of documents of previous meetings, especially minutes, reports and financial statements.

Hold yourself and other Board members accountable for promises made, for obligations of office, and for good Board process.

Avoid even the appearance of a conflict of interest

A conflict of interest is anything that inures to the personal financial benefit of a Board member, his or her family, or household. Do not accept gifts from or offer gifts to anyone who does business with the community. If you are a Board member and have any relationship with the community for which you or someone close to you receives a financial benefit, that is a conflict of interest. In such cases, Board members should recuse themselves (disclose/announce the conflict of interest and exempt themselves from debate and vote) from any decision on that matter.

Authorisation

Robert Cussel
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ACT Jewish Community Inc

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