



## **Recommendation and Proposed Changes to Reduce the Size of the BI Board of Governors**

### **Summary**

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The purpose of this proposal is to reduce the size of the B'nai Israel Board of Governors from its current size of 94 members to 40 members.

The very large size of the BI BOG is out of step with Best Practices and is problematic on multiple fronts. Currently, we do not experience full engagement by all of our BOG members in a variety of areas, including attendance at BI events and programs, or support of BI fundraising activities. The large size also contributes to feelings of disenfranchisement amongst BOG members, and an inability for everyone to truly have their voices heard. There is inconsistent attendance at BOG meetings, with only 32 BOG members having attended at least 7 of the 10 meetings held in FY18.

In addition, the minimum number of meetings currently required for both the BOG and Executive Committee – 10 per year for the BOG and 12 for the Executive Committee – is also misaligned with Best Practices and helps contribute to inefficiency and dysfunction. Currently there is too much overlap in the content covered at Executive Committee and BOG meetings, and it is sometimes a struggle to identify substantive content that contributes to the intended purpose of the BOG to cover at BOG meetings. As a result, too much of the deliberation on matters, and even sometimes decision making, takes place by the Executive Committee because the BOG is not currently operating efficiently or properly.

Moreover, it is critical to maintain continuity in BOG leadership and access to the input of experienced veterans of BI leadership by current leaders. B'nai Israel has a long and rich history of evolving as a leader in the Conservative Synagogue movement. The benefit of the lessons learned by those who have led the way over the years is something that needs to be maintained.

This proposal addresses the problems and challenges outlined above.

### **Process**

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The need to reduce the size of the BI BOG has been discussed by BOG members for many years. At a moderated retreat in 2012 consensus was reached on the need for this change. Around

2015 the beginnings of a proposal were brought forth by the Governance Task Force then in place.

At the September BOG meeting 38 of 41 people in attendance felt that the right number of members for the BOG is somewhere between 30-40. 19 of 38 responding to the question “Would you volunteer to give up your seat if we downsized” said yes, and 7 responded maybe. Following this meeting, President Marla Schulman convened the Board Size Task Force to develop this recommendation and proposal to reduce the size of the BOG.

The Task Force met throughout October and November 2018 and examined the feedback from the September BOG meeting including questions about whether to automatically include Past Presidents on the BOG going forward, whether to create some type of Advisory Body, what the purpose of said Body might be, and more. The Task Force also sought input from the JCC and Congregation Beth El on the processes they undertook to reduce the size of their Boards.

Additionally, the Task Force deliberated many related issues to the question, such as number of members to be elected to the BOG each year, delegates to serve on the BOG, term lengths, term limits, composition of the nominating committee, and number of members required for a quorum at BOG meetings.

After reaching consensus on the details of this proposal, the Task Force worked with an expert Governance Consultant, Jill Goldenberg, to ensure that the recommendations are in line with Best Practices and to codify the necessary changes to the By-Laws and Constitution. Jill Goldenberg provides management consulting and executive coaching to nonprofit and corporate leaders throughout the U.S. She has extensive experience in both professional and volunteer leadership roles, including as Board Chair of the JCRC of Greater Boston.

## **Proposal**

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The following changes are proposed to reduce the size of the B’nai Israel Board of Governors.

These changes, along with some accompanying minor updates to facilitate them, are codified as proposed amendments to the Constitution, which were approved by a majority vote of the Board of Governors at the December 2018 meeting to put forward to the congregation for a vote.

1. The following **changes** will be made to the list of who serves on the BOG:
  - The Assistant Secretary position will be eliminated
  - Instead of 30 members elected for three-year terms, 14 members elected for two-year terms
  - Instead of 4 members new to the BOG for a 1-year term, 3 members new to the BOG for a 1-year term

- Instead of up to 4 presidential appointees, up to 3 presidential appointees
- Instead of all Past Presidents, the two Immediate Past Presidents
- No honorary BOG members
- No Gabbai Delegate
- Officers coming off of the Executive Committee will not serve a 1-year term
- Three members elected from the Leadership Advisory Council (see Item 2 below), will serve a 1-year term

The chart below illustrates the changes to the BOG structure and numbers:

Current (FY19)		Proposed	
Officers	12	Officers	10*
Immediate Past President	1	Immediate Past President	1
Past Presidents	14	2 <sup>nd</sup> Immediate Past President	1
Trustees	4	Trustees	4
Gabbai Delegate	1		0
Mens Club Delegate	1	Mens Club Delegate	1
Sisterhood Delegate	1	Sisterhood Delegate	1
Talmud Torah Delegate	1	Talmud Torah Delegate	1
Nursery School Delegate	1	Nursery School Delegate	1
Honorary BOG Members	22		0
Elected 3-year term	30	Elected 2-year term	14
Elected New 1-year term	4	Elected New 1-year term	3
Up to 5 Pres Appointees	0	Up to 3 Pres Appointees	3
Retiring Officers 1-year term	2	Retiring Officers 1-year term	0
	0	Advisory Council Delegates	3
<b>TOTALS</b>	<b>94</b>	<b>TOTALS</b>	<b>43</b>

\* every other year this number will be 11 due to the President-Elect position

2. A **Leadership Advisory Council** will be created, comprising the Past Presidents, Honorary Members (those who have served for 18 years on the BOG), and the Executive Committee. Three members of the Council will be elected to serve on the Board of Governors each for a one-year term, for a maximum of two consecutive years. The role of the Council will be to provide guidance and input, particularly from a historical perspective, on strategic matters under consideration by the Board of Governors. It will be chaired by the Immediate Past President, and will meet a minimum of one time per year. The President will request that additional meetings of the Council be convened, as appropriate, at such times as matters arise that would benefit from the Council's guidance. The President is encouraged to provide members of the Leadership Advisory Council with copies of the Officer Reports and minutes that are distributed to the BOG.

3. The minimum number of BOG meetings will change from 10 per year to 6.
4. The requirement for Executive Committee meetings will change from monthly to a minimum of 6 per year.
5. It will take three years to fully transition to the reduced size of the BOG.

We currently have 34 elected members serving on the BOG (30 serving three-year terms plus 4 new members serving a one-year term). Ultimately, the BOG will include 17 elected members (14 serving two-year terms plus 3 new members serving a one-year term).

The 10 members currently on the BOG whose term expires June 30, 2020 will continue to serve until then, and the 10 members currently on the BOG whose term expires June 30, 2021 will continue to serve until then.

The following chart outlines the transition from 34 elected members to 17:

	7/1/2018- 6/30/2019	7/1/2019- 6/30/2020	7/1/2020- 6/30/2021	7/1/2021- 6/30/2022
Currently Serving 1-year term	4	0	0	0
Currently Serving 3-year terms	30	20	10	0
To be elected May 2018 to serve a 1-year term	0	3	0	0
To be elected May 2018 to serve a 2-year term	0	7	7	0
To be elected May 2019 to serve a 1-year term	0	0	3	0
To be elected May 2019 to serve a 2-year term	0	0	7	7
To be elected May 2020 to serve a 1-year term	0	0	0	3
To be elected May 2020 to serve a 2-year term	0	0	0	7
<b>Totals</b>	<b>34</b>	<b>30</b>	<b>27</b>	<b>17</b>

### Board Size Task Force

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**Chair:** Gail Rubinson

**Members:** Myra Cohen, Dan Fisher, David Gordon, Steve Rothenberg, Marla Schulman, Jodi Shulimson, Dale Singer, Sherry Wachtel