



BOARD ORIENTATION ESSENTIALS

LEAP

SEPTEMBER 2022

WHY HOLD A BOARD ORIENTATION?

Build	Build relationships between directors and volunteer/professional leadership
Inspire	Inspire directors about your mission and vision
Define	Define the role of directors – fiduciary, ambassadors, philanthropy
Review	Review the organization's finances
Onboard	Get new directors up to speed
Ask	Allow ample time for questions
Follow up	Follow up 1 on 1 after the orientation to continue the conversation

Icebreakers

- Icebreakers are a great way to allow everyone to share and speak
- It is helpful to begin an orientation after every person has spoken out loud already – this will make it easier for people to ask questions later
- Icebreaker questions do not need to be complicated and can be answered in many ways

Please share something that you did this summer for the first time/hadn't been able to do in several years?

Two ways you love to spend your time (consider leisure, fun, volunteering, work, family, travel)

What is one thing you've done in the Jewish community or the Boston community that you're most proud of?

MOST IMPORTANT ELEMENTS OF BOARD ORIENTATION

Getting to Know Each Other

- Make new directors feel welcome
- Reinforce directors' commitment to serve on the Board
- Build relationships between directors and with leadership

Providing Baseline of Information

- Organizational Mission Vision Strategy
- Budget Information – Prior Fiscal Year Detail
- Key Programs and Players

Opportunity for Questions with Org Leaders

- Share materials in advance to leave time for discussion
- Structure time around Director questions
- Ensure critical information is shared

FREQUENTLY ASKED QUESTIONS DURING ORIENTATION

What's size of the organization (membership, staff, budget, etc)?

What are the biggest challenges or risks facing the organization?

What is the experience at Board meetings?

What is leadership most excited about this year?

What are the major sources of funds to support the organization?

How long do directors serve on the Board?

How the organization changed (over past 5-10 years, since last strategic plan, after leadership transition...)?

THANK YOU

The Agenda

Welcome and Introductions

- Allows time to build connections and for everyone to get to know each other

Mission and Vision

- Anchors the work of the Board with the work of the Organization

Role of the Director

- Spend time reviewing the roles and responsibilities for Directors

Brainstorm Questions for Discussion

- Invite Directors to share their questions to help focus time together

Board Orientation Agenda

- Welcome and Introductions (15 min)
- Mission and Vision (10 min)
- Role of the Director (15 min)
- Brainstorm Questions and Discuss (60 min)
 - Mission, Vision, Direction, Impact
 - Fiduciary responsibilities
 - Internal operations and volunteer governance
 - Current issues at hand
- Wrap up (5 min)

Board Binder Checklist

- A list of materials to compile in advance of board orientation
- Send to new directors in advance of the orientation
- Leave time during the orientation for discussion and questions

Welcome

- Note from Board Chair

Reference Materials

- Board Roster
- Board Meeting Dates
- Governance structure

Mission and Goals

- Mission and Vision
- Organizational Goals
- Board Goals

Role and Responsibilities

- Director Job Description
- Fiduciary Responsibilities
- Conflicts of Interest
- Code of Conduct Policy

Organizational Impact

- Impact Report
- Program Summaries

Operations

- Executive Contact Info
- Staff Org. Chart
- Department Summaries

Financial Review

- Past Year Operating Budget
- Future Year Budget Recommendations
- Audited Financial Statements
- IRS Form 990

Current Discussion Topics

- Ex: Strategic Planning, Leadership Transitions, Organizational Pivots

Appendices

- Strategic Plan
- Bylaws

RESOURCES

Sample Materials For Reference

- Code of Conduct
- Conflict of Interest Policy

CODE OF CONDUCT

COMBINED JEWISH PHILANTHROPIES OF GREATER BOSTON, INC. POLICY AGAINST HARASSMENT

Article I. Purpose

Combined Jewish Philanthropies of Greater Boston, Inc. ("CJP") is committed to providing an environment that is free of sexual and other harassment based on sex, race, or any other personal characteristic protected under federal or state law. This Policy Against Harassment (the "Policy") is intended to describe the conduct that is prohibited by CJP. Any director, officer, or member of the Audit Committee, CareGroup/CJP Board of Managers, CJP Investment Committee, Committee on Budget and Administration, Committee on Development, Organizational Development Committee, Governance and Nominating Committee, Commission on Strategic Priorities, or any such other committees as the CJP Board of Directors (the "Board") may from time to time establish (each, a "Standing Committee") who engages in prohibited discrimination or harassment, will be subject to discipline up to and including removal from his or her leadership position.

Article II. Definition of Sexual Harassment

CJP prohibits unlawful sexual harassment. Sexual harassment refers to any type of behavior of a sexual nature, intentional or unintentional, that is unwelcome and that has the purpose or effect of creating an environment that is hostile, offensive, intimidating or humiliating. Sexual harassment means sexual advances, requests for sexual favors, and/or conduct of a sexual nature when: (1) submission to or rejection of such advances, requests or conduct is made, either explicitly or implicitly, (a) a term or condition of employment or service as an officer, director, or Standing Committee member or (b) the basis for an employment, election, or appointment decision; or (2) such conduct has the purpose or effect of interfering with work, professional performance or service, or creating an intimidating, hostile, humiliating or sexually offensive work or professional environment.

The legal definition of sexual harassment is broad and includes other sexually oriented conduct that is unwelcome and has the effect, whether intended or not, of creating an environment that is hostile, offensive, intimidating, or humiliating. While it is not possible to list all of the circumstances that may constitute sexual harassment, the following are some examples of conduct which, if unwelcome, may constitute sexual harassment, depending on the circumstances, including the severity of the conduct and its pervasiveness:

- Sexual advances, whether they involve physical touching or not
- Epithets or jokes of a sexual nature, written or oral references to sexual conduct, discussion of one's sex life or comments about an individual's sexual prowess, deficiencies or activity
- Display of objects, pictures or cartoons of a sexual nature
- Leering, whistling or physical touching of another's body
- Repeatedly asking an employee, officer, director, or standing committee member for a date after such individual has said no.

COMBINED JEWISH PHILANTHROPIES OF GREATER BOSTON, INC. POLICY AGAINST HARASSMENT

Article I. Purpose

Combined Jewish Philanthropies of Greater Boston, Inc. (“CJP”) is committed to providing an environment that is free of sexual and other harassment based on sex, race, or any other personal characteristic protected under federal or state law. This Policy Against Harassment (the “Policy”) is intended to describe the conduct that is prohibited by CJP. Any director, officer, or member of the Audit Committee, CareGroup/CJP Board of Managers, CJP Investment Committee, Committee on Budget and Administration, Committee on Development, Organizational Development Committee, Governance and Nominating Committee, Commission on Strategic Priorities, or any such other committees as the CJP Board of Directors (the “Board”) may from time to time establish (each, a “Standing Committee”) who engages in prohibited discrimination or harassment, will be subject to discipline up to and including removal from his or her leadership position.

Article II. Definition of Sexual Harassment

CJP prohibits unlawful sexual harassment. Sexual harassment refers to any type of behavior of a sexual nature, intentional or unintentional, that is unwelcome and that has the purpose or effect of creating an environment that is hostile, offensive, intimidating or humiliating. Sexual harassment means sexual advances, requests for sexual favors, and/or conduct of a sexual nature when: (1) submission to or rejection of such advances, requests or conduct is made, either explicitly or implicitly, (a) a term or condition of employment or service as an officer, director, or Standing Committee member or (b) the basis for an employment, election, or appointment decision; or (2) such conduct has the purpose or effect of interfering with work, professional performance or service, or creating an intimidating, hostile, humiliating or sexually offensive work or professional environment.

The legal definition of sexual harassment is broad and includes other sexually oriented conduct that is unwelcome and has the effect, whether intended or not, of creating an environment that is hostile, offensive, intimidating, or humiliating. While it is not possible to list all of the circumstances that may constitute sexual harassment, the following are some examples of conduct which, if unwelcome, may constitute sexual harassment, depending on the circumstances, including the severity of the conduct and its pervasiveness:

- Sexual advances, whether they involve physical touching or not
- Epithets or jokes of a sexual nature, written or oral references to sexual conduct, discussion of one’s sex life or comments about an individual’s sexual prowess, deficiencies or activity
- Display of objects, pictures or cartoons of a sexual nature
- Leering, whistling or physical touching of another’s body
- Repeatedly asking an employee, officer, director, or standing committee member for a date after such individual has said no.

Article III. Other Harassment

CJP also prohibits other forms of unlawful harassment. For purposes of this Policy, other harassment is defined as verbal or physical conduct that denigrates or shows hostility or aversion toward an individual because of the individual’s race, color, gender, pregnancy, age, religion, national origin, ancestry, sexual orientation, gender identity, physical or mental disability, veteran status, military service, application for military service, genetic information, or any other characteristic protected by law, and that:

- has the purpose or effect of creating an intimidating, hostile or offensive environment, or
- has the purpose or effect of unreasonably interfering with an individual’s work, contribution or performance.

Some examples of such harassment are: using epithets or slurs or making jokes or pranks that focus on a protected characteristic; and circulating or displaying written or graphic material that denigrates or shows hostility or aversion toward a person or group because of a protected characteristic.

Article IV. Complaints of Harassment and/or Retaliation

The responsibility to investigate complaints of sexual or other harassment by a director, an officer, or a Standing Committee member has been assigned to the CJP Human Resources Department. If you experience or witness sexual or other harassment, you should immediately report it to the CJP Human Resources Department, the Chair of the CJP Board of Directors or the CJP Whistleblower Hotline, as appropriate. Directors, officers, and Standing Committee members should not allow an inappropriate situation to continue by not reporting it. Any director, officer, or Standing Committee member receiving a report of sexual or other harassment is required to immediately report it to the CJP Human Resources Department, the Chair of the CJP Board of Directors or the CJP Whistleblower Hotline, as appropriate.

CJP strictly prohibits retaliation against any director, officer, or Standing Committee member in connection with any report of harassment. If you believe that you have been retaliated against in connection with any report of harassment, you should immediately report such conduct to the CJP Human Resources Department, the Chair of the CJP Board of Directors or the CJP Whistleblower Hotline. Any director, officer, or Standing Committee member receiving a report of retaliation is required to immediately report it to the CJP Human Resources Department, the Chair of the CJP Board of Directors or the CJP Whistleblower Hotline, as appropriate.

Article V. Investigations

Upon receipt of a complaint of harassment, CJP will promptly conduct a thorough investigation in such a way as to maintain your confidentiality to the extent possible under the circumstances. All directors, officers, and Standing Committee members are expected to cooperate with internal investigations. Any

director, officer, or Standing Committee member who is found to have harassed an employee of CJP, a director, an officer, or a Standing Committee member may be subject to disciplinary action, up to and including immediate removal from the individual's respective position as a director, an officer, or a Standing Committee member. CJP also will take appropriate corrective action to address harassment by individuals who are not employees, directors, officers, or Standing Committee members.

Article VI. State and Federal Agencies

The following is a list of state and federal government agencies that enforce employment discrimination laws:

Massachusetts Commission Against Discrimination ("MCAD")

One Ashburton Place Boston, MA 02108 (617) 994-6000	436 Dwight Street, Suite 220 Springfield, MA 01103 (413) 739-2145
---	---

455 Main Street, Room 100 Worcester, MA 01608 (508) 799-8010	800 Purchase Street, Room 501 New Bedford, MA 02740 (508) 990-2390
--	--

United States Equal Employment Opportunity Commission ("EEOC")

475 John F. Kennedy Federal Building
Government Center
Boston, MA 02203-0506
(617) 565-3200

Article VII. Offensive Conduct

Offensive conduct, while not unlawful, is not appropriate in the workplace, a professional environment, or a CJP-related event. Therefore, CJP prohibits conduct that a reasonable person would find offensive and unrelated to CJP's legitimate business interests, even if such conduct is not related to any protected characteristic.

Examples of prohibited offensive conduct include: repeated verbal abuse, such as the use of derogatory remarks and insults; repeated comments or banter that insult or disparage an individual or group; verbal or physical conduct that a reasonable person would find threatening or intimidating; persistent, malicious mistreatment that degrades or humiliates an employee, director, officer, or Standing Committee member; personal attacks (i.e., angry outbursts, excessive profanity, or name-calling); unreasonable interference with an employee's, director's, officer's, or Standing Committee member's ability to do his or her work or to fulfill his or her duties; and deliberate sabotage or undermining of a person's work or performance. A single act usually does not constitute offensive conduct, unless that single act is severe and egregious.

CJP strongly encourages directors, officers, and Standing Committee members to promptly report offensive conduct. Directors, officers, and Standing Committee members always should feel free to ask anyone who is engaging in offensive conduct to stop. In addition, if you feel that you have seen or been the victim of offensive conduct, please report such conduct to the CJP Human Resources Department, the Chair of the CJP Board of Directors or the CJP Whistleblower Hotline, as appropriate.

CONFLICT OF INTEREST POLICY

COMBINED JEWISH PHILANTHROPIES OF GREATER BOSTON, INC.

Policy on Conflicts of Interest

ARTICLE I
PURPOSE

The purpose of this conflicts of interest policy is to ensure that deliberations and decisions of the Combined Jewish Philanthropies of Greater Boston, Inc. (CJP) are made in the best interests of CJP, and to protect the interests of CJP when it is contemplating entering into a transaction or arrangement that might benefit the private interests of an Interested Person (defined in Article II).

This policy provides CJP with a procedure which, if observed, will allow a transaction or arrangement to be treated as valid and binding even though an Interested Person has and may have a conflict of interest with respect to the transaction or arrangement. This policy is intended to supplement, but not replace, any applicable federal or state laws governing conflicts of interest applicable to not-for-profit and charitable corporations.

ARTICLE II
DEFINITIONS

1. INTERESTED PERSON

Any Officer, Director or, employee who is authorized to establish institution-wide policies or make institution-wide decisions (including, without limitation, the President, Chief Financial Officer, Chief Operating Officer, Senior Vice Presidents, and Vice Presidents or any person with substantial influence over CJP), who has a direct or indirect Financial Interest, as defined below, is an Interested Person.

2. FINANCIAL INTEREST

A person has a Financial Interest if the person has, directly or indirectly, through business, investment or Family (defined below):

- a. a material Ownership or Investment Interest (defined below) in any Entity (defined below) with which CJP enters into a transaction or arrangement; or
- b. a material Compensation Arrangement (defined below) with CJP or with any Entity or individual with which CJP has a transaction or arrangement; or
- c. a potential material Ownership or Investment Interest in, or Compensation Arrangement with, any Entity or individual with which CJP is negotiating a transaction or arrangement.

A Financial Interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who discloses a Financial Interest may have a conflict of interest only if the Board of Directors (the "Board") decides that a conflict of interest exists.

3. ADDITIONAL DEFINITIONS

The following additional terms are defined below:

- a. **Family** includes one's spouse, ancestors, children, grandchildren, great-grandchildren, siblings (whether by whole or half blood), and the spouses of children, grandchildren, great-grandchildren, and siblings ("Family").
- b. **Business Relationships** for this purpose are serving on the board of a for-profit organization, employment relationships, contractual relationships, and common ownership of a business where any officers, directors, or employees, individually or together, possess more than a 35% ownership interest in common ("Business Relationships").
- c. **Entity** includes any corporation, trust, association, partnership, firm, or venture ("Entity").
- d. **Ownership or Investment Interest** is defined as ownership of any beneficial or proprietary interest in the Entity ("Ownership or Investment Interest"), for this purpose means voting power in a corporation, profits interest in a partnership, or beneficial interest in a trust.
- e. **Compensation Arrangement** includes service to the Entity as a paid trustee, director, officer, active professional staff member, management employee, or paid consultant ("Compensation Arrangement").

Compensation includes direct and indirect remuneration, as well as gifts or favors that are substantial in nature ("Compensation").

ARTICLE III
PROCEDURES

1. DUTY TO DISCLOSE

In connection with any actual or possible conflicts of interest, an Interested Person has an affirmative duty to disclose the existence of his or her Financial Interest and shall be given the opportunity to disclose all material facts to the Board of Directors.

2. DETERMINING WHETHER A CONFLICT OF INTEREST EXISTS

After disclosure of the Financial Interest and all material facts, and after any discussion with or presentation by the Interested Person to the Board, the Interested Person shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest in fact exists.

The determination of whether a conflict of interest exists may be dispensed with if the Interested Person agrees that a conflict of interest exists.

3. PROCEDURES FOR ADDRESSING CONFLICTS OF INTEREST

When it has been determined under Section 2 of this Article that a conflict of interest exists, the Board will then evaluate the particular transaction or arrangement.

- a. An Interested Person may make a presentation at the Board meeting, but after such presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.
- b. The Chair of the Board may, if appropriate, appoint a disinterested person or committee to examine alternatives to the proposed transaction or arrangement.
- c. If the Board determines that a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board shall determine by a majority vote of the disinterested members whether the transaction or arrangement is in CJP's best interests and for its own benefit and whether the transaction is fair and reasonable to CJP and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

4. VIOLATIONS OF THE CONFLICTS OF INTEREST POLICY

- a. If the Board has reasonable cause to believe that an Interested Person has failed to disclose actual or possible conflicts of interest, it shall inform the Interested Person of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the response of the Interested Person and making such further investigation as may be warranted in the circumstances, the Board determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate corrective action.

**ARTICLE IV
DOCUMENTATION OF PROCEEDINGS**

The minutes of the Board meeting at which a conflict of interest transaction or arrangement is discussed or voted upon shall contain:

1. the name of the Interested Person who disclosed or otherwise was 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 Board's decision as to whether a conflict of interest in fact existed; and
2. the names of the persons who were present for discussions, debate, and votes relating to the transaction or arrangement; any actions by the Interested Person having the conflict of interest; the content and result of the discussion, including any alternatives to the proposed transaction or arrangement; the terms of the transaction and the date approved or disapproved; and a record of who voted on the proposed transaction or arrangement and how they voted.

**ARTICLE V
FINANCIAL TRANSACTION**

Under no circumstances shall an Interested Person engage in a Financial Transaction without the prior approval of the Board of Directors. For this purpose, a Financial Transaction shall constitute any material agreement, transaction or arrangement under which Compensation flows, or a loan or investment is made, between an Interested Person or an Entity that is materially owned or controlled by an Interested Person and an employee of CJP or an Entity that is materially owned or controlled by an employee of CJP.

**ARTICLE VI
COMPENSATION**

A voting member of the Board who receives Compensation, directly or indirectly, from CJP for services is precluded from voting on matters pertaining to that member's Compensation.

Persons who receive Compensation, directly or indirectly, from CJP, whether as employees or independent contractors, are precluded from voting membership on any committee whose jurisdiction includes Compensation matters. However, no such persons receiving Compensation are prohibited from providing information to any committee regarding compensation matters.

**ARTICLE VII
ANNUAL NOTICE OF POLICY**

Each Interested Person shall annually be provided with a copy of the conflicts of interest policy then in effect. As part of this Annual Notice of Policy, each Interested Person shall annually be asked to sign a statement which affirms that such person:

1. has received a copy of the conflicts of interest policy;
2. has read and understands the policy;
3. has agreed to comply with the policy; and
4. understands that CJP is a charitable organization and that, in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

In addition, each Interested Person shall annually disclose any Financial Interest that he or she has with CJP or that members of his or her Family have or are seeking with CJP. If an Interested Person does not disclose any such Financial Interest, it will be presumed that no such Financial Interest currently exists.

**ARTICLE VIII
PERIODIC REVIEWS**

To ensure that CJP operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable and are the result of arm's-length bargaining. This responsibility shall rest with the Committee on Organizational Development.
2. Whether any partnership and joint venture arrangements conform to written policies, are properly recorded, reflect reasonable payments for goods and services, further CJP's charitable purposes and do not result in inurement or impermissible private benefit. This responsibility shall rest with the Audit Committee.

In conducting the periodic reviews, CJP may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring that periodic reviews are conducted.

**ARTICLE IX
USE OF CONFIDENTIAL INFORMATION**

An Interested Person may not use his or her position with respect to CJP, or confidential corporate information obtained by him or her relating to CJP, in order to achieve a financial benefit for himself or herself or for a third person, including another not-for-profit or charitable organization.

**ARTICLE X
SERVICE ON MULTIPLE BOARDS OF CHARITABLE ORGANIZATIONS**

In the event that an Interested Person or member of his or her Family is on the governing board of another charitable organization, the Interested Person shall refrain from participating in any vote in either organization on matters that could involve conflicting interests of CJP and the other organization.

**ARTICLE XI
ACCEPTANCE OF GIFTS**

An Interested Person or member of his or her Family shall not accept gifts or other favors under circumstances that might lead to an inference that the gift or favor was intended to influence the Interested Person's decision on a then-pending matter before CJP. An Interested Person may accept non-monetary gifts and customary business amenities, such as meals and entertainment, if the purpose of the gift or amenity is only to create or maintain goodwill rather than to influence a pending business decision of the Interested Person.

**ARTICLE XII
AMENDMENT**

This policy may be amended only by a majority vote of the Board at a regular or special meeting of the Board. In the event the policy is amended, all Interested Persons shall be provided with a copy of the policy as amended.