These materials are only a guide

Always consult with your own legal advisers about what your organization needs to have in place. Modify materials as you see fit to ensure that new directors have the information they need to fulfill their responsibilities.
**Why hold a Board Orientation?**

<table>
<thead>
<tr>
<th>Build</th>
<th>Build relationships between directors and volunteer/professional leadership</th>
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<tbody>
<tr>
<td>Inspire</td>
<td>Inspire directors about your mission and vision</td>
</tr>
<tr>
<td>Define</td>
<td>Define the role of directors</td>
</tr>
<tr>
<td>Review</td>
<td>Review the organization’s finances</td>
</tr>
<tr>
<td>Onboard</td>
<td>Get new directors up to speed</td>
</tr>
<tr>
<td>Ask</td>
<td>Allow ample time for questions</td>
</tr>
<tr>
<td>Follow up</td>
<td>Follow up 1 on 1 after the orientation to continue the conversation</td>
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</tbody>
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Sample Board Binder Checklist

Share these materials 1 week before your Orientation

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
- Examples include: strategic planning, leadership transitions, organizational pivots

Appendices
- Strategic Plan
- Bylaws
Sample 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)
Welcome & Introductions

• Who is in the room today?
• Why we’re glad you’re here

**Introductions:** Name, role, and why you’re here?
CJP’s Mission
To inspire and mobilize the diverse Boston Jewish community to engage in building communities of learning and action that strengthen Jewish life and improve the world.

Discussion: Share 1 word that resonates for you
Role of the Directors

Expectations
• Fiduciaries
• Active Participation
• Confidentiality

**Code of Conduct:** policies around harassment and offensive behavior
Brainstorm Questions for Discussion

In the next hour, we will discuss:

• Mission, Vision, Direction, Impact
• Fiduciary responsibilities (990, Audit, Development)
• Internal operations and volunteer governance
• Current issues at hand

Share your questions to help focus our time together
Mission, Vision, Direction, Impact

• Current Programs and Impact

• Vision and Direction
  • Where is our organization going?
  • Where are we growing and pivoting?
Fiduciary responsibility

• Review IRS Form 990 and Audit
  • What to pay attention to, to fulfill fiduciary responsibilities

• Financial standing and budget

• Fundraising strategy and progress
Operations & Governance

• Internal Operations
  • Who can you go to with questions?

• Volunteer Governance
  • Which other volunteer groups report up to the Board?
Current Issues at Hand

• Important topics the board is working on right now

• Topics may include:
  • Strategic planning
  • Leadership transitions
  • Fundraising shortfalls
  • Organizational pivots
Thank you for being an active part of our board and our organization!

• **Share:** 1 take away and 1 question you still have

• **Suggested Next Step:** Follow up with a 1-on-1 conversation with each new director to continue to answer questions
Sample Materials:

- Board Job Description
- Code of Conduct
- Conflict of Interest Policy

Please Note:

- Always consult with your own legal advisers about what your organization needs to have in place
- These materials are only examples of CJP’s current practices
Board of Directors Job Description
2019-2020 Board of Directors
Job Description

The Board of Directors is the primary governing body of Combined Jewish Philanthropies (CJP), and Board members serve as fiduciaries, strategic partners, and generative thinkers regarding the affairs of CJP. Members of the Board of Directors play a major role in shaping the strategy and direction of the organization through active and thoughtful conversations on all topics relevant to the organization. Directors hold office for a term of up to three years and may serve up to three successive terms.

Serving as a Director of CJP is a serious commitment that requires preparation and active participation in meetings. The CJP Board of Directors will meet at least six times per year, and Directors are expected to attend all regular Board meetings, as well as meetings that may be convened at the request of the Chair. Regular attendance and active participation are essential for Board members to fulfill their fiduciary and oversight responsibilities. A vote on an issue can only be held if a quorum is present (at least half of the Directors in office). Participation by phone is available for those with unavoidable conflicts, but in-person attendance is strongly preferred for robust discussion. Directors are expected to prepare themselves well for meetings, and review and comment on minutes and reports. Directors should be prepared to participate in fundraising and to serve as ambassadors for the organization, and to make CJP a philanthropic priority.

Committee participation is highly recommended.
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.
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 436 Dwight Street, Suite 220
Boston, MA 02108 Springfield, MA 01103
(617) 994-6000 (413) 739-2145

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

f. **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.
Organizational Health Indicators
Do you currently have and utilize term limits for your Board without exception over the past three years?

When were your by-laws last updated?

Do you have a finance, audit, and governance committee(s)?

Do you do a blind board survey at least one a year?

Does the CEO/Executive Director and/or Board Chair meet with each board member at least once a term?

Do all of your Board committees have charters (i.e. description of purpose and roles)?

Do all committees have a vice-chair or successor identified including the Board of Directors?

Do your Board chairs have term limits?

Do you have a written Conflict of Interest for your Board members?

Do you have a written Code of Conduct policy for your Board members?

What is the breakdown of your Board members along gender, sexual orientation, and age?

Do you believe your Board makeup is adequately diverse in skillsets they bring to the Board, subject matter expertise, overall background, and current career, where applicable?