

# RECOMMENDATION OF GOVERNANCE TASK FORCE OF WUPJ

January 8, 2023

The Governance Task Force was appointed by Carole Sterling, Chair, in early 2021 with the task of discussing and recommending possible changes to the lay governance structure of WUPJ. Its members are Sonja Guentner, Phyllis Dorey, Rabbi Deborah Blausten, Steven Beck, Charlie Rothschild, Graham Carpenter, James Cherney (Chair), and Carole Sterling and Rabbi Sergio Bergman (ex officio).

The group met regularly by Zoom, collected information regarding other not for profit governance models, and discussed extensively the needs of the World Union as well as the goals for the organization as set out by Rabbi Bergman in various venues including the 2021 Connections Meeting.

An earlier version of its recommendations (which follow) was circulated to lay leaders in all the WUPJ regions and was followed by several focus groups to provide additional input to the Task Force. The Recommendations here incorporate the input provided in the focus groups and additional Task Force deliberations.

The Task Force agreed upon a set of principles that should apply to the creation of a new or revised governance structure for WUPJ. From these principles, there evolved a proposed structure that includes three tiers of leadership groups or entities. Here are the applicable principles:

1. The purpose of the structure in the broadest sense is to assist in the implementation of the mission and vision of WUPJ as currently set forth in the Value Proposition document created by our President.
2. There must be a body that meets the legal and fiduciary responsibilities related to governance of a not for profit organization, including the hiring and supervision of the CEO, consultation on broad policies, strategy and initiatives, the approval of budgets and major financial commitments, assisting the organization in meeting its revenue needs and otherwise ensuring that proper policies and procedures are in place relating to personnel and other areas of operation.
3. There are a whole group of lay leadership needs that are relatively distinct from the fiduciary requirements involving different skills and requiring a broader set of demographics, personal backgrounds and life experience. These needs can only be met by a larger group, incorporating greater diversity, geographic representation, language skills, cultural norms, and age/life experience span. Some of these needs are set forth in the following paragraphs.
4. The worldwide progressive community as noted in the Value Proposition is culturally and geographically diverse. One of the goals of WUPJ is to connect and nourish diverse groups and individuals in the regions throughout the world. Along with the staff (which for the foreseeable future will be limited in numbers and financial resources), lay leaders, in order to assist, need to be representative of this diversity in age, cultural background, ethnicity, technical and professional expertise, language skills, and areas of passion and interest. Partnering with staff, these leaders need to actively participate in growing the Movement, expanding awareness of the WUPJ and its mission, developing and cultivating future leaders, imbuing the regions, congregations and individuals with a greater sense of the opportunities and rewards available through networking with those in other countries and other regions throughout the world. In partnership with the staff, this second leadership group should be a source of human capital to lead initiatives, lead and populate active committees, participate in programming areas of WUPJ, assist in financial resource development and generally be the face of WUPJ throughout the world.

5. WUPJ has not had a leadership group in the past that has functioned consistent with the elements set forth in the preceding paragraph. The degree of change and adaptation that will be needed to create and propel this group forward will be significant and the proof of its worth will take time and much effort to establish.
6. The Task Force realized that there is tension between cultural values in which not for profit Boards require or strongly encourage significant financial donation commitments for a leadership position (North America) and those that do not (Europe and elsewhere). There is added tension between such a requirement and the strong desire to bring diversity in age, background and geographic location to leadership positions. Many of those who could help meet those needs are just not able to contribute substantial financial resources.
7. The reality though is that WUPJ is wholly dependent on fundraising to meet its revenue needs on an annual basis and will continue to be in this position for the foreseeable future. Moreover, most of the fundraising has occurred in North America where there is a prevailing expectation that lay leaders contribute meaningfully to the organization seeking funds. As a result, we must have some clear financial expectations of lay leaders. The principal expectation is that every individual participating in leadership of the organization must support World Union financially in accordance with his/her means to do so. Every individual also should assist in identifying opportunities to raise funds, and participate in development and cultivation events in furtherance of the development program.

## PROPOSED GOVERNANCE STRUCTURE

1. The existing Management Committee is too limited in size and diversity to be the principal lay governance group with fiduciary oversight of the organization. This group would be replaced by a Governing Board. The Governing Board will have the fiduciary responsibilities for WUPJ including hiring and supervision of the President, overall

oversight of the organization, approval of the budget, consultation and advice on organizational governance and major initiatives, assistance as lay partners in development and fundraising initiatives. The precise size was discussed at length. But the Task Force consensus and results of focus group discussion suggest that It should include five officers (Chair, two Vice Chairs, Secretary, Treasurer) and seven other members nominated by the Nominating Committee. The term of office is three years with an allowance of a second term if re-elected. Election occurs by vote of the Governing Board. The Immediate Past Chair together with the General Counsel would be ex officio members and there could be up to two added ex officio members at the discretion of the Chair. The members of the Governing Board should have regional breadth but no requirement that each region be “represented.” The Governing Board should meet no less than every other month (6 times per year) on a regular basis. Many of these meetings will be by Zoom or other remote options. Governing Board members should contribute meaningfully to WUPJ based upon their personal circumstances.

2. The existing Executive Board and the International Assembly would be eliminated. The second lay leadership group will be the Leadership Council. Its mandate and job description are the elements set out in paragraph 4 in the principles set forth above. Its size will be flexible: from 30 to 60 members (any larger would make oversight and accountability difficult). The term of office will be three years but re-election to a subsequent term is permissible. Each Regional President should recommend individuals as candidates, although nominations and a final slate would be made by the Nominating Committee. The Council would be self-renewing in that the slate of nominees every three

years would be elected by the Council. The WUPJ Chair would also chair this group but a Vice Chair of the Governing Board likely would be assigned to have more direct and immediate responsibility for oversight of the group. This group would meet 6 times per year (also largely remote meetings) but most of its work would occur outside of meetings as described in item 4 above. This group should incorporate all aspects of diversity in the Movement: age, sex, ethnicity, language skills, interest and expertise areas, geographic inclusion so that it is best structured to meet its challenging responsibilities to generate ideas, build support (financial and otherwise), spread the message and provide continuing and ongoing lay leadership development for WUPJ.

The Task Force strongly believes that the Leadership Council as proposed is an experimental model that should be tried for up to a three year period to assess effectiveness and consider whether any alterations are needed.

The third structure for governance is a Council of Regional Presidents that would meet bi-monthly or at intervals at the discretion of the President, who would oversee the work of this group. This type of structure has been well received in the past and has furthered strong communication and cooperation among the regions and the World Union. Rabbi Bergman feels that this body will be a key element in achieving the goals of his Value Proposition.

3. The Nominating Committee will be a continuing committee with members serving three year terms. There should be two Co-Chairs from different regions with four to six additional members. The Committee is appointed by the Chair with approval from the Governing Board.

4. The Task Force also discussed the interaction of staff and lay leaders within the organization. There have been innumerable instances over many years of staff and lay volunteers working in true partnership fashion to further the mission and goals of WUPJ. But it is worth periodically reminding ourselves that staff report to supervisors within the World Union and are not accountable to lay volunteers. The President is accountable to the Governing Board but the President is ultimately responsible for the staff within the operating structure. There should be a clear delineation of responsibilities in the numerous instances where staff and lay leaders partner on initiatives and programs. That clarity and the accompanying transparency will maximize the accomplishment of the World Union's goals.
5. The Task Force plans to schedule another round of meetings where lay leaders throughout the Movement will have an opportunity to ask questions about these planned changes to governance and better understand the new model. Separately the existing governance documents of WUPJ are being revised with proposed changes in accordance with the recommendations contained in this Report. It is anticipated that the changes proposed here will be adopted through convening the existing governance bodies to approve them prior to the Connections conference being planned in Jerusalem in May, 2023. That timeline will maximize the opportunities for important work to proceed without interruption and with the benefits that the Connections conference will bring to WUPJ.

Jim Cherney, Chair of Governance Task Force (in behalf of the Task Force)

