



## GOVERNANCE

### JEWISH WOMEN'S FOUNDATION OF METROPOLITAN DETROIT

The Jewish Women's Foundation of Metropolitan Detroit is dedicated to expanding opportunities and enriching the lives of Jewish women and girls through strategic grant making and education. The Foundation empowers its Trustees as philanthropists, social advocates and leaders.

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Re: Standing

Committees

New Section X – Re:

JWF Director Duties

& Role

**JEWISH WOMEN’S FOUNDATION OF METROPOLITAN DETROIT  
GOVERNANCE**

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## **Governance**

### **Executive Summary**

#### **I. Mission Statement**

- A. **The Jewish Women's Foundation of Metropolitan Detroit is dedicated to expanding opportunities and enriching the lives of Jewish women and girls through strategic grant making and education. The Foundation empowers its Trustees as philanthropists, social advocates and leaders.**
- B. The Jewish Women's Foundation of Metropolitan Detroit (JWF) is committed to:
- Excellence
  - Honoring the traditions of *tzedakah* and *tikkun olam*
  - Educating its Trustees about community and philanthropy
  - Enhancing the lives of Jewish women and girls through grant making and education
  - Proactively seeking out innovative Jewish and gender specific projects for funding
  - Developing a strong, democratic, cooperative Board of Trustees made up of discerning grant-makers, philanthropists and leaders
  - Increasing its Trustee base and grant making capacity
  - Including Trustees of all ages and from all streams of Judaism
  - Building partnerships with other Jewish Women's Foundations to promote programming and grant making that address issues of concern to Jewish women and girls locally and overseas
  - Encouraging coalitions among organizations that create programs and projects specifically designed to benefit Jewish women and girls

#### **II. Goals and Objectives of JWF Governance**

- A. This Governance document succeeds and supersedes all prior Governance provisions.
- B. The primary goals and objectives described in this Governance document are:
1. Democratic processes and decision making,
  2. Orderly succession of leadership, and
  3. Transparency, inclusiveness and flexibility

### **III. How the JWF will Achieve these Goals and Objectives**

Since its inception in August 1999, the JWF has developed a distinctive, transparent and inclusive way of conducting business. All major decisions having to do with JWF actions and activities are made democratically. Every Trustee has an opportunity to serve on Standing Committees and participate in all grants decisions. The Executive Committee, Standing Committees, Nominating Committee and all Ad Hoc Committees work to facilitate JWF process and formulate recommendations for the Trustees to consider and adopt democratically. Their recommendations and matters including, but not limited to, all grants decisions and JWF actions having to do with finances, structure and the election of officers, are discussed and adopted by majority vote of the Board of Trustees.

This Governance document, prepared by the 2006 JWF Ad Hoc Governance Committee, was reviewed in advance, then discussed and adopted by the Board of Trustees at its November, 2006 meeting. The governance provisions, which reflect past practices as they have evolved over the course of our history, cover the primary JWF activities and create structures and procedures that will ensure our systematic functioning and successful growth. They are intended to be flexible to allow continued evolution, and may be changed upon the recommendation of the Executive Committee or a duly appointed Ad Hoc Governance Committee, so long as the changes are reviewed and adopted by majority vote at a meeting of the Board of Trustees.

There are eleven governance sections outlined in detail in this document. They are: Trustees; Meetings; Voting; Grant Making; Nomination and Election of Officers; Officers / Executive Committee; Duties of Executive Committee Members; Standing Committees; Standing Committee Membership and Functions; Duties and Role of the JWF Director; Review and Change of Governance Structure and Provisions.

#### **Introduction**

The Jewish Women's Foundation of Metropolitan Detroit is a fund housed within the United Jewish Foundation of Metropolitan Detroit (the UJF). As such, all JWF governance procedures and practices must be in compliance with UJF bylaws.

Founded in August of 1999, by a resolution of the Combined Jewish Federation of Metropolitan Detroit (Federation) and UJF Boards, the JWF was established to address the challenges confronting Jewish women and girls in a manner that does not compete with the mission of the Federation and that maintains the primacy of Federation's Annual Campaign. JWF Trustees work together to enhance the lives of Jewish women and girls by funding projects specifically designed to benefit them. Such funding is short term, usually one to three years. JWF grant making challenges community agencies, religious institutions and grass roots

organizations to develop an awareness of the needs and interests of Jewish women and girls, and to design programs that are both Jewish specific and gender specific. Trustees work to identify educational topics of particular interest to women in the community, and to develop educational programs on those topics.

## GOVERNANCE PROVISIONS

### **I. Trustees: All Trustees have equal privileges and voting rights.**

#### A. Trustee Commitment Levels

1. Five-Year Trustee Commitment: A minimum gift of \$10,000 payable over 5 years for Trustee privileges over a 5-year period and renewable at the end of the 5-year period
2. Young Women's Trustee Commitment (for women under age 40): A minimum gift of \$5,000 payable over 5 years for Trustee privileges over a 5-year period and renewable at the end of the 5-year period at the Young Women's Trustee Commitment level if still under age 40, or at the regular Five-Year Trustee Commitment level if age 40 or older
3. Lifetime Trustee Commitment: A minimum cumulative gift of \$50,000 (Prior Trustee Commitment payments to the JWF are credited to the \$50,000 Lifetime Trustee Commitment) payable over 5 years for lifetime Trustee privileges
4. Trans-Generational Trustee Commitment: A minimum cumulative gift of \$100,000 (Prior Trustee Commitment payments to the JWF are credited to the \$100,000 Trans-generational Trustee Commitment) payable over 5 years for Trustee privileges for the donor, her mother, mother-in-law, daughters, step-daughters, daughters-in-law, granddaughters (vertical relationships) in perpetuity.

#### B. Trustees: Definitions and Listing:

1. A Founding Trustee is a JWF Trustee who made a Trustee Commitment between August of 1999 and December 31, 2000. Founding Trustee names are to be listed on the JWF website and on the back side of the JWF Letterhead. Their names may be listed in other documents or publications.
2. A Current Trustee is a JWF Trustee who is within her Five-Year, Young Women's, Lifetime or Trans-generational Trustee Commitment period. Current Trustee names are to be listed on the front of the JWF letterhead, on the website and in all places where Trustees are listed or reported.
3. An Alumna Trustee is a JWF Trustee whose Five-Year or Young Women's Trustee Commitment period has ended and who has not

yet renewed her Commitment. A Founding Trustee may also be an Alumna Trustee.

- C. **Becoming a Trustee:** To become a Trustee, a person is required to sign a Trustee Commitment Agreement.
- D. **Renewing Trustee Commitments:** A Current or Alumna Trustee may renew her Trustee Commitment for an additional 5-year period by making a verbal pledge or upgrade her Trustee Commitment to the Lifetime or Trans-generational level by signing another Trustee Commitment Agreement.
- E. **Payments:** A Trustee must make regular payments on her Trustee Commitment to enjoy Trustee privileges.
- F. **Current Trustees are**
  - 1. **Entitled to:**
    - attend all Board of Trustee meetings, Committee meetings and JWF functions.
    - vote on all action items.
    - review information about the JWF's mission, policies, grant cycle guidelines, grants and programs.
    - review agenda and supporting materials prior to meetings.
    - review JWF financial statements.
    - serve on Standing Committees and volunteer for special assignments.
  - 2. **Encouraged to:**
    - make tribute gifts to the JWF.
    - maintain commitments to Federation's Annual Campaign.
    - inform others about the JWF.
    - help create community visibility for the JWF, and attract new Trustees.
    - work towards helping the JWF accomplish its mission and goals.
- G. **Trustees have a duty of care, and shall make reasonable and prudent decisions in accordance with the Governance provisions of the JWF and the Bylaws of the United Jewish Foundation.**

## **II. Meetings**

The Trustees shall meet to take action on the conduct of JWF business, including all grants determinations and special allocations, recommendations of the Standing Committees and Ad Hoc Committees.

- A. Each year, the JWF Chairperson shall call:
  - 1. One (1) Annual Open Meeting of the Board of Trustees
  - 2. At least two (2) Board of Trustees Meetings
  - 3. Executive Committee Meetings, one of which shall be open to all Trustees, the Annual Open Forum Executive Committee Meeting.
- B. Each year, the JWF Chairperson may call additional meetings of the Board of Trustees as needed.
- C. Throughout the year, the Chairperson(s) of each Standing Committee and Ad Hoc Committee shall call a sufficient number of meetings to accomplish the tasks under the committee's purview.
- D. Meeting Notices for regularly scheduled Board of Trustee meetings shall be mailed and emailed at least one month prior to the meeting date.
- E. Meeting Notices for Executive Committee, Standing Committee and Ad Hoc Committee meetings shall be mailed and/or emailed in advance of the meetings, giving committee members as much advance notice as possible.

## **III. Voting**

- A. JWF Actions: Each Current Trustee may vote on all JWF Board actions by casting one vote per action item. Board actions shall be taken upon the vote of a simple majority of the Trustees present or voting by absentee ballot at a meeting where there is a quorum. When possible, "Action Item Alerts" will be included in notices for the meetings at which the action item is to be considered and voted upon. Action items shall include, but are not limited to:
  - 1. Annual Grant Cycle Guidelines and Timelines
  - 2. Grants determinations and special allocations
  - 3. Decisions to hold fundraising programs
  - 4. Election of Officers and Representatives at-Large to the Executive Committee
  - 5. Changes to JWF Governance
  - 6. Expenditures in excess of \$1,000 that are not considered regular operational expenses
  - 7. Other items that significantly affect the direction and operations of the JWF

8. Temporary changes to Trustee Commitment Levels to mark JWF milestones
- B. Voting by email or mail may be necessary regarding action items considered between Board Meetings.
  - C. The Chairperson shall have discretion to take limited action consistent with her duties and responsibilities between meetings of the Board of Trustees and between meetings of the Executive Committee. (See VII.A. of Governance Provisions.)
  - D. Voting Eligibility
    1. Current Trustees are eligible to vote.
    2. Female Trans-Generational Trustee family members who are age 18 or older may vote.
    3. Board Quorum: For purposes of determining a quorum for taking action at Board of Trustees meetings only:
      - a. Each Trans-Generational family is considered one Current Trustee for purposes of calculating the total number of Current Trustees.
      - b. Fifteen per cent (15% ) of Current Trustees must be present.
      - c. For purposes of a Board quorum, the word “present” shall mean physically in attendance at a Board meeting, in attendance by phone, conference call or other electronic hook-up, or in attendance by virtue of having submitted an absentee ballot on the action items to be considered at the meeting.
    4. Executive Committee Quorum: For purposes of determining a quorum for taking action at Executive Committee meetings only:
      - a. Each Executive Committee member, with the exception of the past JWF Chairpersons, is considered one member for the purposes of calculating the total number of Executive Committee members.
      - b. Twenty per cent (20%) of Executive Committee Members must be present.
      - c. At the beginning of an Annual Open Forum Executive Committee Meeting only, the Executive Committee members present shall pass a resolution allowing Open Forum meeting participants to vote.
      - d. For purposes of an Executive Committee meeting, the word “present” shall mean physically in attendance at the Executive Committee meeting, in attendance by phone,



conference call or other electronic hook-up, or in attendance by virtue of having submitted an absentee ballot on the action items to be considered at the meeting.

5. Conflicts of Interest: A Current Trustee may not vote for a grant award if she is:
  - a. An employee or Board Member of the applicant organization
  - b. An advisor or member of an advisory body for the applicant project
  - c. A funder of a project under consideration
  - d. A person to be hired or compensated by a grant under consideration
6. Validation of Actions Taken Without a Quorum: In the event that a quorum is not achieved at a Board of Trustees Meeting or an Executive Committee Meeting, any action taken by the Board of Trustees or Executive Committee must be ratified by an emailed, mailed or online ballot sent to all Current Trustees or all Executive Committee members, respectively.

#### **IV. Grant Making**

- A. The core business of the JWF is to address the issues and concerns of Jewish women and girls, and enhance their lives through grant making and programming. The JWF shall:
  1. Endeavor to award at least one grant each year
  2. Approve Annual Grant Cycle Guidelines that are consistent with its mission and goals
  3. Award grants and special allocations to organizations that have IRS 501(c)(3) tax designations or fiscal agents with IRS 501(c)(3) tax designations.
- B. Grant Naming - A Trustee or Non-Trustee Donor may establish a Tribute Fund or make a gift and direct the funds to be used to name a grant, e.g. "The XYZ Family Memorial Grant". All named grants shall be acknowledged in all grant announcements, listings and on the JWF website. To name a grant, the fund or gift must be:
  1. At least \$5,000
  2. Completed before the Trustees make final grants determinations for the year in which the grant is to be named
  3. Applied to a single grant selected by the Trustees that is consistent with the interests and wishes of the Trustee or donor who established the fund or made the gift, when possible.

- C. The Trustees may, from time to time, approve special funding initiatives in response to community needs that extend beyond the Grant Cycle Guidelines.

**V. Nomination and Election of Officers**

**A. Composition and Formation of the Nominating Committee**

- 1. The Nominating Committee shall consist of nine (9) Current Trustees. Seven (7) Nominating Committee Members will be voting members, and two (2) will serve in a non-voting, advisory capacity.
- 2. The Immediate Past JWF Chairperson shall be the Nominating Committee Chairperson.
- 3. The nine (9) Nominating Committee voting and non-voting members shall be:
  - a. The Immediate Past JWF Chairperson – Voting Member
  - b. Six (6) Current Trustees elected by the Executive Committee, at least two (2) of which shall be new to the Nominating Committee – Voting Members
  - c. The sitting JWF Chairperson – Non-voting, Advisory Member
  - d. The JWF Director – Non-voting, Advisory Member
- 4. The sitting JWF Associate Chairperson, Treasurer and Secretary are not eligible to serve on the Nominating Committee

**B. Duties of the Nominating Committee**

- 1. The Nominating Committee shall nominate the new slate of JWF Officers and Three (3) Trustee Representatives at-Large to serve on the Executive Committee (the Slate). The Slate consists of Current Trustees and shall be elected by the Board of Trustees.
- 2. The Nominating Committee will meet in March or April of an election year to nominate the Slate.
- 3. The Nominating Committee shall remain in existence for two (2) years, to nominate candidates to fill vacancies that may occur during a given term of office.
- 4. The Nominating Committee Chairperson shall present the slate of officers to the Board of Trustees for election at the following Board Meeting of an election year.

**VI. Officers / Executive Committee**

- A. The following JWF Officers shall be elected by the Board of Trustees for two (2) year terms beginning September 1, following their election every odd numbered year:
1. The Chairperson
  2. The Associate Chairperson
  3. The Treasurer
  4. The Secretary
  5. The Representative to the United Jewish Foundation Board
- B. Three (3) JWF Trustee Representatives at-Large shall be elected by the Board of Trustees to the Executive Committee for two (2) year terms beginning September 1, following their election every odd numbered year.
- C. The Executive Committee shall be comprised of:
1. The JWF Officers
  2. Three (3) JWF Trustee Representatives at-Large
  3. The Chairpersons of all JWF Standing Committees
  4. Past JWF Chairpersons who wish to serve on the Executive Committee and who continue as Current Trustees
- D. **The Purposes of the Executive Committee:** The Executive Committee shall be a leadership and management body that acts on behalf of the JWF Trustees between Board Meetings to:
1. Establish the direction of JWF operations pursuant to the JWF mission and goals;
  2. Oversee the management of JWF business between Board Meetings;
  3. Make recommendations to the Board of Trustees for Board Actions.
  4. Authorize discretionary expenditures up to \$1,000.
  5. Ensure that the Board of Trustees is involved in all decisions about important JWF activities and actions
  6. Respond to community emergencies and address critical needs outside of regular grant cycles.
- E. **Executive Committee Members Shall:**
1. Maintain knowledge of the JWF and a personal commitment to its mission, goals and objectives;
  2. Attend all meetings of the Board of Trustees and Executive Committee, when possible;
  3. Support Trustee and Committee activities;

4. Be encouraged to serve on Standing Committees and take on leadership roles

## **VII. Duties of Officers and Executive Committee Members**

### **A. The JWF Chairperson shall:**

1. Call and oversee Board of Trustees and Executive Committee Meetings
2. Serve as Chairperson of the Executive Committee and a voting member
3. Create Ad Hoc Committees as necessary
4. Appoint the Chairpersons of all Standing and Ad Hoc Committees
5. Serve on all Standing and Ad Hoc Committees
6. Serve as an ex-officio advisor to the Nominating Committee
7. Work in partnership with the JWF Director to make sure that Board resolutions and directives are carried out
8. Call additional meetings if necessary
9. Assist the Director in preparing agendas for Board and Executive Committee Meetings
10. Assist the Director in conducting new Board member orientation meetings
11. Participate in Federation's search for a new Director when needed
12. Work with a Federation Supervisor on the annual performance evaluation of the JWF Director
13. Actively recruit new Trustees
14. Act as a spokesperson for the JWF
15. Have sole discretion to authorize JWF expenditures up to \$500 on matters that are consistent with the JWF's Mission and goals, and up to \$1,000 on such matters with the approval of the Executive Committee

### **B. The JWF Associate Chairperson shall:**

1. Carry out assignments as requested by the JWF Chairperson
2. Assume the responsibilities of the JWF Chairperson in her absence.

### **C. The Treasurer shall:**

1. Understand financial accounting for nonprofits generally, and the JWF specifically

2. Work with the UJF Finance Department in overseeing the JWF's finances and reviewing the UJF periodic financial reports
3. Serve as the chairperson of the Finance Committee
4. Advise, along with the Finance Committee, the Trustees and the Director, about the financial responsibilities of the JWF (expenditures, fundraising, grant making and programming)
5. Work with the Director and the UJF Finance Department to prepare periodic financial reports and summaries for the Board of Trustees and the Executive Committee

D. **The Secretary** shall:

1. Review mid-term and final reports submitted by Grantees, and report on grant performance to the Trustees
2. Act as the liaison between the JWF and its Grantees regarding Grantee programming and materials
3. Assume the responsibilities of the JWF Chairperson in the absence of the JWF Chairperson and JWF Associate Chairperson
4. Assist the Director by reviewing the minutes of Board and Executive Committee meetings

E. **The Representative to the United Jewish Foundation Board** shall:

1. Attend UJF Board meetings
2. Report to the JWF Trustees pertinent highlights of the UJF Board meetings and that Board's actions

F. **The Three (3) Representatives at-Large to the Executive Committee** shall participate as JWF leaders as noted in other sections of this Governance document.

G. **The Standing Committee Chairpersons** shall:

1. Call and preside over meetings of the Standing Committees and facilitate committee goals
2. Preside over Standing Committee programs and activities
3. Recruit Trustees to serve on their Standing Committees

H. **Past JWF Chairpersons** may serve as advisors to and voting members of the Executive Committee.

## **VIII. Standing Committees**

The JWF Standing Committees, which are open for participation to all Current Trustees, shall be:

- A. The Programming, Membership and Outreach Committee
- B. The Grants Planning and Development Committee
- C. The Finance Committee
- D. Israel and Diaspora Grants Committee

## **IX. Standing Committee Membership and Functions**

Membership on Standing Committees shall be open for participation to all Current Trustees. A Trustee may serve on as many committees as she would like. Committee members should make every effort to attend committee meetings, programs and activities. Descriptions of the four (4) Standing Committees are:

- A. **The Programming, Membership and Outreach Committee** – This Standing Committee shall:
  - 1. Plan and execute Educational Forums, Fundraisers and other programs of interest to women in the community and potential Trustees
  - 2. Plan and execute the Annual Open Meeting of the Board of Trustees
  - 3. Work with JWF leadership and the Director to recruit participants in forums and programs
  - 4. Seek sponsorship for events and programs as needed
  - 5. Work to Retain Current Trustees and encourage Current Trustees to upgrade to Lifetime and Trans-Generational Trustee status.
  - 6. Attract new Trustees
  - 7. Review and update membership and promotional materials as needed
  - 8. Heighten the visibility of the JWF in the community
  
- B. **The Grants Planning and Development Committee** – This Standing Committee shall:
  - 1. Plan and recommend guidelines, procedures and timelines for all JWF Grant Cycles
  - 2. Update grant cycle documents on an annual basis
  - 3. Recommend maximum grant size and total grant cycle amount in conjunction with the Treasurer and the Finance Committee

4. Cultivate grant contacts
5. Create an awareness in the community of JWF grant cycles

**D. The Finance Committee** – This Standing Committee shall:

1. Review Financial Statements and Summaries provided by the Treasurer
2. Formulate recommendations for grant amounts and financial needs to the Board of Trustees, the Executive Committee and Standing Committees; and consult with the Board on special expenditures in excess of \$1,000 and with the Director on regular operating expenditures
3. Encourage planned gifts to the JWF

**E. The Israel and Diaspora Grants Committee** - This Standing Committee shall:

1. When requested by the Executive Committee and approved by the Board of Trustees, seek Grant Letters of Intent for projects that fall within JWF Grant Guidelines approved by the Trustees from organizations in Israel and the Diaspora, which shall mean all geographical areas in which there are Jews with the exception of Michigan and Israel
2. Inform the Current Trustees of progress in determining which organizations will be invited to submit Final Grant Applications, and invite their participation in the process
3. Conduct the necessary due diligence to assist in the selection of grantees in Israel and in the Diaspora
4. Formulate and present final grant recommendations to the Board of Trustees for votes to determine which grants will be awarded
5. Work within the timeline and budget established by the Executive Committee and approved by the Trustees

**X. Duties and Role of the JWF Director**

A. The Director of the JWF will be the chief operating officer of the JWF and will actively manage the operations and activities of the JWF with the advice and consent of the Board of Trustees.

1. She will work with representatives of the JWF Board of Trustees (the Trustees), including but not limited to members of the Executive Committee, to plan and execute annual grant cycles, implement educational programming, develop new Trustees, oversee JWF financial activity and administer financial policies.

2. She will be responsible for carrying out the general duties incident to running the JWF. In that capacity and within her authority as Director, she will sign, execute and acknowledge or verify instruments of any nature, including contracts, agreements and documents, which the Board of Trustees has authorized to be signed, executed, acknowledged or verified, except in cases where the policies of the Federation indicate otherwise.
  3. She will authorize disbursements.
  4. She will facilitate the decision making processes outlined in the JWF Governance Document.
- B. Relationship of the Director to the Trustees: The Current Trustees, by virtue of their philanthropic commitments to the fund, shall establish the goals and prescribe the activities of the JWF.
1. Hiring, Firing and Evaluation: Although the Director is hired by and serves at the pleasure of Federation, the JWF Trustee leadership shall advise Federation in her hiring and/or dismissal.
  2. The Director will report to Federation supervisor, who will review her performance in consultation with the JWF Chairperson.
  3. The Director's compensation will be determined by Federation, but the Trustees may request additional services and compensation.
  4. Management of Activities: The Director is the professional manager of the JWF, and the partner and advisor to the JWF Executive Committee and Trustees. She will:
    - a. Advise the Trustees of opportunities, obligations and limits to the functioning of the JWF
    - b. Facilitate Trustee initiatives directly related to the mission and goals of the JWF, specifically grant making, programming, outreach and governance
    - c. Prepare, instruct and inform JWF Leaders, so they can better perform their duties
    - d. Prepare, instruct and inform the Trustees, so they make optimal grants and programming decisions
    - e. Facilitate relationships among the Trustees and with the Trustees and grantees
    - f. Implement the informed decisions of the Trustees with regard to grants, activities and programs



- g. Seek input from Trustees when planning new initiatives or future changes to JWF activities
- h. Seek Trustee approval for activities that affect the JWF's relationships with Federation, the Jewish and broader communities, Jewish community agencies and JWF grantees
- i. Ensure that there are minutes of Board, Executive Committee, Standing Committee and Ad Hoc Committee Meetings noting that quorum requirements for Board and Executive Committee Meetings were achieved.
- j. Ensure that all financial decisions made by the Board, the Executive Committee or other authorized committees are documented in either Minutes, budgets or formal memoranda and included with requests for fund disbursements to Federation's Finance Department.

**XI. Review and Change of Governance Structure and Provisions**

- A. JWF Governance may be reviewed and changed as needed.
- B. Changes to JWF Governance may be made from time to time by a vote of the Board of Trustees upon the recommendation of the Executive Committee or a duly appointed Ad Hoc Governance Committee.
- C. A Standing Committee or a Trustee may suggest a Governance change to the Executive Committee or a sitting Ad Hoc Governance Committee.
- D. The updated Governance document with changes to its provisions shall be dated as of the date of adoption by the Board of Trustees.
- E. Changes to Governance provisions shall be distributed to all Current Trustees.