

Task Force – Governance Report

Task Force members: Harriet Kronman and Howard Paley from Congregation Or Chadash (OC); Simon Rosenblatt and Mona Gibson from Temple Emanu-El (TE) and member of Ambassadors Group.

Background: This Task Force was formed to review what governance would look like in a congregation created by the merging of current OC and TE congregations, to identify any issues or hurdles that might cause a problem in such a merger, and then to propose possible solutions to mitigate these concerns.

Process: The governance task force met on August 21st and September 4th at the lovely home of Harriet Kronman. The Bylaws of each congregation were shared with each other. Temple's articles of incorporation, including information from the original document, were also shared. We determined the areas of governance that we would discuss included By Laws, Articles of Incorporation, Governing Board and its creation per the Nominating Committee and the process of the Nominating Committee.

Highlights: Attached are the notes of each meeting of the task force. Following are the highlights of our conversations related to governance, identifying the issues and proposing solutions:

- The by-laws of each congregation are relatively similar, with a few differences. The differences do not appear to be insurmountable. We recommend a committee comprised of members of each congregation be formed to create a new set of by-laws for the merged congregation which selects the best of both current by-laws. We believe by-laws must be approved prior to filing Articles of Incorporation.
- The Articles of Incorporation of the new entity will need to be submitted to the State of Arizona once a new name for the merged congregation is decided. We recommend forming a task force tasked with naming the new congregation which is extremely important and integral to the development of this new community.
- The Board of Directors for the merged congregation will need to be proposed by a nominating committee which precedes the merger. The issue is basically timing. We recommend both congregations go through their normal process of "staffing" a Nominating committee to provide members to a super Nominating Committee during the transition period which is after the decision to merge is decided and before the congregations actually merge (possibly January 2020 – July 2021).
- We recommend the new merged Board of Directors continue with the active members of both congregations finishing out their terms without concern to the size of the first board. However, the officers/executive committee of the newly created Board (such as President, Vice President, Treasurer, and Secretary) should be proposed to the new congregation as one slate. Our task force believes this future super Nominating Committee will have to work out the representation from the former congregations for the proposed new executive committee.
- After the Memo of Understanding is agreed upon and the decision to move forward to a merger is decided, it would then be relevant to have a By-Laws Task Force during the transition period to develop the rules and procedures for the super Nominating Committee.

Conclusion: The most difficult aspect of merging our two congregations from a governance perspective is figuring out how to move from two separate Boards to one Board of Directors. Decisions regarding Nominating Committee, Board of Directors make-up, and synagogue naming will be deferred to future task forces. Our current and past presidents have not had any issues working together during these conversations and it is our belief that a workable solution will be easily developed.