

# OPERATING POLICY Number 10

## Nomination of Directors and Officers

WHEREAS Subsection 3.07 of General Operating By-law No. 1 of Kehillat Beth Israel Congregation provides for the adoption of Operating Policies by Ordinary Resolution;

AND WHEREAS Kehillat Beth Israel Congregation wishes to establish an annual process to fill any vacancies of Director or Officer positions by the nomination of members to serve as directors or officers of Kehillat Beth Israel Congregation;

AND WHEREAS one or more directors' or Officers' terms are completed at each Annual General Meeting of Members;

AND WHEREAS each year a Nominating Committee is struck to prepare, for the Board's consideration and approval, a report listing members whom it recommends be considered for directors or Officers to fill those vacancies and their terms;

NOW THEREFORE BE IT ESTABLISHED as an Operating Policy of Kehillat Beth Israel Congregation as follows:

### **Part I – Purpose**

The purpose of this Operating Policy is to establish a unique process to nominate members to serve as directors or officers of Kehillat Beth Israel Congregation.

### **Part II – The Policy**

1. The Board shall strike a Nominating Committee at the Board meeting immediately prior to January 31 of each year.
2. The Nominating Committee shall, at the first Board meeting immediately after January 31 of each year, report to the Board on:
  - a. the vacancies in Director and Officer positions that will need to be filled at the next Annual General Meeting of Members, and
  - b. any skill set needed by the Board.
3. The Board shall, at that meeting, consider and approve the required skill sets.
4. The Nominating Committee shall, on or before March 1 of each year, put out a notice to all Members stating the positions that will become vacant and any skill sets required and requesting that any Member who wishes to be considered for any such position, or who wishes to propose that another Member be considered for such position, on or before April 30, identify themselves or such Member, identify the position for which they wish to be considered or for which they propose another Member to be considered, and identifying

- any relevant skill set they or such Member possesses, together with a short statement explaining why they or such Member should be considered for such position.
5. The Nominating Committee shall give due and equal consideration to all Members who have expressed an interest and to all Members who have been proposed by another Member.
  6. The Nominating Committee shall, at the Board Meeting immediately prior to June 30:
    - a. report the vacancies of Director and Officer positions that will need to be filled at the next Annual General Meeting of members,
    - b. confirm any skill set needed by the Board,
    - c. report the names of the Members who were considered, including the names of all Members who have expressed an interest and all Members who have been proposed by another Member (such report shall include all information sent in response to the Notice referred to in Paragraph 4 above),
    - d. report the names of those from the list of those considered who the Nominating Committee recommends to the Board to fill the positions that will become vacant, the reasoning for such choice, and their proposed terms.
  7. The Board shall, taking into consideration all the information referred to in Paragraph 6 above, make the final choices of members and their proposed terms, to be recommended at the Annual General Meeting to Members to fill any vacancies of Director or Officer positions for approval.

This Operating Policy shall take effect when enacted by Resolution of the Board. This Operating Policy may be amended by Resolution of the Board and shall remain in effect until repealed by Resolution of the Board.

CERTIFIED to be a true copy of Operating Policy Number 10 passed by Resolution of the Board of Directors of Kehillat Beth Israel Congregation at a meeting of the Board held on the 7th day of October 2021.

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Jodi Gitter – Secretary