

The Policy Governance Model

(From page 3 of *Board Leadership*, number 104, July-Aug. 2009)

Board Leadership requires, above all, that the board provide vision. To do so, the board must first have an adequate vision of its own job. That role is best conceived neither as volunteer-helper nor as watchdog but as trustee-owner. Policy Governance is an approach to the job of governing that emphasizes values, vision, empowerment of both board and staff, and the strategic ability to lead leaders.

Observing the principles of the Policy Governance model, a board crafts its values into policies of the four types below. Policies written this way enable the board to focus its wisdom into one central, brief document.

ENDS

The board defines which human needs are to be met, for whom, and at what worth. Written with a long-term perspective, these policies embody most of the board's part of long-range planning.

EXECUTIVE LIMITATIONS

The board establishes the boundaries of acceptability within which staff methods and activities can responsibly be left to staff. These limiting policies, therefore, apply to staff means rather than to ends.

BOARD-MANAGEMENT DELEGATION

The board clarifies the manner in which it delegates authority to staff as well as how it evaluates staff performance on provisions of the Ends and Executive Limitations policies.

GOVERNANCE PROCESS

The board determines its philosophy, its accountability, and specifics of its own job.

BOARD OF TRUSTEES

Hope for Wholeness

BOARD POLICY MANUAL

Adopted April 5, 2014

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Ends

POLICY 1.0

POLICY TITLE: ***Ends Statement***

Hope for Wholeness exists so that persons who struggle with homosexuality will experience freedom to live in sexual and relational wholeness according to God's design.

Management Limitations

POLICY 2.0

POLICY TITLE: ***General Executive Constraint***

The President will not cause or allow any practice, activity, decision or organizational circumstance that is unlawful, imprudent, or in violation of commonly accepted business, professional, and Christian ethics (see Appendix A on "Our Mission and Beliefs").

Management Limitations

POLICY 2.1

POLICY TITLE: ***Treatment of participants***

With respect to interactions with participants, the President will not cause or allow conditions or procedures which are unjust, unsafe, untimely, unresponsive, undignified or unnecessarily intrusive.

The President will not:

Collect, review, transmit, store or destroy participant information in a manner that fails to protect against improper access to that information.

Operate without communicating to participants a clear understanding of what may be expected from the services offered.

Operate without informing participants, as appropriate, of this policy, and without providing a complaint response process to participants who believe they have not been accorded a reasonable interpretation of their protections under this policy.

Management Limitations

POLICY 2.2

POLICY TITLE: *Treatment of Staff*

With respect to the treatment of staff (paid and unpaid), the President will not cause or allow conditions that are unjust, unsafe or undignified.

Pertaining to staff, the President will not:

Operate without ensuring staff are provided with written personnel policies which clarify rules, provide for effective handling of grievances, and protect against wrongful conditions.

Allow staff to be unaware of these governing policies.

Retaliate against an employee for non-disruptive, internal expression of dissent, or for reporting to management or to the Board of Directors (per the grievance process in the personnel manual) acts or omissions by personnel, management or the Board of Directors that the employee believes, in good faith and based on credible information, constitutes a violation of state or federal law or a governing policy of the Board.

Staff may not be prevented from grieving to the Board when (a) internal grievance procedures have been exhausted *and* (b) the employee alleges that Board policy has been violated.

Management Limitations

POLICY 2.3

POLICY TITLE: *Financial Condition & Activities*

With respect to financial condition and activities, the President will not cause or allow the development of fiscal jeopardy, or a material deviation of actual expenditures from the Board's Ends priorities.

The President will not:

Expend more funds than have been received in the fiscal year to date.

The President will not incur debt in an amount greater than can be repaid by certain and otherwise unencumbered revenues within 90 days.

The President will not allow cash to fall below a safety reserve of 3 months.

Use Board-designated long-term reserves/endowment funds.

Operate without settling payroll obligations and payables in a timely manner.

Allow tax payments or other government ordered payments or filings to be overdue or inaccurately filed.

Execute a check or non-budgeted purchase commitment of greater than \$3000 unless such purchase was explicitly itemized in budget monitoring data previously disclosed to the Board. Splitting orders to avoid this limit is not acceptable.

Acquire, encumber, lease or dispose of real estate.

Operate without adequate internal controls over receipts and disbursements to avoid unauthorized payments or material dissipation of assets.

Management Limitations

POLICY 2.4

POLICY TITLE: *Asset Protection*

The President will not cause or allow corporate assets to be unprotected, inadequately maintained or unnecessarily risked.

The President will not:

Allow the organization to be uninsured:

Against theft and casualty losses to at least 100% of replacement value; and

Against liability losses to Board members, staff and the organization itself in an amount equal to or greater than the average for comparable organizations.

Against employee theft and dishonesty.

Subject facilities and equipment to improper wear and tear or insufficient maintenance.

Allow any purchase wherein normally prudent protection has not been given against conflict of interest.

Allow intellectual property, information and files to be exposed to loss, improper access or significant damage, or operate without maintaining documents and records in accordance with a Records Retention Schedule.

Receive, process, or disburse funds under controls insufficient to meet commonly accepted auditing standards.

Endanger the organization's public image, its credibility, or its ability to accomplish Ends.

Change the organization's name or substantially alter its identity.

Operate without a leadership development process updated at least annually and designed not only to protect current leadership stability in key positions, but also to reasonably project and prepare for future leadership needs.

Management Limitations

POLICY 2.5

POLICY TITLE: *Financial Planning & Budgeting*

Financial planning for any fiscal year or the remaining part of any fiscal year will not deviate materially from the Board's Ends priorities, risk financial jeopardy, or fail to be derived from a multi-year plan.

Accordingly, the President will not allow budgeting that:

Risks incurring those situations or conditions described as unacceptable in the "Financial Conditions and Activities" Board policy.

Omits credible projection of revenues and expenses, cash flow, and disclosure of planning assumptions.

Plans the expenditure in any fiscal year of more funds than are conservatively projected to be received.

Provides less for Board activities during the year than is set forth in the Governance Investment policy (*see policy in Governance Process*).

Management Limitations

POLICY 2.6

POLICY TITLE: *Compensation & Benefits*

The President will not cause or allow jeopardy to the organization's fiscal integrity or public image when dealing with employment, compensation and benefits for staff, consultants or contractors.

The President will not:

Change his or her own compensation.

Change his or her own benefits, except as consistent with a package for all other staff.

Promise or imply anything other than "at-will" employment.

Establish current compensation and benefits that deviate materially from the geographic and/or professional market value for the skills employed.

Establish or change retirement benefits so as to cause situations that are unpredictable for the organization, or inequitable for staff.

Management Limitations

POLICY 2.7

POLICY TITLE: *Emergency Executive Succession*

In order to protect the Board from sudden loss of President services, the President will have no fewer than two other people sufficiently familiar with Board and President issues and processes to enable any of them to take over with reasonable proficiency as an interim successor.

Management Limitations

POLICY 2.8

POLICY TITLE: *Board Awareness & Support*

The President will not cause or allow the Board to be uninformed or unsupported in its work.

The President will not:

1. Withhold, impede or confound information necessary for the Board's informed accomplishment of its job.
 - A. The President will not neglect to submit monitoring reports (including President interpretations of board policies being monitored, as well as relevant data) required by the Board (see "Monitoring President Performance" policy in *Board-Management Delegation*) in a timely, accurate and understandable fashion.
 - B. The President will not allow the Board to be unaware of any actual or anticipated noncompliance with any Ends or Management Limitations policy, regardless of the Board's monitoring schedule.

C. The President will not let the Board be without decision information it periodically requests, or unaware of relevant trends or incidental information, including but not limited to anticipated adverse media coverage, threatened or pending lawsuits, or material external and internal/organizational changes. Notification of planned internal changes is to be provided in advance, when feasible.

D. The President will not fail to inform the Board if, in the President's opinion, the Board is not in compliance with its own policies on Governance Process and Board-Management Delegation, particularly in the case of Board or Board member behavior that is detrimental to the work relationship between the Board and the President.

E. The President will not present information in unnecessarily complex or lengthy form, or in a form that fails to differentiate among information of three types:

- monitoring
- decision preparation (or "action item"); and
- incidental/ "FYI."

2. Impede the Board's holism, misrepresent its processes and role, or impede its lawful obligations.

Board–Management Delegation

POLICY 3.0

POLICY TITLE: ***Governance–Management Connection***

The Board's sole official connection to the operational organization, its achievements and conduct will be through a Chief Executive Officer (CEO), titled President.

Board–Management Delegation

POLICY 3.1

POLICY TITLE: ***Unity of Control***

Only officially passed motions of the Board are binding on the President.

Accordingly:

Decisions or instructions of individual Board members, officers, or committees are not binding on the President except in rare instances in which the Board has explicitly delegated such exercise of authority.

If Board members or committees request information or assistance without Board authorization, the President can refuse such requests that, in his/her opinion, require an inappropriate amount of staff time or funds or are disruptive. The committee or Board member may then refer such requests to the full Board for consideration.

Board–Management Delegation

POLICY 3.2

POLICY TITLE: *Accountability of the President*

The President is the Board's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the board is concerned, is considered the authority and accountability of the President.

Accordingly:

The Board will not give instructions to persons who report directly or indirectly to the President.

The Board will not evaluate, either formally or informally, any staff other than the President.

The Board will view President performance as identical to organizational performance, so that organizational accomplishment of Board stated Ends and compliance with Management Limitations will be viewed as successful President performance.

Board–Management Delegation

POLICY 3.3

POLICY TITLE: *Delegation to the President*

The Board will direct the President through written policies that prescribe the organizational Ends to be achieved, and describe organizational situations and actions to be avoided, allowing the President to use any reasonable interpretation of these policies.

Accordingly:

The Board will develop and maintain *Ends* policies instructing the President to achieve certain results, for certain recipients at a specified worth or priority. These policies will be developed systematically from the broadest, most general level to more defined levels. All issues that are not Ends issues as defined here are Means issues.

The Board will develop and maintain *Management Limitations* policies that limit the latitude the President may exercise in choosing the organizational means. These limiting policies will describe those practices, activities, decisions and circumstances that would be unacceptable to the Board, even if effective in producing the desired results. These policies will be developed systematically from the broadest, most general level to more defined levels. The Board will not prescribe organizational means delegated to the President.

As long as the President uses *any reasonable interpretation* of the Board's Ends and Management Limitations policies, the President is authorized to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities. Such decisions of the President shall have full force and authority as if decided by the Board.

4. The Board may change its Ends and Management Limitations policies, thereby shifting the boundary between Board and President domains. By doing so, the Board changes the latitude of choice given to the President. However, as long as any particular delegation is in place, the Board will respect and support decisions made by the President that are compliant with Board policy, as reasonably interpreted.

POLICY TITLE: *Monitoring President Performance*

The Board will systematically and rigorously monitor President job performance to determine the extent to which Ends are being achieved and whether operational activities fall within boundaries established in Management Limitations policies.

Accordingly:

Monitoring is simply to determine the degree to which Board policies are being met. Information that does not address policy compliance will not be considered in the evaluation of President performance.

The Board will acquire monitoring data by one or more of three methods:

by internal report, in which the President discloses, in writing, policy interpretations and compliance information to the Board. As appropriate in a given context, the President may present information to justify his/her interpretation.

by external report, in which an external, disinterested third party selected by the Board assesses compliance with Board policies, as reasonably interpreted by the President, or

by direct Board inspection, in which a designated member or members of the Board assess compliance with the appropriate policy criteria, as reasonably interpreted by the President.

In every case, the standard for compliance shall be *any reasonable President interpretation* of the Board policy being monitored. The Board is the final judge of reasonableness, and will always judge with a “reasonable person” test (whether what the President did was what a reasonably prudent executive would do in that context), even if those choices may not be the choices the Board or its members may have made.

In every case, the Board will judge whether (a) the President’s interpretation is reasonable, and (b) whether data demonstrate accomplishment of or compliance with the President’s interpretation.

Actions determined to be not compliant with a reasonable interpretation of Board policies will be subject to a remedial process agreed to by the Board.

All policies instructing the President will be monitored at a frequency and by a method chosen by the Board. The Board may monitor any policy at any time by any method, but will ordinarily depend on the following routine schedule.

Board–Management Delegation**POLICY 3.4**POLICY TITLE: ***Monitoring President Performance*** (continued)

Policy	Method	Frequency	Schedule
2.0 General Executive Constraint	Internal	Quarterly	Mar/Jun/Sep/Dec
2.1 Treatment of Participants	Internal	Annually	June
2.2 Treatment of Staff	Internal	Annually	June
2.3 Financial Condition & Activities	Internal	Quarterly	Mar/Jun/Sep/Dec
	Direct Insp.	Semi-Annually	Mar/Sept
	External	Annually	Mar
2.4 Asset Protection	Internal	Annually	Jun
2.5 Financial Planning/Budgeting	Internal	Quarterly	Mar/Jun/Sep/Dec
2.7 Emergency Executive Succession	Internal	Annually	Sep
2.6 Compensation and Benefits	Internal	Annually	Dec
2.8 Board Awareness & Support	Direct	Annually	Sep
1.0 Ends Policies	TBD	Some each mtg	Each Mtg
4.1 Board Self-monitoring	Internal	Annually	Dec
4.2 Connection with Owners	TBD	Semi-Annually	Feb/Aug
4.3 Board Education	TBD	Annually	Sep
4.5 Board Member Compliance	Internal	Annually	June
4.8 Potential Board Members	Internal	Quarterly	Mar/Jun/Sep/Dec

GOVERNANCE PROCESS**POLICY 4.0**POLICY TITLE: ***Governance Commitment***

The purpose of the Board, on behalf of God as Ultimate Owner and fellow-stewards (donors, affiliates, etc.) committed to the stated purpose of the organization, is to ensure that Hope for Wholeness (1) achieves appropriate results for appropriate recipients at an appropriate cost (as specified in Board Ends policies), *and* (2) avoids unacceptable actions and situations.

POLICY TITLE: *Governing Style & Values*

The Board will govern lawfully, observing Policy Governance principles, with an emphasis on (a) integrity and truthfulness in all of its activities and practices, (b) outward vision rather than internal preoccupation, (c) encouragement of diversity in viewpoints, (d) strategic leadership more than administrative detail, (e) clear distinction of Board and chief executive roles, (f) collective rather than individual decisions, (g) future rather than past or present, and (h) governing proactively rather than reactively.

Accordingly:

The Board will cultivate a sense of group responsibility. The Board, not the staff, will be responsible for excellence in governing. The Board will be the primary initiator of governing policy.

The Board may use the expertise of individual members to enhance the Board's understanding of issues, but will not substitute such expertise for the judgment of the Board.

The Board will direct, control and inspire the organization through the careful establishment of broad written policies reflecting the Board's values and perspectives. The Board's major focus will be on the achievement of intended long-term impacts outside the organization, not on the administrative or programmatic means of attaining those effects.

The Board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policymaking principles, respect of roles, adherence to board standards of conduct, and ensuring the continual development of governance capability.

Continual Board development will include periodic discussion of process improvement, and orientation of new Board members, within 30 days of their appointment, in the Board's governance process and these policies.

Although the Board can change its governing policies at any time, it will conscientiously observe those currently in effect.

All policies of the Board are contained in this document, and they remain in effect, unless amended or deleted by Board action.

The Board will allow no officer, individual or Board Committee to prevent the Board from fulfilling its duties and commitments.

The Board will monitor and assess its process and performance. Self-monitoring will include comparison of Board activity and discipline to Governance Process and Board-Management Delegation policies.

The organization, in its hiring and other activities, will not discriminate on the basis of race, national origin, age, handicap, political affiliation, sex, or marital, parental or military status.

POLICY TITLE: ***Board Job Products***

On behalf of the “ownership” it represents, the Board of Directors assumes direct responsibility for defining and ensuring appropriate organizational performance:

The Board will be the conduit linking ownership interests and operational performance.

Needs Assessment: The Board will assess the needs of the ownership as they relate to the organization’s activities and scope of influence, and will develop Ends policies identifying and prioritizing intended organizational outcomes to address those needs.

Advocacy: The Board will inform the ownership of the organization’s present accomplishments on their behalf, and expected future results.

The Board will develop and maintain written governing policies that realistically address the broadest levels of all organizational decisions and situations:

ENDS: Organizational products, effects, benefits, outcomes, recipients, and their relative worth (what good for which recipients at what cost/priority).

MANAGEMENT LIMITATIONS: Constraints on executive authority that establish the prudence and ethics boundaries within which all executive activity and decisions must take place.

GOVERNANCE PROCESS: Specification of how the Board conceives, carries out and monitors its own task.

BOARD/MANAGEMENT DELEGATION: How authority is delegated and its proper use monitored: the President’s role, authority and accountability.

The Board will assure successful President performance on Ends and Management Limitations.

The Board will take all necessary steps to ensure the on-going stability of leadership through a well-designed succession planning process for both the President and the CGO.

The Board will identify and seek to affect legislative and/or public policy change as it deems necessary and/or appropriate on behalf of the “ownership.”

The Board will aid the organization in funding as their time and resources allow.

POLICY TITLE: *Agenda Planning*

To fulfill its role, the Board will prepare and follow an annual workplan that (1) completes a re-exploration of Ends policies each year and (2) continually improves Board performance through Board education, enriched input and deliberation.

Accordingly:

The Board's annual planning cycle will conclude each year on the last day of September so that administrative planning and budgeting can be based on accomplishing a one-year segment of the Board's most recent statement of long-term Ends.

The cycle will start in October with the Board's development of its work plan for the next year.

Consultations with selected groups in the ownership, or other methods of gaining ownership input, will be determined and arranged in the first quarter, to be held during the balance of the year.

Board education related to Ends issues (e.g. presentations by advocacy groups, staff, futurists, etc.), and education about governance and operational issues, will be determined and arranged in the first quarter, to be held during the balance of the year.

The Chair will, at the commencement of the Board's annual planning cycle, prepare and present for the Board's consideration a tentative agenda plan for the following year's meetings.

The Chair will determine the agenda for any particular meeting, although Board members may request or recommend any appropriate matters for Board consideration.

A Board member may recommend or request a matter for Board discussion by submitting the item to the Chair at least 14 days prior to the regularly scheduled Board meeting.

The meeting agenda and packet are to be received by Board members at least 7 days prior to the scheduled Board meeting.

By an affirmative vote of a majority of those present at a meeting, additional matters may be added to the agenda of any regular Board meeting.

At any meeting prior to which monitoring reports have been received, the board will determine by vote whether a majority of members judge each report to have demonstrated fulfillment of a reasonable interpretation of the applicable policy.

President remuneration will be decided during the month of October (to be effective January 1), based on a summary/review of the Board's judgments of monitoring reports received during the last year.

GOVERNANCE PROCESS

POLICY 4.4

POLICY TITLE: *Chair/Chief Governance Officer's Role*

The Chair/Chief Governance Officer (CGO) assures the integrity of the Board's process.

Accordingly:

1. The Board expects the CGO to see to it that the Board behaves consistently with its policies and those legitimately imposed upon it from outside the organization.

Meeting discussion content will include only those issues that clearly (according to Board policy) belong to the Board to decide, consider, or to monitor.

Information that is not for monitoring performance, board education or board decisions will be avoided or minimized and always noted as such.

Deliberation will be fair, open, thorough, timely, orderly, and kept to the point.

2. The CGO is authorized to make decisions consistent with the Board's Governance Process and Board/Management Delegation policies, with the exception of (a) employment/termination of the President, or (b) instances where the Board specifically delegates portions of this authority to others. The CGO is authorized to use any reasonable interpretation of these policies.

The CGO is empowered to preside at Board meetings with the commonly accepted power of that position, such as ruling and recognizing.

The CGO has no authority to make decisions within the Board's Ends and Management Limitations policy areas. Therefore, the CGO has no authority to supervise or direct the President.

The CGO may represent the Board to outside parties in announcing Board-stated positions and in stating decisions and interpretations within the area delegated to her or him.

The CGO may delegate this authority but remains accountable for its use.

The CGO may appoint Board members to serve on Board Committees and as Chair of such committees, except where specified otherwise in Bylaws or Board policies.

GOVERNANCE PROCESS

POLICY 4.5

POLICY TITLE: *Board Members' Code of Conduct*

The Board commits itself and its members to ethical, professional, and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members.

Accordingly:

Board members must demonstrate loyalty to the interests of the entire ownership, unconflicted by loyalties to segments of the ownership, staff, other organizations, or any personal interests as a consumer of the organization's services.

Board members are accountable for discharging their duties honestly and in good faith. Board members shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Board members must avoid conflict of interest with respect to their fiduciary responsibility.

There must be no self-dealing or any conduct of private business or personal services between any Board member and the organization except as procedurally controlled to assure openness, competitive opportunity, and equal access to inside information.

When the Board is to decide upon an issue about which a member has a conflict of interest, that member shall disclose the conflict to the Board and absent herself or himself without comment from not only the vote but also from the deliberation.

Board members must not use their Board positions to obtain staff employment for themselves, family members or close associates. Should a Board member apply for staff employment, he or she must first resign from the Board.

Board members will annually complete a form disclosing their involvements and interests that could give rise to a conflict of interest, including but not limited to roles as directors or officers of other organizations, substantial business/investment holdings, or other transactions or affiliations with businesses and other organizations or those of family members.

Board members must not attempt to exercise individual authority over the organization.

Board members' interaction with the President or with staff must recognize the lack of authority vested in individuals except when explicitly Board authorized.

Board members' interaction with public, media or other entities must recognize this limitation and that Board members are not to speak for the President, or to speak for the Board except to repeat explicitly stated Board decisions.

Except for participation in Board deliberation about whether the President has achieved any reasonable interpretation of Board policies, Board members will not publicly express individual judgments of performance of staff or the President.

A Board member aware of credible information that suggests that a Board policy has been violated, by either the Board or the President, has an affirmative obligation to bring the concern to the Board's agenda for monitoring.

Board members must respect the confidentiality appropriate to issues of a sensitive nature.

Board members will support the legitimacy and authority of the final determination of the Board on any matter, regardless of the member's personal position on the issue.

POLICY TITLE: *Directors' Individual Responsibilities*

The individual and collective participation of its members is integral to the leadership success of the Board.

Therefore, each Board member is expected to fulfill the following responsibilities:

Attendance — As effective deliberations and decision-making require collaboration and participation, Board members are expected to attend Board meetings. Absence from regularly scheduled meetings will constitute that member's resignation from the Board.

In case of extenuating circumstances, a Board member may request a waiver to this provision. These waivers may be granted only by vote of the Board.

Preparation and Participation — Board members will review agenda materials in advance of Board and committee deliberations and will participate productively in discussions.

Members as Individuals — The President is accountable only to the Board as a whole, and not to individual Board members. Therefore, the relationship between the President and individual members of the Board, including the CGO, is collegial, not hierarchical.

Volunteering — As the President is responsible for operational activities and results, members of the Board choosing, as individuals, to volunteer in operational capacities are subject to the direct supervision of the President or responsible staff person.

Contributions — Each Board member is expected and required to make an annual financial contribution as a tangible demonstration of their commitment to the organization. The demonstration of support, rather than the amount of the contribution, is of principal importance. Board members are expected to contribute within their individual means.

Participation in Organizational Activities —

In addition to Board meetings, Board members are expected to attend the following events/functions:

Annual conference (at least part)

Board members are also encouraged to attend the following events/functions:

Other conferences and activities

POLICY TITLE: ***Board Committee Principles***

Board committees, when used, have one essential role—to strengthen and support the work of the Board as a whole. Board committees are not to interfere with delegation from Board to the President, or from the President to other staff.

Accordingly:

Board committees may be established to help the Board do its job, not to help, advise or exercise authority over staff.

Board committees most commonly assist the Board by undertaking activities not delegated to the President, by preparing policy alternatives and implications for Board deliberation, or by performing specific monitoring functions.

Board committees may not speak or act for the Board except when formally given such authority for specific and/or time-limited purposes. The Board will carefully state its expectations and committee authority (in the “Board Committee Structure” policy) in order not to conflict with authority delegated to the President.

Because the President works for the full Board, he or she will not be expected to obtain approval of a Board committee before an executive action.

This policy applies to any group formed by Board action, whether or not it is called a committee and regardless of whether the group includes Board members. This policy does not apply to committees formed under the authority of the President.

POLICY TITLE: *Board Committee Structure*

A committee is a Board committee only if its existence and charge come from the Board, regardless of whether Board members sit on the committee. The only Board committees are those which are set forth in this policy. Unless otherwise stated, a Board Committee will cease to exist when its task is complete. Unless otherwise specified, the President, or his/her staff designee, will serve as a non-voting member of each committee.

Governance Committee

Product #1: Properly screened slate of potential Board members and proposed slate of officers.

Product #2: Upon election of new Board members, arrangement of orientation/training of Board members (*or, in some cases, candidates for Board membership*) in the Board's governing process and strategic issues of the Board's choosing.

Product #3: Recommendations brought forth for Board consideration regarding additional Board training opportunities that enhance the Board's governance capabilities.

Composition: The CGO and the President and no more than two other elected members.

POLICY TITLE: ***Board size / Nomination / Election / Term Limits***

The board will maintain a size of 7 to 9 elected members. The board governance committee will properly screen and nominate, for board consideration, the board officers and individuals to fill vacancies on the board.

Accordingly:

No later than the last meeting of the year, the current board will elect a board governance committee. It will elect its own chair and solicit suggestions for nominations.

By no later than the Annual Meeting of the Board, the board governance committee will qualify potential officers and board nominees.

At the Annual Meeting of the Board, the board shall:

Approve or disapprove the board governance committee's nomination for new board officers.

Officers of the board shall serve 2-year terms with no term limit.

At any regular or specially called meeting of the Board, the board shall:

Approve or disapprove the board governance committee's nominations for new board members.

If more nominees are approved than slots are available, the board will rank nominees in the order in which they should be approached. Based on that rank, nominees shall be given the invitation to serve along with conditions of service until available slots are filled.

Individuals may not be nominated or serve if they or their spouse are staff of the organization including contract staff. Members of the board shall serve 3-year terms with no term limit.

Re-nomination/nomination of board members may be based upon such factors as the board governance committee deems appropriate. Accordingly, no member should expect to be re-nominated at the end of his or her term.

POLICY TITLE: ***Governance Investment***

The Board will consciously invest in its ability to govern competently and wisely.

Accordingly:

Board skills, methods, and supports will be sufficient to assure governing with excellence.

Training and retraining will be used appropriately to orient new members and to maintain and increase existing Board member skills and knowledge.

Outside monitoring assistance, including fiscal audit, will be arranged as needed so that the Board can exercise confident control over organizational performance.

Outreach mechanisms will be used as needed to ensure the Board understands owner viewpoints and values.

Costs will be prudently incurred, but sufficient to ensure the development and maintenance of superior governance.

The Board will establish its governance budget for the next fiscal year each year during the month of October.