

**Nevada Department of Health and Human Services
Community Services Block Grant**

**Tripartite Board Standards
and Board Tool Kit**

December 2014

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*These samples are from the *Nevada Community Action Association, Community Action Agencies Board of Directors Guidelines – Best Practices, 2011*.

**These samples are from the *Consolidated Agencies of Human Services (CAHS) Board Manual, November 2012* prepared by Social Entrepreneurs, Inc.

Introduction

The purpose of this document is to provide Nevada Community Action Agencies (CAAs) with board governance standards and tools to achieve compliance with the national CSBG Organizational Standards and maintain effective board governance. The standards are designed to pull together the requirements and guidance that exists in several different CSBG documents into a table that CAAs can use as a checklist to review and refine their board documents and operations.

The Board Tool Kit is included in the appendices and provides sample documents and templates that CAAs can use to develop agency specific documents. In most cases, the samples are not meant to be copied and incorporated by CAAs without modification. Although an effort has been made to include samples that fully meet the requirements, there may be elements that are missing, need to be clarified, or rewritten. Each CAA will need to carefully review and adapt them to fit the environment that their agency operates in.

**TRIPARTITE BOARD STANDARDS FOR BYLAWS
AND BOARD OPERATIONS**

Nevada Department of Health and Human Services
Community Services Block Grant
Tripartite Board Standards for Bylaws and Board Operations
July 2014

This document was created from a number of sources in order to provide CAAs with a comprehensive set of requirements for operating tripartite boards consistent with federal law and guidance. There is no single set of regulations that contains the complete set of CAA governance requirements. Instead, there are several different sources that contain a range of criteria from statutory requirements to best practice guidance. This document combines the key criteria from all of the primary board governance sources into a set of standards for Nevada CAAs. Descriptions of the sources used, as referenced in the “Citation” column, are summarized below.

- CAPLAW = CAPLAW Bylaws Toolkit, 2009 Edition, produced by the Community Action Program Legal Services, Inc.
- CSBG Act = Federal Community Services Block Grant Act
- IM # 82 = Information Memorandum #82 issued by the federal Office of Community Services for the CSBG program.
- Org Standard = CSBG Organizational Performance Standards (pending approval by the Office of Community Services)
- State Standard = Nevada DHHS Standard adopted from best practices for CSBG boards
- State Policy = Nevada DHHS policy adopted to meet the mission of CSBG

In implementing these standards, CAAs should treat criteria with the following citations as requirements: CSBG Act, Organizational Standards, and State Policy. All other standards are considered guidance. The “Type” column references whether the criteria are considered requirements or guidance. Criteria noted as guidance, while technically not required, are included in this table to assist CAAs create a fully functional set of bylaws and operate their Boards in an effective manner.

CAAs will be asked to complete a checklist indicating their compliance with these standards. If the criteria are listed as guidance, CAAs may opt to modify the criteria, adopt an alternative approach, or omit it. In these cases, the CAA will be asked to provide a written explanation subject to approval by DHHS.

PART I – BYLAWS

This section outlines the framework and content for CAA bylaws. CAAs should use this as a template for creating agency specific bylaws. Items that do not apply to Public CAAs are noted.

		Criteria	Citation	Type	Appendix
1		Board bylaws contain the following sections and are consistent with the language in the samples provided in the Toolkit.			A
	a	NAME OF ORGANIZATION: Name of agency; date bylaws approved.	CAPLAW p9	Guidance	
	b	MISSION: Mission of agency is stated and is consistent with CSBG mission.	CAPLAW p9	Guidance	
	c	POWERS AND DUTIES: Powers and duties of the board members are specified.	CAPLAW p9	Guidance	
	d	BOARD SIZE AND COMPOSITION: Board size and composition specified (a range may be used, e.g. between 9 and 15; each of the three sectors is defined – consumer, public, private. Bylaws indicate that 1/3 must be from each of the three sectors.	CSBG Act Org Standards IM #82 CAPLAW p9	Requirement = 1/3 from each sector; Guidance = other elements	
	e	SELECTION CRITERIA FOR CONSUMER SECTOR: Bylaws state that the Board will use a democratic selection process. Consumers must be representative of low-income families and reside in the service area. (See note at the end of this section.)	CSBG Act Org Standards IM #82 CAPLAW p13	Requirement	
	f	SELECTION CRITERIA FOR THE PUBLIC SECTOR: Bylaws state that local elected officials or their designated representatives must have an appointment letter if designated and can only serve while the elected official is in office.	CSBG Act IM #82 CAPLAW p.12	Requirement	
	g	SELECTION CRITERIA FOR PRIVATE SECTOR: Bylaws state that this sector is selected from business, labor, religious, social service, education, or other major private groups determined critical to the success of the agency.	CSBG Act IM #82 CAPLAW p.14	Requirement	
	h	SELECTION PROCESS: Board nominating committee determines skills and experience that the agency needs, makes recommendations to the full board. Applicants complete an application, nominating committee screens the application. Board votes on nominees recommended by nominating committee.	IM #82 CAPLAW p.11	Guidance	
	i	TERMS: Terms of service are specified, including term limits (Term limits are optional, but recommended).	IM #82 CAPLAW p. 15	Guidance	
	j	VACANCIES: Process for filling vacancies is based on the selection criteria for each sector. The replacement member completes the remaining term. If term limits established, indicate how the partial term impacts the term limit.	CAPLAW p. 18	Guidance	
	k	MEETING SCHEDULE: Include frequency of meetings, standard dates and times for regular meetings, month and purpose of annual meeting (if applicable), process for calling a special meeting.	CAPLAW p.20	Guidance	

		Criteria	Citation	Type	Appendix
	I	NOTICE OF MEETINGS: Bylaws state include a minimum period for providing board members notice of the meeting and specify how the meeting will be announced/posted. Public CAAs must follow the State Open Meeting Law.	CAPLAW p.20 State Law	Requirement = open meeting law for public CAAs; Guidance for non-profit CAAs	
	m	REMOVAL OF BOARD MEMBERS: Attendance requirements are specified; grounds for removal and removal procedures are included.	CAPLAW p.16 State Policy	Requirement	
	n	PETITION FOR BOARD REPRESENTATION: Include a petition procedure for groups that believe they are under-represented.	CSBG Act IM #82 CAPLAW p.15	Requirement	
	o	QUORUM AND VOTING PROCESS: Quorum based on current number of members, circumstances that require a super-majority (if any) are identified, proxy voting not allowed.	CAPLAW p. 21	Guidance	
	p	COMPENSATION: Limited to reimbursement for travel, stipends for consumer sector	CAPLAW p. 19	Guidance	
	q	PARTICIPATION BY TELEPHONE: Note if allowed. (Recommend that this not be allowed or else used on a limited basis.)	CAPLAW p. 22	Guidance	
	r	OFFICERS: List of Board officers, including at a minimum, Chairman, Vice-chairman, Secretary, and Treasurer; description of duties for each position, how officers are selected, terms of office, grounds for removal, removal procedures, and how vacancies will be filled.	CAPLAW p. 24	Guidance	
	s	CONFLICT OF INTEREST: The bylaws include the Board's Conflict of Interest Policy or reference that it is established in a separate policy document. The Conflict of Interest Policy is consistent with State CSBG Sample Policy.	Org Standards IM #82 CAPLAW p.19	Requirement	B
	t	SUBCOMMITTEES: Names and duties of sub-committees are described; a provision for ad hoc sub-committees is included. Small CAAs may opt to only have ad hoc sub-committees.	CAPLAW p.25	Guidance	
	u	EXECUTION OF DOCUMENTS: Who has the authority to sign contracts, checks, and other related documents is indicated. <i>Not applicable for Public CAAs.</i>	CAPLAW p. 28	Guidance	
	v	BONDING and INDEMNIFICATION: Describes bonding and Indemnification requirements for Board members. <i>Not applicable for Public CAAs</i>	CAPLAW p. 28	Guidance	
	w	AMENDING THE BYLAWS: Process for amending bylaws.	CAPLAW p. 29	Guidance	

Note for Item 1e - SELECTION CRITERIA FOR CONSUMER SECTOR: The specific type of democratic selection process that the agency will use does not need to be identified in the bylaws. The agency may determine the type of selection process that it will use when a vacancy occurs. Acceptable processes include: (1) election, (2) selection at a public forum attended by low-income members, (3) nomination from an organization that is predominately made up of volunteers/staff/board members who are from the consumer sector, or (4) another procedure that involves consumers in the selection process.

PART II – BOARD OPERATIONS

This section outlines the required board operation criteria for Nevada CAAs. CAAs should ensure that their Board operates in compliance with these criteria. Items that do not apply to Public CAAs are noted.

		Criteria	Citation	Type	Appendix
1	a	Template for board/subcommittee agendas established with standard items such as program and fiscal progress reports, status of strategic plan, etc. Action items noted. Board packets include meeting materials and standard items and are distributed at least one week in advance of the meeting.	State Standard	Guidance	C
2	a	Format for board meeting minutes established; minutes note action items and results of any voting.	State Standard	Guidance	D
3	a	Board member job description established.	State Standard	Guidance	E
4		The Board is involved in the planning, development, implementation, and evaluation of agency programs, initiatives, and operations as indicated below.			
	a	Approval of CSBG renewal application. <i>Public organizations provide advice only.</i>	IM #82	Guidance	
	b	Monitoring and approval of agency monthly/quarterly program reports. Formats have been established for these reports. <i>Public organizations provide advice only.</i>	Org Standards	Requirement	
	c	The Board receives fiscal reports at each regular meeting that includes a summary of agency revenues and expenditures, budget to actual for budget categories for each program and a balance sheet/statement of financial positions. <i>Public organization receives fiscal reports for those programs that it advises on based on local government procedure.</i>	Org Standards	Requirement	
	d	Approval of needs assessment. <i>Public organizations provide advice only.</i>	Org Standards	Requirement	
	e	Approval of new programs, grants, program expansions, major initiatives <i>Public agencies provide advice only.</i>	IM #82	Guidance	
	f	Review and approval of major internal systems and policies, e.g., personnel and fiscal. <i>Not applicable for Public CAAs.</i>	Org Standards	Requirement	
	g	Selection of auditing firm and approval of annual audit. <i>Not applicable for Public CAAs.</i>	IM #82 Org Standards	Requirement	
	h	Approval of major contracts. <i>Not applicable for Public CAAs.</i>	IM #82	Guidance	
	i	Annual evaluation of Executive Director. <i>Not applicable for Public CAAs.</i>	Org Standards	Requirement	
5		The Board/Executive Director relationship is consistent with the following:			
	a	The Board establishes policy; the Executive Director recommends policy and executes board decisions. <i>Public agency Boards provide advice only.</i>	IM #82	Guidance	
	b	The Board sets mission and performance targets; the Executive Director works to accomplish the mission and targets. <i>Public agency Boards provide advice only.</i>	IM #82	Guidance	
	c	The Board and Director jointly evaluate agency performance.	IM #82	Guidance	
	d	The Board works through the Executive Director, not staff.	IM #82	Guidance	
	e	The Board has set performance standards for the Executive Director and performs an evaluation at least annually. <i>Not applicable for Public CAAs.</i>	IM #82	Guidance	F
6	a	The Board documents the selection process used for each Board member's recruitment.	Org Standards	Requirement	
7		Board orientation for new board members includes, at a minimum, a review of the following items. The orientation is conducted within 6 months of a Board members being seated on the Board.			G
	a	Bylaws.	State Standard	Guidance	
	b	Agency funding sources and Federal and State grant requirements.	State Standard	Guidance	
	c	Agency budget.	State Standard	Guidance	
	d	Overview of agency programs and services, organizational chart, and agency operations.	State Standard	Guidance	

		Criteria	Citation	Type	Appendix
	e	Most recent audit. <i>For Public CAAs, the agency only needs to notify the Board that it has been completed and how to access it.</i>	Org Standard	Requirement	
	f	Most recent financial and program reports.	State Standard	Guidance	
	g	CSBG Community Action Plan (renewal application).	State Standard	Guidance	
	h	Strategic Plan.	State Standard	Guidance	
	i	ROMA system and national performance indicators.	State Standard	Guidance	
	j	Nevada Service Delivery Model.	State Standard	Guidance	
	k	Role and responsibility of Executive Director and Board responsibilities for evaluating the Executive Director and setting compensation. <i>Not applicable for Public CAAs.</i>	State Standard	Guidance	
8	a	Whistle Blower policy approved by the Governing Board. <i>Not applicable for Public CAAs.</i>	Org Standards	Requirement	H
9		Document Review Timelines for the Board:			
	a	Every Year: The auditor presents the annual Audit results to the Board. <i>Public CAAs are only required to notify Board members that County Audit has been completed and where it can be viewed.</i>	Org Standards	Requirement	
	b	Every Year: The Board receives a report on progress toward accomplishing the strategic plan	Org Standards	Requirement	
	c	Every Year: The Board reviews the agency-wide budget. <i>For Public CAAs, the Board is only required to review and advise on the CSBG budget.</i>	Org Standards	Requirement	
	d	Every Year: Executive Director is evaluated each calendar year, including the Executive Directors salary and compensation. <i>Not applicable for Public CAAs.</i>	Org Standards	Requirement	
	e	Every 2 Years: Board members must receive a copy of the by-laws.	Org Standards	Requirement	
	f	Every 2 Years: Training on the duties and responsibilities of the Board has been provided.	Org Standards	Requirement	
	g	Every 2 Years: Conflict of Interest policy has been signed by Board members.		Requirement	
	h	Every 5 Years: By-laws have been reviewed by an attorney.	Org Standards	Requirement	
	i	Every 5 Years: An organization risk assessment has been completed and reported to the Board. <i>Not applicable for public organizations.</i>	Org Standards	Requirement	
	j	Every 5 Years: The Board has reviewed the mission statement.	Org Standards	Requirement	
	k	Every 5 Years: The Board has reviewed personnel policies. <i>Not applicable for public organizations.</i>	Org Standards	Requirement	
	l	Every 5 Years: Agency Strategic Plan has been developed and approved by the Board. <i>Public CAAs provide advice only.</i>	Org Standards	Requirement	
	m	Every 5 Years: Procurement policies are reviewed. <i>Not applicable for public organizations.</i>	Org Standards	Requirement	
	n	Every 5 Years: The Board has reviewed the Articles of Incorporation and the bylaws to ensure that they are consistent.	CAPLAW p 3	Guidance	

Bylaws

(Agency Name)
BYLAWS

Mission Statement
Petition of Board Representation
Execution of Documents

ARTICLE I Introduction

1.0 This organization shall be known as the (agency name), an affiliate of the (agency name), herein referred to as the “(agency name)”.

ARTICLE II - Affiliation

2.0 The Economic Opportunity Act of 1964 created the Community Action Program (CAP) and authorized funding of Community Action Agencies (CAA's). Consequently, the State of Nevada (herein after referred to as “State of Nevada” or “HHS”) designated the (agency name), as the official CAA body for the planning, development and administrative duties for the community action and services responsibilities.

ARTICLE III – Board Power & Responsibilities

3.0 In accordance with the Omnibus Reconciliation Act H.R/ 3982 of 1981 and by HHS concurrence, the (agency name) Board has the following powers and responsibilities:

- a) Select its officers, executive committee and other committees;
- b) Direct the CEO to periodically advise the HHS of the nature and extent of poverty within the area and recommend needed changes in federal, state, and local policies and programs;
- c) Convene public meetings to provide low income and other persons the opportunity to comment upon public policies and programs to reduce poverty;
- d) Continuously review and make recommendations when necessary on the policies, procedures and program;
- e) Provide information to the HHS regarding the selection of the (agency name) Board and CEO;
- f) Determine rules and procedures for the (agency name) various programs and initiatives;
- g) Provide input via Standing Committees regarding major personnel, organizational, fiscal,

- program policies and accomplishments to ensure grants and contracts compliance;
- h) Provide recommendations regarding overall program plans and priorities;
 - i) Provide recommendations regarding approval of all program proposals and budgets;
 - j) Provide recommendations regarding the arrangements for delegating the planning, conducting, or evaluating of a program component or unit of (agency name);
 - k) Exercise other responsibilities which the HHS delegates to the (agency name) Board;
 - l) Make recommendations on strategic plans and priorities for (agency name) including provisions for evaluating progress against performance;
 - m) Review all (agency name) programs and budgets, and ensure compliance with the conditions of federal and state grants and contracts.
 - n) Approve (agency name) monthly financial statements;
 - o) Ensure that individual programs and services are supportive of the (agency name) Mission, Goals and Objectives;
 - p) Be involved in public relations, fund raising and development efforts, along with other volunteer activities in (agency name) best interest.

ARTICLE IV – Board Composition

4.0 The (agency name) Board will consist of fifteen (15) members.

4.1 **Public Officials:** One third (1/3) of the Board members will be elected public officials, currently holding office, or their representatives, and must be elected to the (agency name) Board.

4.2 **Consumer Sector:** Not fewer than one-third (1/3) of the members will be persons chosen in accordance with democratic selection procedures adequate to assure that these members are representative of low-income individuals, families or organizations in the community served.

4.3 **Private Sector:** The remainder of the members will be representatives of business, industry, labor, of business, industry, labor, religious, law enforcement, education, or other major groups and interests in the community served.

ARTICLE V - Board Membership Selection

5.0 **Requirements:** The (agency name) Board members shall come from diverse backgrounds and life experiences in order to elicit a broad spectrum of knowledge, values and attitudes necessary for comprehensive consideration of issues affecting low-income individuals. Further, (agency name) Private Sector and Public Officials members will be selected through

the Nominating Committee and Consumer Sector (low-income) members will be selected by a democratically elective process. All Board candidates/appointees shall complete an application and provide a resume or biography. In order to be considered for membership the candidate/appointee shall certify that they:

- 5.0.1 Are not presently debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded by any federal department or agency;
 - 5.0.2 Have not been convicted of or had a civil judgment rendered against them for commission of fraud or a criminal offense in connection with obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction, for violation of federal or state antitrust statutes or for commission of embezzlement, theft, forgery, bribery, falsification or destruction of records, making false statements, or receiving stolen property;
 - 5.0.3 Are not presently indicted for or otherwise criminally or civilly charged by a governmental entity (federal, state or local) with commission of any of the offenses above; and
 - 5.0.4 Have not had any public transactions (federal, state or local) terminated for cause or default during the three (3) years prior to their application.
 - 5.0.5 If the candidate/appointee cannot certify to all four (4) items above, the candidate/appointee can attach an explanation to the application. The (agency name) Board can consider the explanation and decide whether they can be seated or not.
- 5.1 **Public Officials:** The (agency name) Nominating Committee will designate five (5) public officials currently holding office to serve on the (agency name) Board. Those designated public officials who are unable to serve may appoint a representative to serve in their place. The appointed representative must provide a letter of designation from the public official he or she is representing. This letter is to be written on the letterhead of the elected official. No more than three public officials may have fulltime representatives serving in their stead on the Board. Appointed representatives shall have responsibilities which require them to deal with poverty related issues. When the public official no longer holds office they, or their representative, are no longer eligible to serve on the (agency name) Board, unless in some other sector.

5.2 Consumer Sector Representatives: Representatives may be selected at large to represent the community or a specific area or neighborhood served by the (agency name), or to represent a particular organization designated by the (agency name) Board whose membership is composed predominantly of economically disadvantaged persons, including youth organizations. An individual representing an economically disadvantaged group does not need to meet (agency name) income eligibility criteria. In addition, selection procedures may include, either alone or in combination, the following:

- a) Nominations and elections, either within neighborhoods or within the community as a whole;
- b) Selection of eligible low-income persons at a meeting or conference where the

date, time, and place of such meeting or conference have been adequately publicized;

- c) Any other selection procedure which assures maximum participation of eligible consumers is subject to HHS criteria. Such organizations shall develop their own Bylaws or Standards of Operations. If such Bylaws or Standards of Operations attempt to restrict or negatively impact the (agency name) or its Bylaws, such member shall be removed from the (agency name) Board.

5.3 Private Sector Representatives: Private organizations shall be selected in such a manner as to assure that the (agency name) Board will benefit from broad community involvement. The organization will choose the person to represent it on the (agency name) Board. Each representative shall be empowered to speak and act on the organization's behalf. The (agency name) Board shall draw representation from but not limited to:

- a) Private organizations representing business, industry, and labor;
- b) Private social service agencies

5.4 Limitations on Public Officials/Representatives: A public official or their representative will serve at the pleasure of the (agency name) Board as long as the public official is currently holding office.

5.5 Term of Office: Consumer Sector and Private Sector representatives are nominated and elected to a (3) year term. The (agency name) Board member may serve two (2) - three (3) year consecutive terms if elected, for a maximum of six (6) years. When an (agency name) Board public sector representative is no longer a public official, all previous years of service on the LVUL Board shall count toward the six (6) year maximum. A public sector representative may serve on the LVUL Board as long as the public official they are representing remains public official. Members may continue to serve on the (agency name) Board with two-thirds (2/3) (agency name) Board approval. (*Pending changes per Board meeting held on 04/23/2014*)

5.6 Conflict of Interest: No (agency name) Board member shall participate in the selection, award or administration of a contract in which federal funds are used, where to their knowledge, their immediate family, partners, or organization in which their immediate family or partner has a financial interest or with whom they are negotiating or has any arrangement concerning prospective employment. Further, the (agency name) Board must adhere to the principles of good faith and fundamentally sound practices by:

- a) Avoiding mismanagement;
- b) Avoiding self-dealing, and
- c) Avoiding activities that would appear as a conflict of interest

5.6.1 (agency name) Board members shall sign a certification policy statement regarding the conflict of interest policies.

5.6.2 One Year Cooling Off Period – (agency name) Board members are:

a) Prohibited from becoming an employee or being hired by the (agency name) for at least one year after service on the (agency name) Board.

5.6.3 Current employees may not serve on the (agency name) Board.

5.6.4 Former employees may not serve as an (agency name) Board member for at least two (2) year's from the date they left employment. Former employees may not be considered for (agency name) Board membership if they were involuntarily terminated from employment.

5.6.5 **Expense Reimbursements:** Expense reimbursements made by (agency name) to a representative for reasonable, necessary and documented expenses incurred by the representative in the course of performing authorized services as a representative for the organization, provided that the reimbursements are made pursuant to (agency name)s Board-approved expense reimbursement plan and are permitted by any applicable funding source rules. Unless required by the Board in a particular circumstance, receipt of reimbursements meeting these criteria need not be disclosed under this policy.

5.7 **Removal:** If a board member is absent 3 or more times from regularly scheduled LVUL board meetings in a single calendar year, the board member may be removed from the board by a two-thirds (2/3) vote of the board members. Participation via electronic medium is allowed. A Board member can also be removed with two--thirds (2/3) vote, with or without cause. Upon an affirmative vote both the member and the organization (if applicable) will be notified. Making a false certification on an application or on conflict is cause for removal from the (agency name) Board. The definition of "cause" shall also be determined by a two-thirds vote of the Directors.

5.8 **(agency name) Board's** Chairman shall notify the organization whose representative has been absent from 25% of the meetings in accordance with the Bylaws.

5.9 **Resignation/Vacancies:** As resignation and vacancies may occur, it shall be the Chairman's responsibility to notify the appropriate organization of such vacancy and to request the expired term be filled in accordance with selection procedures in the Bylaws. The (agency name) Board shall fill all vacancies as soon as is reasonably possible. A representative filling a vacancy shall complete the remaining time of that term and shall be eligible to serve two (2) additional three (3) year terms.

5.10 **Alternates:** With the exception of public officials, no (agency name) Board member shall have an alternate.

5.11 **Proxy Voting:** Voting by proxy is not permitted for either the (agency name) Board meetings or the (agency name) Standing Committee meetings. This prohibition applies to all (agency name) Board members. Voting while appropriately participating electronically shall not be considered voting by proxy and is allowed.

5.12 **Compensation:** (agency name) is a volunteer Board and members shall not be compensated for their services.

ARTICLE VI - Officers

6.0 **Officers**: The (agency name) Board officers shall consist of a Chairman, Vice Chairman, Treasurer, and Secretary. (agency name) staff shall perform the Recording Secretary duties.

6.1 **Election of Officers**: A slate of candidates for the position of Chairman, Vice Chairman, and Treasurer and Secretary will be prepared by the Nominating Committee. The election of officers shall occur at the annual (agency name) Board meeting held in November of every year. Voting may be an open voting process in accordance with the NV Open Meetings laws or by secret ballot with total number of votes presented in an open format. Newly elected officers shall immediately begin their duties. The (agency name) Board may elect other officers as it deems necessary.

6.2 **Chairman**: The Chairman shall preside at all (agency name) Board meetings and at the Executive Committee meeting. The Chairman shall:

- a) Appoint all Committee Chairmen, unless otherwise provided by the Bylaws;
- b) Be a member of each Standing Committee and does not have voting rights;
- c) Appoint such special committees as the Board sees fit to make studies, reports, or recommendations for and to the (agency name) Board or HHS; and
- d) Appoint a new officer to complete the term of office should a vacancy occur within the Officers.

6.3 **Vice Chairman** shall:

- a) Serve as an Executive Committee member;
- b) Perform the Chairman duties in the Chairman's absence, or inability to perform their duties;
- c) Assume the Chairman's office in the event of resignation, and will complete the term of the office;
- d) Perform other duties delegated by the Chairman.

6.4 **Secretary** shall:

- a) Serve as an Executive Committee member
- b) Perform the Chairman duties in the event of both the Chairman and Vice-Chairman's absence or inability to perform their duties;
- c) Assume the office of Chairman in the event the Chairman and Vice-Chairman resign, and will complete the term of the office; and
- d) Perform other duties delegated by the Chairman.

6.5 **Treasurer** shall:

- a) Serve as an Executive Committee member
- b) Perform other duties delegated by the Chairman.

ARTICLE VII – Standing Committees, Councils & Other Committees

7.0 **Appointments**: Each (agency name) Board member shall serve on at least one (1) Standing Committee but no more than three (3). The Chairman will strive to accommodate each member's request to serve on a Committee of their choice. The Chairman shall appoint the Committee Chairmen. Committee members shall be seated by the January (agency name) Board meeting. A Committee assignment notice shall be provided at the January regular (agency name) Board meeting.

7.1 **Standing Committees** shall report to the (agency name) Board concerning their activities, conclusions, and recommendations. Each Committee may establish its own rules of procedure except quorum and notice provisions, which shall conform to the (agency name) Board Bylaws. The Standing Committees are as follows:

7.1.1 **Executive Board**: There shall be an Executive Committee appointed annually no later than the December meeting. The Executive Committee shall be composed of the Chairman, Vice Chairman, Treasurer, Secretary and all Committee Chairmen.

a) The Executive Committee is authorized to transact (agency name) Board business between regular (agency name) Board meetings except those powers prohibited to be given to such committee under state law. The Committee shall report its actions at the next (agency name) Board's membership meeting.

7.1.2 **Personnel & Administration Committee**: The Personnel & Administration Committee shall consist of at least three (3) members appointed by the Chairman and ratified by the Board. At least one (1) of the members must be a Director. Among the responsibilities of the committee will be to review and make recommendations on all personnel policies, including job descriptions, salary structure and ranges, and benefits.

7.1.3 **Audit Committee**: The Audit Committee shall consist of at least three (3) but may be as many as seven (7) members appointed by the Chairman and ratified by the Board. At least one (1) of the members must be a Director. Among the responsibilities of the committee will be to:

- a) review and supervise the (agency name)'s financial controls;
- b) appoint the independent certified public accounting firm,
- c) review the (agency name)'s books and accounts,
- d) meet with Officers regarding financial controls,
- e) act upon recommendations of the independent auditors
- f) take such further actions as the Audit Committee deems necessary to complete an audit of the (agency name)'s books and accounts.

7.1.4 **The Finance Committee:** The Finance Committee shall consist of at least three (3) members appointed by the Chairman and ratified by the Board. The Treasurer of the Board serves as Chairman of this committee. At least one (1) of the members must be a Director. Among the responsibilities of the committee will be to:

- a) establish and recommend an annual budget,
- b) review and report to the Board on a regular basis on the financial status of the (agency name), and,
- c) identify and recommend an auditor;
- d) review and recommend approval of all contracts, sub-contracts, grants, sub-grants, and leases.

7.1.5 **Program & Resource Development Committee:** Program & Resource Development Committee shall consist of at least three (3) members appointed by the Chairman and ratified by the Board. At least one (1) of the members must be a Director. Among the responsibilities of the committee will be to;

- a) conduct on-going reviews of the status of programs, reports; and
- b) make recommendations to the Board on program delivery, and identification and pursuit of additional resources to further the goals and purposes of the (agency name).

7.1.6 **Communication & Community Affairs Committee:** The Communication & Community Affairs Committee shall consist of at least three (3) but may be as many as five (5) members appointed by the Chairman and ratified by the Board. At least one (1) of the members must be a Director. Among the responsibilities of the committee will be to:

- a) assist the President and Board in devising and executing planning and community programs whose purpose will be to inform, educate and engage the greater community of the mission, programs and goals of the (agency name).

7.1.7 Strategic Planning & Development Committee: The Strategic Planning & Development Committee shall consist of at least three (3) but may be as many as five (5) members appointed by the Chairman and ratified by the Board. At least one (1) of the members must be a Director. The committee's primary function is to address causes and consequences of poverty in the (agency name) community as well as offer recommendations to alleviate them. Among the responsibilities of the committee will be to:

- a) Oversee planning, and program planning tasks;
- b) Be responsible for periodic needs assessments using internal and external resources to gather information;
- c) recommend action plans which derive from the strategic vision of the (agency name);
- d) continually assess, monitor community needs and recommend data-driven action plans to address the current and emerging needs in the high priority areas
- e) review the current strategic plan and monitor progress toward accomplishing goals with regular reports to the full Board

7.2 Affiliate/Advisory Councils, Ad Hoc & Other Committees:

7.2.1 Advisory/Affiliate Council: The (agency name) Board, by majority vote, may establish a local volunteer Advisory or Affiliate committee or council to advise the Board on community activities, events or programs. The Advisory or Affiliate body will also assist with membership development, fundraising, etc. Such body may have an indefinite term.

7.2.2 Ad Hoc Committees: From time to time the Board may establish ad hoc committees to address specific issues. Such committees should be established for a specific purpose and for a designated time period.

7.2.3 Nominating Committee: On an annual basis, at least two (2) months prior to the annual election of Officers, the Chairman shall establish a nominating committee which shall consist of at least five (5) but may be as many as seven (7) members appointed by the Chairman and ratified by the Board. At least three (3) members must be Directors. The Nominating Committee shall:

- a) Prepare and present to the Board a single slate of Officers for the annual election to be held in October/November;
- b) Responsible for assuring (agency name) Board compliance with current statutes;

- c) Seek and recommend nominees to the (agency name) Board;
- d) Recommend revisions to the (agency name) Board as necessary to assure the Board composition complies with the Economic Opportunity Act of 1964 created the Community Action Program (CAP) and authorized funding of Community Action Agencies (CAA) and meet the (agency name) Board's needs.

7.3 Bylaws Committee: It is the responsibility of this committee to review the Bylaws for the purpose of considering any additions and/or revisions which may be deemed necessary and advisable by the board. The committee is charged with preparing and revising the Bylaws which shall provide the Organization members with a detailed guideline for the accomplishment of their responsibilities, proper protocol, suggested methods and standard operating procedures.

7.4 Term of Office, Committees: All Committee Chairmen and any at large member of the committees shall be appointed to serve no later than the December meeting of each year. The committee members serve for one year. The (agency name) Board Committee Chairmen and committee members may be reappointed for up to two additional years, one year at a time. Should an Executive Committee member not be able to complete their term of appointment, it shall be the Board Chairman's responsibility to recommend a replacement within thirty (30) days after notice of needed replacement and submit said recommendation at the (agency name) Board's next meeting.

ARTICLE VIII Meetings

8.1 Regular Meetings: Regular meetings of the Board shall be held at such time and place as may be determined by resolution of the Board; except that the Board shall meet no less than nine (9) times a year in addition to an annual meeting each year. Notice of time, place and purpose of each Board meeting shall be sent, via electronic or first class U.S. mail to each Director not less than five (5) days before the meeting. Although it may not be required, (agency name) Board meetings will be conducted at a public meeting held in compliance with the NV Open Meetings laws, when possible.

8.2. Special Meetings: Special meetings of the Board

- (a) The Chairman may call special meetings, or,
- (b) Upon written request of two-thirds (2/3) of the Board members, the Chairman shall call a special meeting,
- (c) The purpose of such meetings shall be specifically stated, and no business shall be transacted except that for which the special meeting is called, and
- (d) Notice of special meetings must be given to all directors,

(e) Said special meeting notice should be given at least 24 hours prior the meeting, when possible and may be given electronically or in person.

8.3 **Quorum:** A simple majority of the sitting Members of the Board (non vacant seats) shall be present in person or by electronic medium to constitute a quorum for the transaction of the (agency name)'s business.

8.4 **Standing Committee Meetings:** Standing Committees shall agree on a schedule that includes time and location of meetings. (agency name) staff shall provide support as needed.

8.5 **Attendance:** (agency name) Board members are “present” at any regularly scheduled meeting or committee meeting when they are present for at least half of the meeting duration whether participating in person or by electronic medium. However, Board member may not participate in more than three (3) electronic meeting per calendar year. Board members shall notify the Administrative office of their intentions to participate electronically at least twenty-four hours prior to the scheduled meeting date and time.

8.6 **Notice of Meetings:** In accordance with the Open Meetings laws, a written notice of all (agency name) Board meetings will be sent to all members so of the Board and other so as to provide at least a five (5) day notice, in advance of said meeting date.

ARTICLE IX – FISCAL RESPONSIBILITIES OF THE BOARD OF DIRECTORS

9.1 **Fiscal Year:** The Board shall establish the fiscal year of the (agency name).

9.2 **Contributions and Grants:** A grant, contribution, bequest, and gift made to the Corporation shall be authorized by the Board. Guidelines for submitting grant applications and accepting contributions will be established by the Board.

9.3 **Depositories:** All funds of the Corporation shall be deposited to the credit of the Corporation, under such conditions and in such banks as shall be designated by the Board.

9.4 **Approved Signatures:** The designation for authorized signatories necessary on contracts, checks, and orders for payment, receipt, or deposit of money and access to securities of the Corporation shall be provided for by resolution of the Board.

9.5 **Bonding:** All individuals having major responsibility for the handling of monies and/or securities of the Corporation shall be bonded, as provided by resolution of the Board of Directors.

9.6 **Budget:** The Board shall approve the annual budget of estimated income and expenditures. No expense shall be incurred in excess of the total budgetary appropriations without prior approval of the Board.

9.7 **Audits:** A certified public accountant or other independent public accountant shall be retained by the Board to undertake an annual examination of the financial accounts of the (agency name). A report of all such examinations shall be submitted to the

Board, the State of Nevada, the National Urban League and such funding sources as required.

9.8 Financial Reports:

- (a) The Officers shall provide the Directors with monthly financial statements showing the (agency name)'s current financial condition.
- (b) A summary report of the financial operations of the Corporation shall be made at least annually to the membership, and to the public, in such form as the Board shall provide.

9.9 Resource/ Fund Development: Board members shall be responsible for developing resources or raising unrestricted funds.

9.10 Legal Counsel: The Board shall have legal counsel to: (a) ensure compliance with the federal and state requirements; (b) review and advise it on any and all legal instruments the agency executes, such as leases, contracts, property purchase or sale; and (c) review and advise it on any official statements developed for the media, if requested to do so.

9.11 Indemnifications: By resolution of the Board and in accordance with applicable law, each Director and Officer shall be indemnified for appropriate actions taken in the interest of the (agency name).

ARTICLE X – PARLIAMENTARY AUTHORITY

The parliamentary rules identified by Robert's Rules of Order, as revised, shall govern all of the (agency name)'s meetings, subject to the laws of the state of Nevada and any special rules of order approved by the Board.

ARTICLE XI – AMENDMENTS

These Bylaws may be altered, amended or repeal by an affirmative vote of at least two-thirds of the Directors at any meeting of the Board where a quorum is present at such meeting; provided however the notice of meeting sets forth the proposed alteration, amendment or repeal. Notice of any proposed amendments to the Bylaws shall be emailed or mailed to all members so as to provide at least five (5) days notice of said meeting. Additionally, the National Urban League will be given at least a thirty (30) day notice prior to the time of the meeting.

Signature:

(agency name) Board Secretary

BY-LAWS

ARTICLE 1 – INTRODUCTION

Name

The name of the organization shall be Lyon County Human Services Advisory Council, hereinafter referred to as the Advisory Council.

Purpose

This Advisory Council is a broadly representative body advising the Lyon County Human Services Department, hereinafter referred to as the Department. This Advisory Council exists due to the Department's designation as a Community Action Agency (CAA). As a community action agency, the Department has pledged to address the needs of low-income and at-risk families and individuals and to work to alleviate the conditions and causes of poverty in Lyon County. LCHS receives federal Community Services Block Grant (CSBG) funding from the Nevada Division of Health and Human Services (DHSS) to assist families in poverty and partner with other organizations in the community on strategies to reduce poverty.

One of the requirements for serving as a community action agency is the formation of an advisory board to provide input on the agency's efforts to reduce poverty at both the family and community levels.

ARTICLE II – MISSION

The mission of the Lyon County Human Services Department is to provide progressive leadership to enhance the well-being of individuals and families across the lifespan. The Advisory Council helps fulfill this mission through its role in assessing local needs and working to address the causes of poverty.

ARTICLE III – PURPOSE AND OBJECTIVES

The purpose and objectives of the Advisory Council shall be:

- a) To serve as advisors to Department staff and the Board of County Commissioners;
- b) To provide leadership in identifying and helping to eliminate the cause of poverty;
- c) To exert its influence to stimulate better use of and mobilization of available local, state, and federal resources to enable low-income persons of all ages to attain skills and knowledge which aid in securing opportunities needed to become self-sufficient;
- d) To recommend and/or support programs which are in keeping with and supportive of the goal statements of the Department;
- e) To involve low-income individuals in developing and carrying out anti-poverty programs;
- f) To serve as an advocate on matters of public policy and programs which affect the status of low-income families, by promoting institutional improvement and desirable changes in social policies and programs;

- g) To encourage administrative reform and protect low-income individuals and groups against arbitrary actions;
- h) To coordinate efforts by federal, state, county, and municipal governments, and public and private agencies, in order to avoid duplication and overlapping, improve the delivery of services, and maintain program relationships; and
- i) To act in any such matters that are appropriate to the function and responsibility of the Advisory Council, in compliance with all governing federal, state, county, and other local policies, practices, and procedures.

These efforts should serve as guidelines for the development of Department objectives, program planning, and evaluation of performance, on ways to reduce or eliminate the causes of poverty and to meet the needs of individuals and families who are low-income in Lyon County.

ARTICLE IV – MEMBERSHIP

Board Size and Composition

The Lyon County Human Services Advisory Council shall consist of not less than six (6) members, with two (2) members representing each of the three following sectors:

- 1) Public Elected Officials
One third of the members shall be public elected officials or a representative. The representatives need not be public officials themselves, but they shall have the full authority to act for the members whom they represent.
- 2) Representatives of Low-Income
One third of the members shall consist of low-income individuals, or representatives. These representatives do not themselves have to be low-income, provided that: a) they reside in the service area; b) have first-hand experience or direct knowledge of the challenges facing the low income population; c) are able to participate actively in the development, planning, implementation, and evaluation of CSBG funded programs; and d) are selected through a democratic selection procedure.
- 3) Representatives of the Private Sector
One third of the members shall be representatives of the private interests in Lyon County, such as business, industry, labor, religious, education, welfare, or other groups or interests.

Selection Process

Recruitment of candidates will be accomplished by Human Service's staff and Advisory Council members by various means. Examples may include newspaper advertisements in community papers, direct solicitation through community organizations, email and word of mouth.

Candidates will complete an application which will be received and reviewed by County staff and submitted to the Advisory Council for recommendations. The recommendations of the Advisory Council will be conveyed to Department staff for final approval.

Terms

Each Advisory Board member will serve a four (4) year term, with a maximum of two (2) consecutive terms.

Resignation and Vacancies

Resignations shall be submitted in writing or via email to the Department Director and Advisory Council, and a vacancy will be considered to exist on the effective date of the resignation.

Any vacancy which occurs on the Advisory Council, for any reason, shall be filled within 6 months in the same manner and by the same body which originally appointed the member. Once selected, the new representative will fill the vacant role for the remainder of the existing term.

Petition Process

Any individual, community agency and/or recognized representative group of the disadvantaged which feels that they are not adequately represented on the Advisory Council for such representation may appeal. A petition must state why the individual and/or organization feels it should be represented and must contain 25 valid signatures of adults in Lyon County representing the group seeking representation.

The Advisory Council shall grant the group a public hearing, which shall be scheduled as part of the next regular Advisory Council meeting, so that the agency or group may present its case. The Advisory Council shall then determine the validity of the petition and the qualifications required for the vacant position. If there is a vacancy in the appropriate sector of the Advisory Council at the time of petitioning, the petitioner will be considered for immediate seating on the Advisory Council. If all Advisory Council seats in the petitioner's appropriate sector are filled, the petitioner will be notified of the next appropriate vacancy. The Advisory Council will submit recommendations to the Department concerning representation by the petitioners on the Advisory Council. Subject to Council approval, the determination by the Advisory Council with a two thirds (2/3) majority vote, shall be final.

Compensation

Regular compensation may not be paid members of the Lyon County Human Services Advisory Council. Reimbursements for travel and other expense will be permitted, consistent with Lyon County policies and procedures.

Officers

The Advisory Council officers will consist of three positions: Chairperson, Vice-Chairperson and Secretary. The duties of the officers in these positions are as follows:

- A) The Chairperson is the Advisory Council leader and is subject to such policies and directives as the Advisory Council may establish. Their role is to provide that leadership; the Chairperson is given the authority to make appointments to committees, subject to the approval of the Advisory Council; to preside at Advisory Council meetings, to propose methods or organization through proper means.
- B) The Vice-Chairperson will assist the Chairperson and assume the duties of the Chairperson in the Chair's absence or inability to serve.
- C) The Secretary is responsible, either directly or through Department staff, for keeping

accurate permanent records of all proceedings of the Advisory Council; for providing advance notification to Advisory Council members of all special and regularly scheduled meetings; for prompt notification to Advisory Council members delinquent in attendance; and for other duties as assigned by the Advisory Council.

At the October meeting, nomination of officers will be made. The Advisory Council shall vote on them at that time. A motion to recommend any member for election as an officer must be approved by a two-thirds vote of the total filled positions on the Advisory Council. The officers elected will be installed at the January meeting of the Advisory Council, or as needed, and shall serve for two (2) calendar years, or the remainder of the term, as appropriate.

The term of office for all positions shall be two (2) years or the remaining months in that term. No officer may serve more than two consecutive terms in the same position.

Subcommittees

Committees may be established by the Advisory Council as necessary for the effective functioning of the Advisory Council. The purpose or function of the committee will be as identified by the Advisory Council.

- A) Committees shall have not less than three Advisory Council members to the extent possible, proportionate to the three categories of Advisory Council membership; non-Council members may be appointed to committees by the Advisory Council Chairperson.
- B) The Advisory Council Chairperson shall appoint the membership and Chairperson of all committees, who will serve for one-year terms which may be renewed, if it is a standing committee. If the committee is based on the completion of a specific item or project, the Advisory Council will set the duration of said committee.

ARTICLE V – MEETINGS AND ATTENDANCE

Meeting Schedule

All business of the Advisory Council, its actions and its deliberations, shall be conducted in open public meetings. Each member is expected to attend and participate in all regularly convened, full Advisory Council meetings. Members are asked to notify County staff in advance if they cannot attend meetings.

The Advisory Council shall hold a regularly scheduled meeting at least every three (3) months at the time and place designated by the Advisory Council to maximize low-income participation. In case of emergency or extreme necessity, a meeting may be cancelled or postponed by action of the Chairperson or Department Director.

Participation in Advisory Council meetings via telephone will be allowed for up to two (2) meetings a year. It is required that Council members participate in at least two (2) meetings in-person.

Notice of Meetings

Notices declaring meetings and the agenda for those meetings shall be sent to Advisory Council members not less than five (5) days prior to the scheduled meeting day. Notice of public meetings will be distributed and posted in a minimum of (6) locations throughout the County not less than five (5) days prior to the scheduled meeting day.

Quorum

A simple majority of the filled positions on the Advisory Council is the minimum required for a quorum at an Advisory Council meeting. The same quorum rule shall apply to all committees of the Advisory Council.

Removal of Board Members

Any member of the Advisory Council who misses two (2) consecutive regular meetings, without receiving approval for any excused absence from the Department Director or Advisory Council shall be automatically removed from the Advisory Council. Any member who misses three (3) regular meetings in any one calendar year, excused or unexcused, shall automatically be removed from the Advisory Council.

Procedures for Removal

Before the member is removed, he/she shall be sent a written notice by the Advisory Council. This notice shall state the grounds for removal, including dates, times, and places which may be applicable. The member charged with grounds for removal will be allowed to respond to the charges in writing. The response should be received before the next scheduled Advisory Council meeting. The member charged with grounds for removal will be notified that he/she may address the Advisory Council in person at the next regularly scheduled meeting before actual removal from the Council. The Advisory Council shall convene a meeting with a quorum present to discuss the grounds for removal and make a decision. The member charged with grounds for removal will be notified in writing by the Advisory Council of its decision. If the member charged with grounds for removal does not respond within thirty (30) days after notice has been given, that member will be removed by the Advisory Council at the next regularly scheduled Board meeting.

ARTICLE VI – CONFLICT OF INTEREST

A conflict of interest is a situation in which a member has a direct or indirect private or personal interest sufficient to appear to use their position for purposes that primarily benefit themselves or others with whom they have family, business, or other ties.

- A) Advisory Council members are expected to declare a conflict of interest prior to consideration of any matter causing a potential or actual conflict.
- B) A potential conflict of interest exists when an Advisory Council member takes an action that reasonably could be expected to have a financial impact on that member, a relative, or a business with which the member or member's relative is associated. The Advisory Council member may participate in an action after declaring the potential conflict and announcing its nature, if so decided by the Advisory Council by a majority vote.
- C) An actual conflict of interest exists when an action is reasonably certain to result in a

special benefit or detriment to the Advisory Council member, a relative, or a business with which the member or member's relative is associated. The member will declare the actual conflict and announce its nature. The member must then refrain from taking any official action.

- D) It shall be the obligation of each member to voluntarily disclose the existence of such interests on the part of that member of any other member present when a proposition is considered.
- E) Serving as an Advisory Council member does not prevent low-income individuals from receiving program services for which they are eligible, e.g., utility assistance or housing, nor does it provide preferential treatment in receiving services from the Department.

ARTICLE VII – AMENDING THE BYLAWS

These bylaws may be amended by a two-thirds vote of the Advisory Council present at any regular meeting, with the stipulations that all members of the Advisory Council be provided with copies of the proposed amendments ten (10) days before the vote is to be taken on approval. Amendments will be effective upon adoption but cannot be retroactive.

Conflict of Interest Policy

Conflict of Interest Policy

The standard of behavior at (Agency Name) is that all staff, volunteers, and board members scrupulously avoid conflicts of interest between the interest of (Agency Name) on one hand, and personal, professional, and business interests on the other. This includes avoiding potential and actual conflicts of interest, as well as perceptions of conflicts of interest.

I understand that the purpose of this policy is to protect the integrity of (Agency Name) decision-making process, to enable our constituents to have confidence in our integrity, and to protect the integrity and reputations of volunteers, staff and board members. Upon or before election, hiring or appointment, I will make a full, written disclosure of interests, relationships, and holdings that could potentially result in a conflict of interest. This written disclosure will be kept on file and I will update it as appropriate.

In the course of meetings or activities, I will disclose any interests in a transaction or decision where I (including my business or other nonprofit affiliation), my family and/or my significant other, employer, or close associates will receive a benefit or gain. After disclosure, I understand that I will be asked to leave the room for the discussion and will not be permitted to vote on the question.

I understand that this policy is meant to supplement good judgment, and I will respect its spirit as well as its wording.

Signed:

Printed Name:

Date:

Board Member Conflict of Interest

Board members have a duty to subordinate personal interests to the welfare of the organization and those served. Conflicting interests can be financial, personal relationships, status or power related. Board members and employees are prohibited from receiving gifts, fees, loans or favors from suppliers, contractors, consultants, or financial agencies which obligate or induce the board member or employee to compromise responsibilities to negotiate, inspect or audit, purchase or award contracts, with the best interest of the organization in mind.

Board members and employees are prohibited from knowingly disclosing information to those who do not have a need to know or whose interest may be adverse to the organization, either inside or outside the organization. Nor may board members or employees in any way use such information to the detriment of the organization.

Board members or employees may not have a significant financial interest in any property that is purchased, or a direct or indirect interest in a supplier, contractor, consultant or other entity with which the organization does business.

Since it is not possible to write a policy that covers all potential conflicts, board members and employees are expected to be alert for and avoid situations which might be construed as conflicts of interests.

Any possible conflict of interests on the part of any board member should be disclosed to the other board members and made a matter of record, either through an annual procedure or when the interest becomes a matter of board action.

Any board member having a conflict of interests or possible conflict of interests should not vote or use his/her personal influence on the matter, and he/she should not be counted as part of a quorum for the meeting. The minutes of the meeting should reflect that a disclosure was made, the abstention from voting and the quorum situation.

These restrictions should not be construed as preventing the board member from briefly stating her/her position in the matter, nor from answering pertinent questions of other board members, since his or her knowledge could be of assistance to the deliberations.

All board members will be required to complete the "Conflict of Interests Statement." This policy will be reviewed by the board annually and given to each new board member for signature during orientation.

Duty of board members not to compete

A board member may not use his/her position on the Board to prevent the organization from competing with the board member's business. It is expected that board members, even after they complete board service, will not use trade secrets, client lists, or other confidential information acquired by virtue of being a member of the board.

Legal obligations of board members

The Board is both responsible and liable for the organization. The Board and the law require every board member to follow the rule of the reasonably prudent person and the principle of good faith.

The rule of the reasonably prudent person means that the board will not:

- Mismanage the organization by deviating from the fundamental management principles, such as planning carefully for the future of the organization, regularly reviewing the financial status, and monitoring compliance with board policies.
- Fail to govern by utilizing all control systems to govern the organization.
- Be involved in self-dealing that provides personal gain to board members.

The principle of good faith means that board members will:

- Attend all board and committee meetings to be a part of board actions.
- Read and understand the organization's policies and bylaws.
- Pay attention to corporate affairs and keep informed about organization activities.
- Ensure that the organization is in compliance with legal requirements.
- Avoid self-dealing

Ethical Obligations of board members

The board will annually approve a code of ethics for board members. All board members will be given a copy of the code of ethics, and will be expected to adhere to the provisions of that code.

Sample Conflict of Interest Statement

Conflict of Interest Statement

I, _____, have read and am familiar with the organization's board policy concerning conflict of interests, and I have initialed the line opposite the appropriate paragraph below.

_____ During the past year, neither I, nor to the best of my knowledge, any member of my family has had an interest or taken any action which would contravene the policy of this board.

_____ During the past year, neither I, nor to the best of my knowledge, any member of my family has had an interest or taken any action which could contravene the policy of this board, except such interest or action fully disclosed below:

Board member signature

Date

CONFLICT OF INTEREST STATEMENT

All members of (agency name) Boards should be aware of potential conflicts of interest. This form can be signed by Board members and used in conjunction with a conflict of interest policy to ensure that issues related to conflict of interest are avoided.

Trustee and Office Annual Conflict of Interest Statement

1. Name: _____ Date: _____

2. Position: _____

Are you a voting Trustee? Yes No

Are you an Officer? Yes No

If you are an Officer, which Officer position do you hold? _____

3. I affirm the following:

I have received a copy of the (agency name) Conflict of Interest Policy. _____ [initial] I have read and understand the policy. _____ [initial] I agree to comply with the policy. _____ [initial] I understand that (agency name) is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of tax-exempt purposes. _____ [initial]

4. Disclosures

a) Do you have a financial interest (current or potential), which may include a compensation arrangement, as defined in the Conflict of Interest policy with (agency name)? Yes No

i. If yes, please describe it:

ii. If yes, has the financial interest been disclosed as provided in the Conflict of Interest policy? Yes No

b) In the past, have you had financial interest, which may include a compensation arrangement, as defined in the Conflict of Interest policy with (agency name)? Yes No

i. If yes, please describe it, including when (approximately):

ii. If yes, has the financial interest been disclosed, as provided in the Conflict of Interest policy? Yes No

5. Are you an independent trustee, as defined in the Conflict of Interest policy? Yes No

a) If you are not independent, why? _____

Signature of trustee _____ Date: _____

Date of Review by Executive Committee: _____

Board Member Signature _____

Board Meeting Agenda

SAMPLE MEETING AGENDA

(Agency Name)

Agenda

The Public is cordially invited to attend.

The Board of Directors may discuss, vote to approve, or decide not to vote on any item on the agenda.
Board Members – Please call (agency name & phone number) if you are unable to attend this meeting.

Meeting Place	
Time and Date	
Next Meeting	

Meeting Agenda

- 1. Call to Order and Roll Call**
- 2. Consent Agenda**
 - a. Agenda**
 - b. Minutes**
- 3. Action Items**
- 4. Financial Status Reports**
- 5. Director Reports**
 - a. Program Reports**
 - b. Progress on Strategic Plan**
 - c. Grant Renewals and Proposals**
- 6. Subcommittee Reports**
 - a. Executive**
 - b. Finance**
- 7. Unfinished Business**
- 8. New Business**
- 9. Presentation / Discussion Items**
- 10. Community Information Exchange**
- 11. Public Comment**

A copy of this Agenda is posted on the following bulletin boards:

(Agency names where Agenda is posted)

(Agency Name)

BOARD MEETING
(DATE)
(TIME)
(LOCATION)

AGENDA

1. Welcome and Chair Remarks
2. Agenda
 - a. Approval of Agenda
 - b. Approval of Minutes
3. Reports
 - a. Guild Report
 - b. President and CEO report
 - c. Program and Resource Development Committee report
 - d. Finance Committee report
 - e. Bylaws Committee
 - f. Strategic Planning Committee
4. Old Business
5. New Business
6. Public Comment (*maximum of 3 minutes*)
7. *Adjournment*

Meeting Minutes

Board Sign-in Sheet

Board Yearly Attendance Record

SAMPLE MEETING MINUTES

(Agency Name)
(Agency address, city, state, zip)

Meeting Place	
Time and Date	
Board Members Present	
Quorum? (Y / N)	
Staff Members	
Guests / Public	
Handouts or Attachments	

1. Meeting was called to order

List topics, major points of discussion, and any actions taken – Use agenda as prompts but can “flow”
(Items can be taken out of order if needed so the minutes are readable)

- a. Call to order and roll call
- b. Consent Agenda
 - i. Agenda
 - ii. Minutes
- c. Action Items
- d. Financial Status Reports
- e. Director Reports
 - i. Program Reports
 - ii. Progress on Strategic Plan
 - iii. Grant Renewals and Proposals

- f. Subcommittee Reports
 - i. Executive
 - ii. Finance
 - g. Unfinished Business
 - h. New Business
 - i. Presentation / Discuss Items
 - j. Community Information Exchange
 - k. Public Comment

2. Summary of Board Actions: This meeting

(DATE)
(LOCATION)

Board Attendees:

By Phone:

Excused:

Staff Attendees:

Guest:

Guild Report:

President/CEO Presentation:

Program Resource Development Report:

Finance Committee:

By-Law Committee:

Strategic Planning Committee:

Special Presentations:

**MINUTES
(agency) BOARD OF DIRECTORS
APRIL 28, 2011 – 5:00 P.M.**

MEMBERS PRESENT
(names)

MEMBERS ABSENT
(name(s))

STAFF PRESENT
(name(s))

ITEM I

APPROVAL OF MINUTES – (Action Item)

(Name), as acting Chair Person in the absence of (name), established that a quorum was present at the meeting. It was moved by (name) and seconded by (name) to approve the minutes of the (date) (agency name) Board Meeting. This motion was amended by (name) to include the correction of the name (agency) to (agency) under the Executive Director's Activity Report. The amended motion was carried with no opposition.

ITEM II

CONSENT ITEMS – (Action Item)

It was moved by (name), seconded by (name) and carried unanimously to approve the minutes of the Executive Personnel Committee held on (date); the minutes of the Finance/Strategic Planning Committee Meeting held on (date); and the minutes of the (agency) Policy Council Meeting held on (date).

ITEM III

CSADC, SIXCORP & ORVIS RING MINUTES – (Information Item)

(name) asked if there were any questions regarding the (agency), (agency) or (agency) minutes as provided in the Board Packet. There being none, (name) moved on to the next agenda item.

ITEM IV

NOMINATING COMMITTEE – (Action Item)

It was moved by (name), seconded by (name) and carried unanimously to approve the slate of officers as recommended by the Nominating Committee for (date) thru (date). The officers are as follows:

Chairman – (name)
Vice Chairman - (name)
Secretary/Treasurer - (name)

ITEM V**UPDATED BYLAWS – (Action Item)**

(Name) explained that as a result of the recent (agency) monitoring, it was now necessary for the Board to adopt an attendance policy with regard to absenteeism at Board meetings resulting in no quorum being established. She/He stated that the suggested changes to the Bylaws were in the Board Packet and requested that the Board review them and then formal adoption would take place at the (Month) Board meeting. (Name) asked what the (agency) considered poor attendance. (Name) commented that the (agency) Monitor felt that two meetings out of six resulting in no quorum was not up to their standards. (Name) also stated that the two Board positions that (agency) had questions about had been resolved and that the third issue of connecting families was being well documented. (Name) explained that the board members had been recommended by an individual elected official and that it was a designation, not an appointment and that this only applied to the public sector of the Board. She/He distributed a draft copy of the response letter being sent to the (Agency)Monitor and asked for approval, changes, suggestions, etc. It was moved by (Name), seconded by (Name) and carried with no opposition to send the letter as written, with no changes.

ITEM VI**EXECUTIVE DIRECTORS ACTIVITES REPORT – (Action Item)**

(Name) stated that he was very happy and excited with the new Pilot Projects that the Board had approved. He explained that (agency) was working on developing and implementing a program targeted to help unemployed Veterans, in coordination with the Office of Veterans Services. Along with this, (Agency) is developing training and support for a “Vet” partnership, tailored to help Veteran business start-ups. She/He commented that the Community Solutions for Family Engagement Pilot was in the research stage and that the pilot targeting Hispanic Youth for entrepreneur training had been extended to (Month). She/He reiterated that the Dental I Can Program was up and running and that the (Agency) “PAT” (Parents As Teachers) Certification pilot was in the scheduling phase for the on- site training of approximately 32 (agency) staff.

(Name) commented that the cross-training was going well and that morale seemed to be good among staff members. She/He stated that 2012 should be an exciting year with many new initiatives. She/He did state that Management was now faced with looking at how the employee fringe benefit packages were being structured and that an outside wage comparability study would be necessary. She/He commented that the agency was seeing more requirements regarding performance goals, but the funding sources weren’t willing to fund the money to manage it. She/He stated that the emphasis now is on **OJT** (On the Job Training) and that staff is developing another demo pilot to market to the private sector.

(Name) informed the Board that the agency was still applying to foundations to help cover the construction loan on the Dolores Feemster Education Center.

It was moved by (Name), seconded by (Name) and carried with no opposition to approve the Executive Director’s Report as presented.

ITEM VII**CSBG NEEDS ASSESSMENT REVIEW – (Action Item)**

(Name) explained that the Needs Assessment Survey is required to be approved by the (agency) Board in order to submit it with the CSBG Refunding Application. She/He stated that the results of the survey will allow (agency)to improve their tracking techniques. It was moved by (Name), seconded by (Name) and carried unanimously to approve the (agency) Needs Assessment Review as presented.

There being no further business to discuss, the meeting was adjourned at (time).

Board Sign-In Sheet Meeting Date and Location

COMMITTEE/TASK GROUP _____

- Every director is responsible for understanding and upholding the organization's governing documents including the bylaw, articles of incorporation and policies.
- The discussions at the board meeting, and the documents distributed, are confidential. The elected chairman of the board speaks for the organization and no director may assume authority to speak without having authority.
- If a real or perceived conflict of interest should arise through any discussion for the board, it shall be disclosed.

NAME

SIGNATURE

Board Yearly Attendance Record

Present - X

Absent - A

Board Member Job Description

DUTIES AND RESPONSIBILITIES OF OFFICERS OF THE BOARD

Officers of the Board

According to the current bylaws, the Board shall consist of not less than six and not more than (15) members, and shall be representative of a broad cross section of the community in the counties currently served by the Agency. The total membership of the Board shall comply with the applicable provisions of federal and state funding requirements, laws, statutes, and regulations. The Officers of the Board are the President, Vice-President, Secretary, and Treasurer. Additional officers may be established, as the Board deems necessary. All elected positions are a one-year term. These positions are voted on every January. Members shall be selected based on criteria as established by the Board and in accordance with (agency name) tripartite requirements.

Duties of the President

The President shall, when present, preside at all meetings of the Board. The President shall function as the Chairperson of the Board and shall manage the corporation in administering the conduct of its business. The President shall be responsible to and governed by the Board, shall report to and advise the Board on all significant matters of the corporation's business, and shall see that all orders and resolutions of the Board are carried to effect. The President shall be empowered to act, speak for or otherwise represent the corporation between meetings of the Board within the boundaries of policies and purposes established by the Board and as set forth in the Articles of Incorporation and Bylaws. The President shall have such other powers and duties as the Board or Bylaws may prescribe, and as outlined in the Board approved Job Descriptions.

Duties of the President-Elect / Vice-President

The Vice-President shall possess powers and discharge the duties of the President in the event of the latter's absence, disability, or refusal to act. The Vice-President shall have such other powers and duties as the Board or Bylaws may prescribe, and as outlined in the Board approved Job Descriptions.

Duties of the Secretary

The Secretary shall record or cause to be recorded, and shall keep or cause to be kept, at the principal executive office and such other place as the Board may order, a book of Minutes of actions taken at all meetings of directors and committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice given, the names of those present at such meetings, and the proceedings of such meetings. The Secretary shall have such other powers and duties as the Board or Bylaws may prescribe, and as outlined in the Board approved Job Descriptions.

Duties of Treasurer

The treasurer shall oversee, keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The Treasurer shall deposit or cause to be deposited all monies and other valuables in the name and to the credit of the corporation which such depositories as may be designated by the Board. The Treasurer shall disburse or cause to be disbursed the funds of the corporation as may be ordered by the Board, and shall render to the President and directors, whenever they request it, an account of all the Treasurer's transactions as Treasurer and of the financial condition of the corporation. The Treasurer shall have such other powers and duties as the Board or Bylaws may prescribe, and as outlines in the Board approved Job Descriptions.

Sample Board Member Job Description

Board members are responsible for determining the agency's policy in human resources, planning, finance, community relations, and organizational operations.

Human Resources

Board members have three key responsibilities in this area:

1. Board membership, which includes recruiting new board members, recognizing and nurturing existing board members, and providing existing board members with opportunities to grow and develop as leaders;
2. Executive director oversight, which includes hiring, termination, disciplining and ongoing evaluation of the executive director;
3. Personnel policies, which includes policies relating to the executive director's employment, and ensuring that the executive director has complete and up-to-date policies in place for management and staff.

Planning

Board members have three key responsibilities in this area:

1. Establish and reviewing the mission/philosophy/goals;
2. Planning which services/programs are provided; and
3. Evaluating services/programs and operations on a regular basis.

Finance

Board members have four key responsibilities in this area:

1. Ensuring financial accountability;
2. Overseeing an ongoing process of budget development, approval and review;

3. Raising funds and/or ensuring that adequate funds are available to support the organization's policies and programs; and
4. Overseeing properties or investments of this organization.

Community Relations

Board members have three key responsibilities in this area:

1. Ensuring that the organization's programs and services appropriately address the needs of those we serve;
2. Advocating for the organization's services/programs which includes an awareness that board members are always emissaries in the community; and
3. Cooperative action, which includes determining occasions when the organization could/should take part in coalitions, joint operation, etc.

Organizational Operations

Board members have four key responsibilities in this area:

1. Ensuring that management systems are adequate and appropriate;
2. Ensuring that the board's operations are adequate and appropriate, which includes writing policies for conduct of meetings and operation of board business;
3. Ensuring that organizational and legal structure are adequate and appropriate;
4. Ensuring that the organization and its board members meet all applicable legal requirements.

Performance expectations for board members

In performing duties as a member of the board, every board member is expected to:

- Demonstrate a strong belief and commitment to the organization's mission.
- Devote the necessary time to prepare for and participate in board and committee meetings.

- Exhibit high ethical standards and integrity in all board actions.
- Be an enthusiastic advocate for the organization.
- Take responsibility and accountability for the organization and all decisions made by the board.
- Spend the time necessary to learn how to do the job, and maintain an ongoing schedule of in service to learn how to do the job better.

Executive Director Evaluation Format

Affiliate President and Chief Executive Officer

Performance Plan and Appraisal Form

Name: _____	Position/Title: _____
Date of Hire as CEO: _____	Rating Period: From: _____ To: _____
Date of this Appraisal Conference: _____	Date of Last Appraisal: _____
Type of Review: Annual _____	Probation: _____
Other (specify) _____	

PURPOSE:

Each (agency name) Board is required, under the Terms of Affiliation, to appraise the performance of its Chief Executive Officer (CEO) each year. A fair, honest and objective performance appraisal is part of an on-going systematic program for evaluation of a CEO's strengths and weaknesses and should be viewed as a supportive experience to the mutual advantage of the CEO, the local (agency name), and the (agency name).

OBJECTIVES:

The performance appraisal shall be designed to: (1) periodically allow the affiliate Board to evaluate the CEO's accomplishments; (2) bring the Board and CEO into a closer professional relationship which can promote good will and trust; (3) enable the Board to make better decisions about the CEO; (4) insure that the CEO receives appropriate recognition; and (5) stimulate the CEO to improve his/her performance.

PROCEDURES:

Each affiliate Board is advised to establish an Appraisal Committee (ideally composed of a representative from each Board Committee that interacts on a regular basis with the CEO to conduct the evaluation in the following steps): (1) an appraisal conference should be held with the CEO to discuss progress and the performance expectations for the next year (six months if the CEO is new to the affiliate) before this form is completed. The appraisal should be based on the entire period covered, not isolated incidents, and should include on-site visits, examination of records and conferences. Each factor on the form should be rated separately and judgements on one factor should not influence decisions on other factors. (2) Once the appraisal has been completed and reviewed with the CEO, the Committee will share its findings with the Affiliate Board. The CEO must have an opportunity to respond to any recommendations or concerns of the Committee before final action is taken (any written responses by the CEO will become a part of the record). (3) After the appraisal results have been presented to the Board, copies of the completed form should be sent to the Office of the Senior Vice President, Affiliate Services, (agency name).

RATINGS

5 = CLEARLY OUTSTANDING	Individual is a truly exceptional performer, substantially exceeding requirements in all major responsibilities and/or goals.
4 = EXCEEDS EXPECTATION	Individual consistently meets performance standards and exceeds requirements in many aspects of the job.
3 = MEETS EXPECTATION	Individual has performed a complete and fully satisfactory job and has met major responsibilities and/or goals in a competent manner.
2 = BELOW EXPECTATION	Individual meets minimum performance standards but has room for improvements
1 = UNACCEPTABLE	Individual exhibits unsatisfactory performance. Substantial improvement is required to continue in position.

DIRECTIONS:

Assign one of the ratings on page two to the leadership accountability under Part I. In Part II an explanation must be written referencing the individuals strengths, needs and developmental action plan. Part III should reflect a written summary of past year's accomplishments, uncompleted tasks, and future expectations. Part IV is a worksheet only, to be utilized to determine the annual merit increase and bonus.

**PRESIDENT / CHIEF EXECUTIVE OFFICER
PERFORMANCE PLAN AND APPRAISAL**

PART I: PRINCIPAL LEADERSHIP ACCOUNTABILITIES

ACCOUNTABILITIES	COMMENTS/SUBSTANTIATING RATINGS
<u>NON PROFIT MANAGEMENT :</u> Establish adequate administrative procedures and policies for efficient agency operation. Provide complete, accurate, and timely reporting to the Board and other appropriate entities on all agency activities.	RATING:
<u>STRATEGIC VIEW:</u> Understand the interaction between several complex parts, and have the ability to plan procedures, methods, techniques for effective implementation and follow-up of the organization and agency programs.	RATING:

<p><u>LEADERSHIP & PERSONNEL ADMINISTRATION:</u></p> <p>Possess a high level of integrity and skills that influence and guide, collaborate and demonstrate a vision of change. Provide opportunity for staff growth and development, for improved effectiveness in performance assignments, and for preparation of higher levels of responsibility. Conduct staff meetings and regularly schedule individual and staff conferences for efficient and coordinated agency operation.</p>	
<p><u>ACCOUNTING & FISCAL MANAGEMENT</u></p> <p>Skilled in budgeting, financial planning and business planning; understand insurance and risk and maintains focus on expense control. Provide complete, accurate and timely financial reports to Board and funding sources as required.</p>	
<p><u>FUND RAISING:</u></p> <p>Assist the Board in the development and implementation of funding raising programs and processes and the identification of funding sources to achieve and maintain an adequate financial base for the agency.</p>	

	Rating:
<u>PUBLIC RELATIONS AND COMMUNITY DEVELOPMENT:</u>	
Represent the (agency name) commitment to its civil rights mission. Build working relationships with agency, church, labor, civic and business leaders throughout the community. Provide leadership and/or assistance to appropriate groups and coalitions on problems related to the (agency name) constituency and/or the total community.	Rating:
<u>MARKETING & PUBLIC RELATIONS:</u>	
Strong interpersonal skills in meeting and understanding others, conveying a passion for the people and the work. Seek and utilize opportunities to educate the public on agency activities (media, speaking engagements, annual meetings/dinner/reports, etc.) Demonstrates a combination of marketing, good negotiation skills and mediation skills when applicable. Fulfill speaking engagements and writes articles and reports on subjects related to problems which concern the agency and its constituency.	Rating:
<u>INDEPENDENT JUDGMENT</u>	
Politically astute without partisanship; objective; Able to evaluate problems requiring resolution both internally and externally; plans for alternatives and applies team management techniques. Display good fundamental decision making skills as well as remaining independent; informs the Board of significant decisions prior to their implementation; makes decisions economically and timely.	Rating:

<p><u>LEADER as COACH</u></p> <p>Ability to apply a continuous learning concept to the agency, and able to develop senior leadership from within; role model for resilience and intellectual curiosity required to learn about important social issues, community developments and the ever-changing external environment.</p>	<input type="text"/> Rating:
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Additional Accountabilities/Objectives may be attached, please number pages as 5a, 5b, 5c, etc.

Signatures below acknowledge that the objectives and tasks outlined have been discussed and all parties concerned understand that these items will be used in the final appraisal.

SIGNATURES			
President/Chief Executive Officer	Date	Affiliate Board Appraisal Member	Date
Affiliate Board Chair	Date	Affiliate Board Appraisal Member	Date
PRESIDENT / CHIEF EXECUTIVE OFFICER PERFORMANCE PLAN AND APPRAISAL			
PART II: STRENGTHS, NEEDS AND DEVELOPMENTAL ACTION PLANS			
<p>Summarize personal strengths and needs as they relate to job performance. Also describe the developmental actions to be taken during the coming year to improve performance. These actions might include on-the-job training, readings, special assignments, self-initiated behavior change, coaching, off-site training, etc.</p>			

**PRESIDENT / CHIEF EXECUTIVE OFFICER
PERFORMANCE PLAN AND APPRAISAL**

PART III: SUMMARY OF APPRAISAL

ACCOMPLISHMENTS, UNCOMPLETED TASKS, FUTURE EXPECTATIONS

OVERALL PERFORMANCE RATING

Clearly Outstanding Exceeds Expectation Meets Expectation Below Expectation Unacceptable

COMMENTS BY CEO (Optional)

PRESENT SALARY: _____ PERCENTAGE OF INCREASE _____ NEW SALARY _____

SIGNATURES

President/Chief Executive Officer	Date	Affiliate Board Appraisal Member	Date
Affiliate Board Chair	Date	Affiliate Board Appraisal Member	Date

President's signature indicates that he/she has seen the performance plan and appraisal, but does not necessarily mean employee agrees with appraisal.

PRESIDENT / CHIEF EXECUTIVE OFFICER PERFORMANCE PLAN AND APPRAISAL

PART IV: WORKSHEET

OVERALL PERFORMANCE RATING	SUGGESTED MERIT INCREASE	SUGGESTED BONUS PLAN
Clearly Outstanding	5 to 7%	3%
Exceeds Expectation	3 to 5%	2%

Meets Expectation	2 to 3%	1%
Below Expectation	0%	0%
Unacceptable	0%	0%

Executive Director Evaluation Form

Section 3: Board & Community

1. The executive director has worked with the board to develop a clear vision for the organization and understands his or her own leadership role
2. The executive director had organized the development of a written strategic plan, including measurable goals and objectives, consistent with the organization's mission.
3. Provides appropriate, adequate and timely information to the board.
4. Sees that the board is kept informed on the condition of the organization and all important facts influencing it.
5. Serves as an effective spokesperson for the agency; represents the program 's and point of view of the organization to agencies, organizations and the general public.
6. Established working relationships and cooperative arrangements with community groups and organizations.
7. Establish positive relationships with government, foundation and corporate funders.
 - a. What are the major strengths of the executive director in this area?
 - b. What can the executive director do better in this area?

Section 2: Program Management

1. The executive director demonstrates substantive knowledge regarding the organization's program and service.
2. Programs are operating in accordance with their respective award guidelines.
3. The executive director recommends new programs and modifications of discontinuance of current programs, as appropriate.

Board Orientation Checklist

SAMPLE BOARD ORIENTATION

Desired Outcome: Board members will be oriented to the organization and understand their roles and responsibilities for governing.

Suggested Process:

- New Boards members receive materials from Staff.
 - At their first Board meeting (appointment), the new Board member is assigned a ‘coach’ or mentor that meets with them no less than once before the next meeting (and as often as several times throughout the year) to provide information about the Board and to answer questions about the material’s provided.
 - As new member’s review and understand items below, they cross them off the list.
 - All Board member’s (both new and ‘mentors’) identify and plan annual or as needed training to build Board capacity.
1. Overview of (Agency name)
- Mission, Background and History
 - Programs and Services
 - Organization Design – CSBG and Status as a Community Action Agency
 - Agency Budget
 - Fundraising
 - Strategic Plan
2. The Ten basic Responsibilities of a Governing Board
- Determine the Organization’s Mission and Purposes
 - Select the Chief Executive
 - Support the Chief Executive and Assess His/Her Performance
 - Ensure Effective Organizational Planning
 - Ensure Adequate Resources
 - Manage Resources Effectively
 - Determine, Monitor, and Strengthen the Organization’s Programs and Services

- Enhance the Organization's Public Standing
 - Ensure Legal and Ethical Integrity and Maintain Accountability
 - Recruit and Orient New Board Members and Assess Board Performance
3. Bylaws
- Overview with special attention to Directors, Officers and Committees; Meetings
 - Review Bylaws
 1. Review conflict of interest policy; complete and sign disclosure

Suggested Material and Attachments

- Copy of this orientation
- Large binder or notebook
 - Board manual including bylaws
 - Conflict of Interest Disclosure Statement
 - Board Roster
 - CSBG Application
 - Overview of CAA programs, structure and operations
 - Most recent audit
 - Most recent financial and program reports
 - Strategic Plan
 - ROMA system and national performance indicators
 - Service Delivery Model
 - Roles and responsibilities of Executive Director
 - Board responsibilities for evaluating the Executive Director

Whistleblower Policy

CAPLAW

Sample Whistleblower/Complaint Resolution Policy

Please note that this sample policy has not been approved by any government agency. You should review the sample policy carefully, preferably with your local attorney, to determine how to tailor it to meet your (Agency name) needs and the requirements of current state and federal law and grants and contract terms and conditions.

In keeping with the policy of maintaining the highest standards of conduct and ethics, (Agency name) will investigate complaints of suspected fraudulent or dishonest use or misuse of its resources or property by staff, board members, consultants, volunteers, or clients. To maintain the highest standards of service, (Agency name) will also investigate complaints concerning its programs and services.

Staff, board members, consultants, volunteers, clients, and community members are encouraged to report suspected fraudulent or dishonest conduct or problems with services provided, pursuant to the procedures set forth below. This policy supplements, and does not replace, any procedures required by law, regulation, or funding source requirements.

Reporting. A person's concern about possible fraudulent or dishonest use or misuse of resources or property, or program operation, should be reported: to the (Agency name) Vice President for Administration/Human Resources (if an employee or volunteer); to the Chairperson of the (Agency name) Board of Directors (if a board member); to the (Agency name) President/CEO (if a client or community member.) If, for any reason, a person finds it difficult to report his or her concerns to such a person, she/he may report the concerns directly to the President/CEO and/or the Chairperson of the (Agency name) Board of Directors. Alternately, to facilitate reporting of suspected violations where the reporter wishes to remain anonymous, a written statement may be submitted to one of the individuals listed above.

Investigation. All relevant matters, including suspected but unproved matters, will be promptly reviewed and analyzed, with documentation of the receipt, retention, investigation, and treatment of the complaint. Appropriate corrective action will be taken, if necessary, and findings may be communicated to the reporting person and his or her supervisor, if appropriate. Investigations may be conducted by independent persons such as auditors and/or attorneys. Investigators will endeavor to maintain appropriate confidentiality, but confidentiality is not guaranteed.

No Retaliation. No director, officer, employee, volunteer, or client who in good faith reports suspected fraudulent or dishonest use or misuse of its resources or property or complaints concerning the services it provides and programs (Agency name) runs shall suffer harassment, retaliation, or adverse employment or other consequence. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. This Whistleblower/Complaint Resolution Policy is intended to encourage and enable employees and others to raise serious concerns within the organization prior to seeking resolution outside the organization. The Policy is in addition to any non-retaliation requirements contained in the (Agency name) Personnel Policies or required by law.

This protection from retaliation is not intended to prohibit supervisors from taking action, including disciplinary action, in the usual scope of their duties and based on valid performance-related factors. Individuals making complaints must be cautious to avoid baseless allegations; employees who intentionally make false allegations are subject to disciplinary action in accordance with (Agency name) Personnel Policies.