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Sample Program, Inc.

Board Governance Policies

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Sample Program, Inc.

Board Governance Policies

MISSION STATEMENT

The mission of Sample Program, Inc., is:

Sample Program, Inc., provides crisis intervention, counseling, referral and accompaniment for services from social services and criminal justice agencies, shelter and other supportive services for the victims of domestic and sexual violence in our community while coordinating with state and national efforts to prevent and intervene to end violence.

Goals of Sample Program, Inc., include:

1. Providing education on the extent and nature of domestic and sexual violence to community groups, agencies, and concerned citizens in the name of community.
2. Coordinating crisis and initial safety and support programs for adults and children impacted by domestic and sexual violence.
3. Promoting efforts to enhance public awareness of domestic and sexual violence and prevent the use of violence.
4. Ensuring the provision of responsive and supportive services for victims over time to enhance recovery and restore well-being.

STATEMENT OF PURPOSE

Living under the threat of violence can have severe psychological effects on all involved. Women are traditionally socialized to be passive, dependent, and responsible for all person's feelings, but their own feelings are especially vulnerable to psychological damage. A woman who endures battering over a period of years is often stripped of the emotional resources (e.g. sense of personal power and self worth) that enable her to manage her own life. The effects on children of experiencing and witnessing the abuse of a parent are well documented. Men who are abused by their partners similarly experience psychological effects.

SAMPLE PROGRAM, INC., provides a vehicle for women and victims of violence to claim their power and agency. This means helping a woman or victim of violence determine what she wants and enabling her to ask for it and work to obtain it. It means a woman shall decide what changes she wants to make within herself and in



her world, knowing SAMPLE PROGRAM, INC., shall provide support and feedback in planning strategies for change and tactics for success.

This organization recognizes racism, heterosexism, ageism, and classism are subtle forms of violence, which preclude a full range of life choices for women. SAMPLE PROGRAM, INC., is actively committed to working to end these and all other forms of violence as they affect our ability to end violence against women in our community.

BOARD ROLE IN SUPPORTING THE MISSION AND PHILOSOPHY

The Board of Directors, as the governing body of Sample Program, Inc., shall develop and monitor policies of the organization that are consistent with its stated mission, purpose and philosophy.

BOARD GOVERNANCE POLICY

The following are the Board Governance Policies:

1. The responsibilities of the Board shall clearly be distinguished from the responsibilities of the Executive Director, as detailed in the Executive Director position description and the Board Governance Policies.
2. The Board's main emphasis shall be on medium (12 – 36 months) to long-term issues (3 years and beyond). Current and short-term (less than 12 months) issues shall only be addressed if necessary as determined by Board President and Executive Director.
3. The Board shall:
 - speak as one voice to the Executive Director and the public. Individual Board members shall only have authority over staff or programs when explicitly delegated by the Board,
 - make the Executive Director responsible for delegation/accountability issues,
 - annually monitor program activities and effectiveness to ensure compliance with legal and fiduciary responsibilities, and
 - annually evaluate itself by using a self-evaluation tool, which shall be provided by the Executive Director or obtained from the state coalition.

Each new Board member shall participate in an orientation/training prior to attendance at their first Board meeting. In addition, each Board member shall participate in the general education on domestic and sexual violence and the services of the agency (approximately 4- 8 hours) within the first year of service.



The Board must set goals and objectives and plan for the agency's management, operations, service delivery and system change efforts. The agency will annually perform planning activities to review existing goals and objectives, and further add to, and/or remove elements of the planning document that speak to the overall management of the organization. Where appropriate, and in accordance with agency's mission and philosophy, programs and services will determine the areas of service delivery that include systems change. Program planning in regards to staffing and assigning annual resources will recognize systems change as part of the work of the agency. The Board acknowledges the agency's objective is to make decisions based upon what may be in the best interest of victims and take positions that may or may not be popular but are in the best interest of victims.

The Board participates in creating positive community relationships. This requires that the Board has adequate information about SAMPLE PROGRAM, INC., services and programs and is adept at conversing about the basics of agency services and operations. Training opportunities throughout the year will be provided in order to enhance Board knowledge to meet this responsibility.

BOARD MEMBER CONFLICT OF INTEREST AND CONFIDENTIALITY POLICY

Board members recognize that they are subject to the duty of undivided loyalty to Sample Program, Inc. The duty of loyalty requires Board members to exercise their powers in the best interest of Sample Program, Inc., when acting in the capacity of a Sample Program, Inc., Board member.

1. Only the Executive Director may speak on behalf of the Sample Program, Inc., and the Board president may only speak on behalf of the Board, unless authorized by a vote of the Board.
2. Members shall avoid conflict of interest with respect to their fiduciary responsibility.
 - There shall be no self-dealing or any conduct of private business or personal services between any Board member and the organization except as procedurally controlled to assure openness, competitive opportunity and equal access to "inside" information. Board members shall declare on an annual basis any conflict of interest at a Board meeting.
 - When the Board is to decide upon an issue about which a member has an unavoidable conflict of interest, that member shall say they have a conflict and not participate in the deliberations or voting regarding the issue.



- The Board shall not use their positions to obtain employment in the organization for themselves, family members, significant others or close associates. Should a member desire employment, she or he shall first resign.
 - The Board shall disclose their involvement with other organizations, with vendors, or any other associations which might produce a conflict as it occurs.
 - A Board member shall not use her/his Board status to request special access or privilege as a consumer of the organization's services.
 - Board members who are asked by the Executive Director to advise or consult utilizing their professional expertise on specific agency cases or issues are doing so outside of their Board governance role and must comply with the agency staff and volunteer confidentiality policy.
3. The Board shall respect the confidentiality appropriate to issues of a client specific nature and other administrative issues of a sensitive nature with regard to agency operations.

BOARD COMMITTEE STRUCTURE

All committee members, with the exception of the Executive Committee, shall be appointed annually by the Board President, in consultation with the Executive Director, beginning at the first meeting of the Board of Directors following the first of October. Committees shall operate based on the following guidelines:

1. Committees have executive or decision making authority only when specifically delegated by the full Board.
2. Committees or committee members are not to manage the agency, staff or any program.
3. Committees are to prepare and recommend policies for Board deliberation and approval.
4. Committees requiring appropriate information directly related to the responsibilities of their committee shall request the information from the Executive Director in a timely fashion.
5. Committees shall be proposed and assigned in accordance with formal Board Governance Policy.
6. Committees (with the exception of the Executive Committee) may consist of Board members, staff, outside experts and volunteers, interested in participating in Board committee work.



BOARD COMMITTEES

Executive

The Executive Committee shall consist of the elected officers of the Board of Directors. The Executive Committee has the authority to make decisions as necessary and to guide the organization between Board meetings. The Executive Committee can act on behalf of the Board on any item requiring immediate action prior to the next scheduled meeting of the Board. The Executive Committee shall meet at least 10 times per year.

Responsibilities include:

- To make recommendations to Executive Director on Board training needs.
- All applicable duties as defined in Board Governance Policies.
- To conduct the annual review of the Executive Director.
- To annually review insurance coverage is appropriate and policies address the guidance needs for the Board, staff and those who use the services.

Nominating Committee

The Nominating Committee meets at least two times per year. The Nominating Committee is chaired by the Vice President.

Responsibilities include to:

- Recruit new Board members reflecting the diversity of the service area of Sample Program, Inc.,
- Solicit applications from prospective Board members for consideration,
- Annually assess gaps in representation, skills, and influence, and recruit a diverse candidate pool to ensure the needs of the agency are met,
- Review Board member candidate pool according to “Board Representation/Skills Assessment Grid,” and “Criteria for Participation as a Board Member”,
- Identify and make recommendations based on assessment and qualifications of applicants,
- Conduct Board orientation,
- Educate new Board members on diversity of the service area of Sample Program, Inc. and the importance of its reflection in Board and Staff,
- Implement annual Board training for new Board members, monitor fulfillment of Sample Program, Inc., volunteer training attendance, and to work with Executive Director on providing on-going training opportunities for Board members,



- Annually distribute and collect “Statement of Commitment” forms from all Board members,
- Conduct annual Board member evaluation and report results,
- Evaluate Board member attendance and implement policy regarding removal from Board as stated in by-laws of Sample Program, Inc., and to report any actions regarding this policy to the full Board,
- Annually oversee the nominations of officers, in consultation with the Executive Director. This includes offering the opportunity to all Board members, developing a slate of officers in consultation with the Executive Director to recommend to the Board of Directors. The recommended slate is brought to the Board for approval,
- Working with Executive Committee and Executive Director, annually plan for Board leadership succession.

Long Range Planning/Governance Committee

The Long Range Planning/Governance Committee meets at least 2 times per year.

Responsibilities include:

- To conduct an annual planning activity with full Board participation and work with the Executive Director in developing a document detailing long term goals.
- To conduct a biannual review of long range plans and report progress on Board goals.
- To review and report any policy changes needed for Standard Operating Procedures Manual.
- To oversee Sample Program, Inc., activities to ensure compliance with Mission Statement.
- To ensure Board Monitoring Calendar activities are completed on time.
- To review and update organizational policy, By-laws and Governance Policies as necessary, and to ensure the Board Governance policies are implemented.

Finance Committee

The Finance Committee is chaired by the Treasurer. Members of the committee shall be thoroughly familiar with the organization’s work and have expertise in financial matters. The Finance Committee shall meet quarterly.

Responsibilities include to:



- Develop and recommend policy with regards to fiscal responsibilities of the organization,
- Review budget developed and submitted by the Executive Director and recommend annual budget of the organization,
- Monitor all financial statements, and report financial status,
- Review and approve budget revisions when necessary and appropriate,
- Review (in advance of the full Board) annual audit prepared by a Certified Public Accountant, and make any recommendations deemed necessary. Schedule a presentation of the annual audit by the CPA to the full Board,
- Monitor implementation of any corrective action plans in response to the audit management letter,
- Develop and monitor investment policy and make recommendations,
- Annually review any long-term investments and make a full report to the Board.

Fund Development Committee

The Fund Development Committee may consist of Board members, staff and outside experts and volunteers interested in participating in developing Sample Program, Inc., general operating funds and planned giving opportunities. Fund Development committee shall meet at least 4 times per year, with additional meetings related to implementation of specific special events.

Responsibilities include to:

- Develop, implement and review annual Fund Development Plan,
- Recruit leadership for Fund Development events,
- Ensure that every Board member makes (or solicits) an annual financial contribution,
- Recruiting and encouraging volunteers to participate in Fund Development events.

AD HOC COMMITTEES

The Board of Directors may establish other committees or task forces and assign duties that are necessary to be carried out. At the time of the appointment, the Board shall establish a review date in order to determine the status and continued need of the group, and to establish a sunset date when appropriate. Ad hoc committees are expected to include members from outside the Board of Directors



who may be supporters of the organization, people previously served by the organization or those being considered for possible leadership in the future.

OFFICERS OF THE BOARD: **ROLES AND RESPONSIBILITIES**

President of the Board of Directors

The President of the Board of Directors shall have served at least one year on the Sample Program, Inc., Board and preferably two before election. The President of the Board shall preside at all the meetings of the organization. The President's main responsibility is to assure an orderly and productive Board. This responsibility includes disciplined conduct of meetings, timely accomplishment of Board duties and the precise adherence to governance policies. The President sets Board agendas in consultation with the Executive Director. The Board President makes committee assignments in consultation with Executive Director.

Vice President of the Board of Directors

The Vice President of the Board of Directors shall act as President in the temporary absence of the President. The Vice President shall assure the completion of the annual review of the Executive Director. The Vice President chairs the Nominating Committee. The Vice President or their designee ensures that an annual site visit to the facilities occurs, and that a report is made back to the Board in accordance with the Board Monitoring Calendar.

Secretary

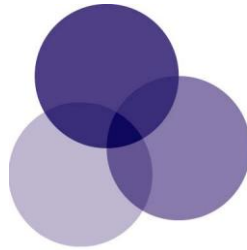
The Secretary of the Board of Directors shall act as President in the temporary absence of the President and the Vice President. Additionally, the Secretary shall provide assurance to third parties of the Board action and resolutions. The Secretary shall fill out a committee report form to record the proceedings of the Executive Committee. The Secretary, or their designee, takes minutes for the organization. Minutes of the Board meetings shall be distributed approximately 10 days after each meeting and at least 10 days prior to the next Board meeting.

Treasurer

The Treasurer shall monitor the financial condition of the organization. The Treasurer of the Board of Directors shall act as President in the temporary absence of the President, Vice President and Secretary. The Treasurer is chair of the Finance Committee and ensures the adherence to the Fiscal Management Policy,



recommending updates as needed. The Treasurer shall monitor all internal financial statements of the organization. The Treasurer shall adhere to the financial policies of Sample Program, Inc.



FUND DEVELOPMENT PLAN

The Fund Development Plan of the organization ensures that a consistent financial base is available to enable the organization to continue providing the necessary services.

The Fund Development Committee of the Board of Directors shall review the plan at least annually and make appropriate recommendations to the full Board.

The revenue generating activities shall be detailed in the annual Fund Development Plan.

FINANCIAL MANAGEMENT POLICIES

Fiscal Year

The fiscal year of the organization shall run October 1 through September 30.

Treasurer

The Treasurer and all financial staff shall be bonded or insured for no less than the largest grant.

Audit

The agency shall provide for an annual independent financial audit. The Executive Director shall work with the Finance Committee to identify the selection process for the auditing firm. The audit shall be scheduled immediately following the close of the fiscal year. The Finance Committee shall with the agency auditors upon completion of the audit report the results to the full Board. A representative of the audit firm shall present the results annually to the Sample Program, Inc., Board.



Budget

The agency budget shall be prepared annually prior to the end of the fiscal year. The Executive Director and the financial staff shall prepare a draft budget for the Finance Committee. The Finance Committee and the Executive Director shall submit the final proposed budget to the Board of Directors for their approval. The Board of Directors shall review the agency budget no less than annually.

EXECUTIVE DIRECTOR ACCOUNTABILITY and BOARD RELATIONSHIP

The Executive Director shall perform in the best interest of the organization, in all relations with the Board, staff, constituencies, and members of the public. The Executive Director shall interpret and implement policies authorized by the Board. The Executive Director is accountable to the Board for the successful administration of Board policy. The following policies define the role of the Executive Director:

- Neither the Board, nor any member of the Board, shall instruct the Executive Director or staff in an area exclusively designated to the Executive Director. The Board may, however, inspect these designated areas or request information or opinion from the Executive Director.
- If no Board or program policy exists, the Executive Director may initiate any procedure that is legal, ethical, and complies with stated organizational policy. The Executive Director shall bring issues or areas where policies are lacking to the Governance Committee, for their annual review.
- The Executive Director may assign and utilize resources (within budget restrictions): to employ, promote, discipline and utilize staff to translate policies of the Board into actions.
- The Executive Director speaks on behalf of the organization as the representative of the Board, and to organize and delegate duties for appropriate results.
- The Executive Director shall be fiscally responsible in managing the ongoing operations of the organization. It is the explicit responsibility of the Executive Director to ensure there is sufficient cash flow to meet routine operating needs; the Executive Director is responsible for approval of expenditures up to \$8,000. Expenditures in excess of \$8,000 require Board approval.
- If the cash reserves exceed cash flow needs, the Executive Director has the authority to invest a reasonable portion in short-term (1-12 months) certificates of deposit with local banks. All funds shall be deposited in federally insured investment programs. Investments made on behalf of the agency shall be reported to the Board at the meeting directly following the transactions.



- The Executive Director shall report excess funds beyond the annual need at the end of the fiscal year. The Board shall determine, by majority vote, any permanent or long-term investment decisions.
- The Executive Director shall review quarterly statements on any investments. The Finance Committee shall annually review any long-term investments and shall make a full report to the Board.
- The Executive Director shall observe all applicable laws and regulations while operating the organization.

MONITORING EXECUTIVE DIRECTOR PERFORMANCE

The Board shall assure Executive Director Performance in the following areas:

1. Fiscal Management and Resource Development

It is the role of the Executive Director to see that solid planning and budgeting systems are in place and that the organization's goals and strategic plan serve as the basis for sound financial planning. In addition, it is the Executive Director's responsibility to ensure that qualified staff members are hired to accurately monitor, assess, and manage the financial health of the organization. Monitoring shall be accomplished through monthly review of the financial reports, the presentation of the annual budget and revisions thereafter, the annual audit and any other Board specific policies that address the fiscal administration of the organization.

2. Operations and Personnel Management

The Executive Director is responsible for day-to-day management. The Executive Director ensures that there are appropriate systems in place to facilitate the day-to-day operations of the organization in the areas of development and delivery of programs, training and technical assistance and administration. The Executive Director works with staff to develop, maintain, and use the systems and resources that facilitate the effective operation of the organization. Monitoring shall be accomplished through internal reports to the Board, review of various insurance policies, annual review of personnel policies, and completion of annual staff evaluations.

3. External Liaison and Public Image

The Executive Director is responsible for establishing and maintaining positive relationships with the many groups that support the work of the organization, including funders and potential funders. The Executive Director maintains a positive professional reputation in the community and is a good ambassador. Monitoring of



this shall be accomplished through observations made by Board members at organization functions, and through feedback from other key stakeholders.

4. Program Management

The Executive Director leads the staff in managing and administering these programs and services. This requires a thorough knowledge of the organization’s mission area as well as an understanding of technical, operational, and ethical issues. The Executive Director shall demonstrate substantive knowledge regarding the organization’s issues. The Executive Director shall ensure that staff manages programs effectively and, through effective oversight and staffing, sets high standards of quality for the organization’s programs.

Monitoring is accomplished through regular reports by program managers to the Director, the annual reports of external auditors, or site visitors who monitor the performance of grants and contracts.

5. Management of Physical Assets

The Executive Director shall plan for (including budgetary implications) the upkeep and maintenance of various physical assets owned by the organization.

In addition, the Executive Director shall be required to complete a self-evaluation and present it to the Vice President, who is ultimately responsible for the completion of the annual review of the Executive Director. At that time, areas of strengths will be identified and concerns shall be addressed for the following year.

MONITORING CALENDAR

October/November

- Motion in Board meeting minutes, designated by name, those people authorized to enter into contracts on behalf of agency.
- New Board member orientation and training conducted by Nominating Committee with support from officers and the Executive Director.
- Annual “Statement of Commitment” distributed to Board by Nominating Committee and completed by each member.
- Executive Director reviews bank signature cards and recommends appropriate changes.



- Board President makes Committee assignments, in consultation with the officers and the Executive Director.
- Board President asks each Board member to verbally declare any conflicts of interest.
- Long Range Planning Committee reviews progress on Long Range Plan.

December/January

- Staff report to Board on program evaluation data and other measures.
- Board reviews statistical service and client satisfaction surveys.
- Fund Development Committee reviews fulfillment of annual financial contributions of Board members and follows up with individual Board members.
- Finance Committee reviews audit and reports to full Board.
- Finance Committee monitors and reports on any corrective action plans in response to the audit management letter.
- Presentation of annual audit to full Board by the agency CPA.
- Vice President reports on results of annual site visit of facilities.

February/March

- Executive Committee reviews agency insurance policies/coverage and reports to full Board.
- Annual Board evaluation conducted and results reported to full Board.
- Attendance of Board members reviewed and any recommendations made to full Board.
- Finance Committee reviews any investment activity and reports to full Board.
- The Executive Director and Treasurer prepare six-month fiscal year report and provide a draft budget for the coming fiscal year to the Finance Committee.

April/May



- Finance Committee reviews budget for recommendation to full Board.
- Annual Board Planning Meeting.
- Fund Development Committee reviews and reports on Fund Development Plan for coming fiscal year.
- Board reviews statistical service and client satisfaction surveys.
- Executive Committee reviews Standard Operating Procedure Manual and reports and recommends changes to full Board.
- Governance Committee reviews Governance policies and reports to full Board.
- Board reviews any Standard Operation Procedure policy changes recommended by staff.

June/July

- Long Range Planning Committee reviews and reports on progress on Long Range Plan.
- Vice President oversees completion of Executive Director review/evaluation and reports to full Board.
- Executive Director reports on excess of funds beyond annual need for Board vote on any long-term investment decisions.

August/September

- Full Board reviews and approves budget for coming year.
- Executive Director reports to Board on completion of staff evaluations for the fiscal year and review of job descriptions and reports to full Board.
- Full Board reviews and approves Long Range Plan.
- Board reviews statistical service and client satisfaction surveys.

Adopted by Board of Directors on: _____

Reviewed by the Board of Directors on: _____

Revisions: _____

