

BOARD OF DIRECTORS WORKING AGREEMENTS

Purpose:

The Board of Directors is the policy making body of the organization. To effectively meet the organization's challenges the Board and the Executive Director must function together as a leadership team. To ensure unity among team members, effective group agreements must be in place. The following are the group agreements for the Board and the Executive Director.

The Board Job Description:

1. Work with members of the Board and the Executive Director as a team.
2. Support the mission and philosophy of the organization.
3. Become knowledgeable about the services and programs of the organization.
4. Focus on policy making, planning and evaluation, rather than day-to-day operations.
5. Make decisions as a whole Board only at properly called meetings. Board members recognize that individual members have no authority to take individual action in policy or organizational matters.
6. Support decisions of the majority after honoring the right of the individual members to express opposing viewpoints and vote their convictions.
7. Recognize and respect the Executive Director's responsibility to manage the organization and to direct employees.
8. Give careful considerations to all issues brought you by individuals and special interests. Actively solicit input and listen to all perspectives. We will operate as representatives and make decisions in the best interest of the whole organization.
9. Value the role the board plays in the community and represent the organization, when possible, by attending community functions. Advocate for the organization as needed.
10. Actively participate in at least one Board committee.
11. Participate in appropriate diversity training and assure that the delivery of services is culturally competent. Promote cultural diversity within the organization.

Governing Style:

1. Focus on outward vision rather than internal preoccupation.
2. Encourage diversity of viewpoints.
3. Provide strategic leadership more than administrative detail.
4. Clearly distinguish Board roles from Executive Director roles.
5. Govern as a collective rather than through individuals, cultivating a sense of group responsibility.
6. Emphasize the future rather than the past or present.
7. Govern proactively rather than reactively.

Meeting Operational Agreements:

1. Start and end meetings on time.
2. Uphold the requirement for confidentiality on all matters arising from the Board meeting Executive Session.
3. Attend regularly scheduled Board meetings unless a situation occurs that makes attendance impossible.
4. Cooperate in scheduling special meetings, retreats and/or work sessions for planning and training purposes.
5. Cast a vote on all matters except when a conflict of interest arises.
6. Assure accurate minutes of board meetings. Minutes may be recorded and distributed by staff.

Financial Agreements:

1. Review fiscal reports presented by staff.
2. Approve an annual budget that is balanced.

3. Review the annual fiscal audit and address any concerns noted by the auditors.
4. Determine the compensation and benefits of the Executive Director.
5. Individual Board members must avoid conflict of interest with respect to their fiduciary responsibility.

Fund Development Agreements:

1. Make a personal financial contribution to the organization annually. The contribution is expected to be one of significance within each board member's means.
2. Fill a table at the annual fundraising breakfast by inviting people who are willing and able to make a donation to the organization.
3. Consider grant proposals that are over \$100,000 annually or fall outside of the normal scope of work of the organization. Proposals that meet these specifications are presented to the board by the Executive Director before submission to the grantor.

Communication Agreements:

1. Communicate directly with the Executive Director when a question arises or a concern is voiced by a community member.
2. Rely on the Executive Director to provide the Board with as many staff and external points of view, issues, and options as needed for fully informed board choices.
3. Communicate directly with the Board Chair prior to meetings of the Board to address questions and/or concerns about agenda items.
4. Communicate one-on-one, when an individual concern arises, with the Executive Director or other Board member, as appropriate.
5. No individual Board member, regardless, of their position has the authority to speak for the Board.
6. The Board speaks with one voice or not at all.

Annual Planning and Evaluation:

1. Set priorities as a Board for Board professional development annually.

2. Participate in establishing annual expectations and goals for the Executive Director.
3. Plan for the expenditure of agency funds to be less than or equal to a conservatively projected amount to be received in that period.

Orientation of New Board Members:

1. Assure timely orientation of new Board members.

Board Committees:

1. Reinforce the wholeness of the Board's job.
2. Are used sparingly and usually in an ad hoc capacity. (However, some committees are established by Board bylaws.)
3. May not speak or act for the Board except when formally given such authority for specific and time-limited purposes.
4. Exercises no authority over staff. Because the Executive Director works for the full Board, he or she will not be required to obtain approval of a Board committee before an executive action.

Role of the Chair:

1. Recognize the role of the Chair to speak for and about the Board and to describe the Board's process and positions.
2. Recognize the role of the Chair to convene meetings, develop the agenda with the Executive Director, and execute documents, as appropriate.
3. Evaluate the Executive Director's job performance annually. Solicit input from staff and other Board members regarding the Executive Director's performance. Provide the Executive Director on-going feedback.
4. Chair Board meetings, with all the commonly accepted power of that position (for example, ruling, recognizing).

Expectations of the Executive Director:

1. Work as a team member with the Board.

2. Respect and acknowledge the Board's role in setting policy and overseeing the performance of the Executive Director.
3. Work with the Board to establish a clear vision for the organization.
4. Prepare preliminary goals annually for the Board's consideration.
5. Provide data to the Board members so that data driven decisions can be made.
6. Possess a working knowledge of appropriate policies.
7. Settle payroll and debts in a timely manner.
8. Inform the Board of all critical information including relevant trends, anticipated adverse media coverage, or critical external or internal changes (particularly changes in the assumptions upon which any board policy or decision has been made).
9. Distribute information to all Board members.
10. Inform the Board of any use of the credit line account.
11. Present a timely budget to the Board that provides enough information to enable credible projection of revenues and expenses, separation of capital and operational items, cash flow and disclosure of planning assumptions.
12. Communicate with Board members promptly and effectively.
13. Distribute the Board agenda prior to the regularly scheduled Board meeting.
14. Respect the confidentiality requirement of Board Meeting Executive Sessions.
15. Treat all Board members professionally.
16. Represent the organization by being visible in the community.
17. Provide follow-up information to Board members on concerns and issues they have referred to the Executive Director – close the loop.

Note: All policies will be monitored by the Board at a frequency and by a method chosen by the Board. The Board can monitor any policy at any time by any method, but will ordinarily depend on a routine schedule.