



## National Center for Lesbian Rights (NCLR) Complete Board Policies

<b>NCLR Board Policies</b>	<b>END GOALS</b>
<b>Date Approved/Amended:</b> December 12, 2009	<b>Definitions</b>

**Core Values:** Core Values are intrinsic principles that must be taken into consideration as the organization carries out its work.

**Ends Statements:** The Statements of End Goals specify NCLR's intended impact on the world which is at the root of its existence. The efficacy of the organization is judged by progress made toward these End Goals. Though the Statements of End Goals are by necessity listed in a particular order, the primary statements (I, II and III) are *not* listed by order of importance.

The means by which NCLR achieves its End Goals is the work of its staff and not the Board of Directors. The Executive Director's performance is evaluated by progress made by NCLR toward the End Goals as determined by the Board of Directors.

**Ownership:** NCLR's Owners are the individuals and groups having an interest in the End Goals of the organization and are, therefore, the constituency to which the Board of Directors is ultimately accountable.

**Language:** Language evolves. We have attempted to use language in this document that is as inclusive and respectful as possible.

<b>NCLR Board Policies</b>	<b>END GOALS</b>
<b>Date Approved/Amended:</b> December 12, 2009	<b>Statements of End Goals</b>

All lesbians live fully and freely.

- I. All Lesbian, Gay, Bisexual, Transgender and Queer (LGBTQ) people marginalized by race, ethnicity, immigration status, class, gender identity, age, or disability live free from oppression.
  - A. Privilege based on race or ethnic identity is eliminated.
  - B. LGBTQ people have full economic opportunity and well-being.
    1. Low income LGBTQ people have legal protection for their relationships and families.
  - C. LGBTQ youth are safe, respected, and empowered in institutional and family systems.
  - D. LGBTQ elders live with security and dignity.
- II. Lesbian identity and sexuality are embraced and valued as a cultural and social good.
  - A. Diversity of LGBTQ sexuality and sexual expression is respected and valued.
  - B. LGBTQ relationships have full legal recognition, protection, and security.
  - C. All families of affinity and intention are legally and socially recognized, protected, and respected.
    1. Parents do not lose custody of children based on gender identity, gender expression or sexual orientation.
- III. Social and cultural institutions that enforce gender roles and conformity are transformed or dismantled.
  - A. All people are free to express their gender identity and sexual orientation.
  - B. Privilege based on marital or relationship status is eliminated.

<b>NCLR Board Policies</b>	<b>END GOALS</b>
<b>Date Approved/Amended:</b> December 12, 2009	<b>Core Values</b>

1. What's good for lesbians is good for humanity.
2. Collaboration with like-minded organizations is essential to achieving our End Goals.
3. The welfare of lesbians is inextricably tied to the welfare of all people regardless of race, ethnicity, immigration status, class, gender identity, religion, age, or disability.
4. The liberation of lesbians is inextricably tied to the liberation of all people marginalized by sexual orientation and gender expression.
5. We respect and honor individuals who live outside of couple-based relationship structures.

<b>NCLR Board Policies</b>	<b>END GOALS</b>
<b>Date Approved/Amended:</b> May 14, 2008	<b>Constituency Definition</b>

All those adversely affected by and/or committed to ending oppression based on gender and sexual orientation and/or gender identity.

<b>NCLR Board Policies</b>	<b>BOARD-STAFF RELATIONSHIP</b>
<b>Date Approved/Amended:</b> May 14, 2008	<b>Executive Director Job Description</b>

### **EXECUTIVE DIRECTOR JOB DESCRIPTION**

As the Board's single official link to the operating organization, the Executive Director's performance will be considered to be synonymous with organizational performance as a total.

Consequently, the Executive Director's job description can be stated as performance in only two areas:

1. Organizational accomplishment of the Board policies on *End Goals*.
2. Organization operation within the boundaries of prudence and ethics established in Board policies on *Executive Director Limitations*.

The Executive Director is hired by a unanimous vote of the Board of Directors, and serves at the pleasure of the Board, subject to the terms of her employment contract. The Board shall not hire an Executive Director without considering the organization's commitment to ethnic, cultural, and racial diversity.

The Executive Director is responsible for the hiring, evaluation, and employment termination of all NCLR staff, within her absolute discretion, subject to the *Executive Director Limitations* policy. The Board shall have no role in any employment decision related to NCLR staff (other than its role in hiring, evaluating, and terminating the Executive Director).

<b>NCLR Board Policies</b>	<b>BOARD-STAFF RELATIONSHIP</b>
<b>Date Approved/Amended:</b> May 14, 2008	<b>Role of Board Members Acting as Volunteers</b>

### **ROLE OF BOARD MEMBERS ACTING AS VOLUNTEERS**

1. When an NCLR Board member is working at NCLR on other than Board business, she is responsible to the staff person for whom she is working and shall be regarded as any other NCLR volunteer.
2. Individual NCLR staff members may request the advice and/or participation of any Board member on any matter (subject to procedures that might be developed by the Executive Director) with the understanding that the advice and/or participation is as an individual volunteer and not as a Board member.
3. Information obtained by a Board member through any of her individual volunteer activities that impacts the viability of the organization will not be considered to be confidential from the Board.
4. No advice and/or actions taken by an individual Board member shall be interpreted by staff as representing Board action nor shall they absolve the Executive Director of the responsibility for any actions taken by the organization.
5. Individual Board members shall be judicious in their willingness to offer advice or assistance and shall not do anything that would represent a real or perceived conflict of interest in regard to their role as a Board member or jeopardize their fiduciary responsibility to the organization.

<b>NCLR Board Policies</b>	<b>BOARD-STAFF RELATIONSHIP</b>
<b>Date Approved/Amended:</b> May 14, 2008	<b>Delegation to the Executive Director</b>

## **DELEGATION TO THE EXECUTIVE DIRECTOR**

All Board authority delegated to staff is delegated through the Executive Director, so that all authority and accountability of staff—as far as the Board is concerned—is considered to be the authority and accountability of the Executive Director.

1. The Board will direct the Executive Director to achieve specified results, for specified recipients, at a specified cost through End Goals policies. The Board will limit the latitude the Executive Director may exercise in practices, methods, conduct and other “means” to the ends through establishment of Executive Director Limitation policies.
2. As long as the Executive Director uses any reasonable interpretation of the Board’s End Goals and Executive Limitations policies, the Executive Director is authorized to establish all further policies, make all decisions, take all actions, establish all practices, and develop all activities.
3. The Board may change its End Goals and Executive Director Limitations policies, thereby shifting the boundary between Board and Executive Director domains. By so doing, the Board changes the latitude of choice given to the Executive Director. But, so long as any particular delegation is in place, the Board and its members will respect and support the Executive Director’s choices. This does not prevent the Board from obtaining information in the delegated areas.
4. Only decisions of the Board acting as a body are binding upon the Executive Director.
  - A. Decisions or instructions of individual Board members, officers, or committees are not binding on the Executive Director except in rare instances when the Board specifically authorizes such exercise of authority.
  - B. In the case of Board members or committees requesting information or assistance without Board authorization, the Executive Director can refuse such requests that require, in the Executive Director’s judgment, a material amount of staff time or funds or is disruptive.

<b>NCLR Board Policies</b>	<b>BOARD-STAFF RELATIONSHIP</b>
<b>Date Approved/Amended:</b> May 14, 2008	<b>Assessing Executive Director Performance</b>

## **ASSESSING EXECUTIVE DIRECTOR PERFORMANCE**

Executive performance is synonymous with organizational performance in relation to Board policies on End Goals. It is the Board's responsibility to assess the Executive Director's Progress toward meeting the End Goals and her compliance with the Executive Director Limitations.

1. The purpose of assessment is to determine the degree to which Board policies are being fulfilled. Information that does not do this will not be considered to be assessment. Assessment will use a minimum of Board time so that meetings can be used to create the future rather than to review the past.
2. Compliance with the Board's policies may be assessed in one or more of three ways:
  - A. Internal Report: Disclosure of compliance information to the Board from the Executive Director.
  - B. External Report: Discovery of compliance information by a disinterested, external monitor who is selected by and reports directly to the Board. Such reports must assess executive performance only against policies of the Board, not those of the external party monitor.
  - C. Direct Inspection by the Board: Discovery of compliance information at the direction of the Board by a Board member, a committee or the Board as a whole. This is a Board inspection of documents, activities or circumstances directed by the Board that allows a "prudent person" test of policy compliance.
3. Based on the results of this monitoring, an evaluation of the Executive Director's performance and a salary review will occur annually.



<b>NCLR Board Policies</b>	<b>EXECUTIVE DIRECTOR LIMITATIONS: NON-FINANCIAL</b>
<b>Date Approved/Amended:</b> May 14, 2008	<b>Operating Principles</b>

### **OPERATING PRINCIPALS**

1. No work shall be done unless there is an articulable benefit to and for lesbians.
2. The Executive Director and Staff shall apply a racial justice analysis in all work by the organization, including prior to undertaking any new program areas.
3. The Executive Director shall not endanger the organization's status as a 501(c)3 non-profit organization.
4. Whenever the Executive Director desires the organization to take a position on an issue not related to a Statement of End Goals, approval by the Board is required.
5. Lesbians of color recognize NCLR as a legal institution that supports their lives and well-being.
6. Lesbians of color are an integral part of the staff, volunteers, and donors of NCLR.

<b>NCLR Board Policies</b>	<b>EXECUTIVE DIRECTOR LIMITATIONS: NON-FINANCIAL</b>
<b>Date Approved/Amended:</b> May 14, 2008	<b>Communication and Counsel to the Board</b>

### **COMMUNICATION AND COUNSEL TO THE BOARD**

With respect to providing information and counsel to the Board, the Executive Director shall not permit the Board to be uninformed on matters that significantly affect the organization.

Accordingly, she shall not:

1. Neglect to submit monitoring data required by the Board (see policy on Monitoring Executive Performance) in a timely, accurate, and understandable fashion, directly addressing provisions of the Board policies being monitored.
2. Let the Board be unaware of relevant trends, anticipated litigation (either against or in behalf of the organization or its agents), adverse media coverage, or material external or internal changes, particularly changes in the assumptions upon which any Board policy has previously been established.
3. Fail to advise the Board if, in the Executive Director's opinion, the Board is not in compliance with its own policies on Governance Process and Board-Staff Relationship, particularly in the case of Board behavior that is detrimental to the work relationship between the Board and the Executive Director.
4. Fail to marshal for the Board as many staff and external points of view, issues and options as needed for informed Board choices.
5. Present information in unnecessarily complex or lengthy form.
6. Fail to provide a mechanism for official Board, officer or committee communications.
7. Fail to deal with the Board as a whole except when responding to officers or committees duly charged by the Board.
8. Fail to report in a timely manner an actual or anticipated noncompliance of the organization with any Board policy.

<b>NCLR Board Policies</b>	<b>EXECUTIVE DIRECTOR LIMITATIONS: NON-FINANCIAL</b>
<b>Date Approved/Amended:</b> May 14, 2008	<b>Emergency Executive Succession</b>

### **EMERGENCY EXECUTIVE SUCCESSION**

In order to protect the Board from sudden loss of Executive Director services, the Executive Director shall not have fewer than two other senior staff familiar with Board and Executive Director issues and processes.

<b>NCLR Board Policies</b>	<b>EXECUTIVE DIRECTOR LIMITATIONS: NON-FINANCIAL</b>
<b>Date Approved/Amended:</b> May 14, 2008	<b>Staff Treatment</b>

## **STAFF TREATMENT**

1. With respect to treatment of paid and volunteer staff, the Executive Director shall not cause or allow conditions that are illegal, undignified, or that violate any Board policies. Accordingly, she shall not:
  - A. Operate without personnel policies and procedures that clarify personnel rules for staff, provide for effective handling of grievances, and protect against wrongful conditions.
  - B. Prevent staff from grieving to the Board when (1) internal grievance procedures have been exhausted and (2) the employee alleges either (i) that Board policy has been violated to his or her detriment or (ii) that Board policy does not adequately protect his or her rights related to employment.
  - C. Fail to provide staff with an employee handbook that includes a copy of all Board policies and all personnel policies and procedures.
2. The Executive Director shall not operate the organization without taking into account the need to maintain a culturally competent organization including the need to hire employees, consultants, and independent contractors from diverse ethnic, cultural, religious and racial backgrounds.

<b>NCLR Board Policies</b>	<b>EXECUTIVE DIRECTOR LIMITATIONS: FINANCIAL</b>
<b>Date Approved/Amended:</b> May 14, 2008	<b>Budgeting</b>

## **BUDGETING**

Budgeting in any fiscal year or the remaining part of any fiscal year shall not deviate materially from Board *End Goal* priorities and shall not risk fiscal jeopardy.

Accordingly, the Executive Director shall not cause or allow budgeting which:

1. Contains too little information to enable credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions.
2. Plans the expenditure in any fiscal year of more funds than are conservatively projected to be received in that period unless the Board approves an exception to this limitation.
3. Reduces the current assets at any time to less than five times current liabilities and/or allows current liquid assets to drop below three months operating expenses.
4. Does not provide for Board prerogatives, such as costs of fiscal audit, Board development, Board and committee meetings, and Board legal fees.
5. Endangers the fiscal soundness of future years or ignores the building of organizational capability sufficient to achieve ends in future years.

<b>NCLR Board Policies</b>	<b>EXECUTIVE DIRECTOR LIMITATIONS: FINANCIAL</b>
<b>Date Approved/Amended:</b> May 20, 2009	<b>Financial Condition</b>

## **FINANCIAL CONDITION**

With respect to the actual, ongoing condition of the organization's financial health, the Executive Director shall not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from Board priorities established in *End Goal* policies.

Accordingly, she shall not:

1. Expend more funds at any point in time than is consistent with the debt guideline, current asset ratio, and cash reserve level, as described below.
2. Indebt the organization in an amount greater than can be repaid by certain, otherwise unencumbered revenues within 60 days.
3. Allow the sum of total of cash and investments (TC&I) to fall below a 90-day operating reserve without prior Board approval unless it's related to the annual anniversary event.
4. Act or allow investment managers to act in violation of NCLR's Investment Policies and Procedures.

In addition, NCLR shall maintain a Reserve Account (a subset of TC&I) that shall be minimally funded at an amount equal to 90-days of operational expenses and the following liquidity ratios in the management of its financial condition:

1. Net working capital (current assets less current liabilities) shall not fall below a 90-day operating reserve.
2. The current ratio (current assets divided by current liabilities) shall not fall below 5:1.
3. The quick ratio (TC&I divided by current liabilities) shall not fall below 3:1.

For the purpose of calculating these tests, 90-day operating reserves shall be based on actual operating expenses. Not meeting any of these requirements shall trigger a reporting requirement at the next Board meeting and every subsequent Board meeting until the numbers are back in compliance. The Executive Director shall report the value of each of these financial indicators to the Board at least quarterly.

The Executive Director shall not:

1. Enter into a non-budgeted commitment of funds in an amount greater than 3% of the current annual budget without Board approval.
2. Fail to maintain an accounting system and internal financial controls that appropriately provide for compliance with relevant nonprofit auditing standards.
3. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.
4. Fail to provide complete financial statements to the Board at least quarterly.
5. Fail to report trends, events, or other information that may have significant impact on the organization's financial standing to the Board of Directors at least annually.
6. Fail to have written internal control policies in place that ensure appropriate control over the organization's assets.
7. Fail to carry reasonable and prudent liability and property insurance.
8. Fail to comply with the financial reporting requirements of funding sources.
9. Fail to cause an independent audit of the organization's financial statements by a Certified Public Accountant to be performed annually and presented to the Board of Directors.
10. Fail to change auditors every 4-6 years.

<b>NCLR Board Policies</b>	<b>EXECUTIVE DIRECTOR LIMITATIONS: FINANCIAL</b>
<b>Date Approved/Amended:</b> May 14, 2008	<b>Asset Protection</b>

## **ASSET PROTECTION**

The Executive Director shall not allow assets to be unprotected, inadequately maintained, nor unnecessarily risked.

Accordingly, she shall not:

1. Fail to insure against theft and casualty losses to at least 80 percent replacement value and against liability losses to Board members, staff, or the organization itself in an amount greater than the average for comparable organizations.
2. Allow personnel access to material amounts of funds unless adequate protection, including insurance or bonding, is provided.
3. Subject plant and equipment to improper wear and tear or insufficient maintenance.
4. Unnecessarily expose the organization or its Board or staff to claims of liability.
5. Make any purchases without prudent protection against conflict of interest.
6. Receive, process, or disburse funds under controls that are insufficient to meet the standards of the organization's auditor.
7. Make loans in excess of \$20,000 without prior Board approval.
8. Acquire, encumber, or dispose of real property without Board approval.
9. Fail to protect the organization's intellectual property, information, and files from loss or significant damage.
10. Fail to comply with all of the terms and conditions of relevant software license agreements pertaining to number of copies in use legally and use of original.
11. Endanger the organization's public image or credibility, particularly in ways that would hinder accomplishment of its mission.
12. Authorize work to be performed on behalf of the organization without having budget capacity at the time of the authorization of the work.



<b>NCLR Board Policies</b>	<b>EXECUTIVE DIRECTOR LIMITATIONS: FINANCIAL</b>
<b>Date Approved/Amended:</b> May 14, 2008	<b>Compensation and Benefits</b>

## **COMPENSATION AND BENEFITS**

With respect to compensation and benefits to employees, consultants, contract workers, and volunteers, the Executive Director shall not cause or allow jeopardy to fiscal integrity.

Accordingly, she shall not:

1. Change her own compensation.
2. Establish or change benefits to which she is solely entitled.
3. Promise or imply permanent or guaranteed employment.
4. Establish current compensation and benefits which:
  - A. Deviate materially from the geographic or professional market for the skills employed.
  - B. Create obligations over a longer term than revenues can be safely projected.

<b>NCLR Board Policies</b>	<b>BOARD GOVERNANCE PROCESS</b>
<b>Date Approved/Amended:</b> May 14, 2008	<b>Approach to Leadership</b>

### **GOVERNANCE COMMITMENT**

The Board will approach its role in a manner that emphasizes strategic leadership and a future orientation. In this spirit, the Board will keep its focus on the intended long-term impact of the organization, not on the details of the current means of attaining effects.

<b>NCLR Board Policies</b>	<b>BOARD GOVERNANCE PROCESS</b>
<b>Date Approved/Amended:</b> May 14, 2008	<b>Ethnic and Cultural Diversity</b>

### **ETHNIC AND CULTURAL DIVERSITY**

The Board shall consciously seek to develop and maintain the skills, awareness and commitment to social justice, equality, progressive values, and diversity to work together across social differences. The Board membership shall include diverse ethnic, cultural, racial, and class backgrounds. The Board shall develop and implement ongoing plans for its outreach to diverse communities. No less than annually, the Board shall assess its progress toward these goals.

The Board is committed to:

1. Acceptance and respect for differences
2. Continuing self-assessment regarding culture
3. Adaptation of service models in order to better meet the needs of minority communities

Those commitments are reflected in the following:

1. Hiring ethnic, cultural and racial minorities
2. Training mainstream staff on minority issues
3. Minority community outreach
4. Altering facility's interior funding to serve specific populations
5. Actively recruiting minority volunteers, staff and Board members

<b>NCLR Board Policies</b>	<b>BOARD GOVERNANCE PROCESS</b>
<b>Date Approved/Amended:</b> May 14, 2008	<b>Board Job Description</b>

## **BOARD JOB DESCRIPTION**

The job of the Board is to serve as trustee for the constituency of the organization in determining and demanding appropriate organizational performance. To distinguish the Board's own unique job from the jobs of its staff, the Board will concentrate its efforts on the following job "products" or outputs:

1. The link between the organization and its constituency. The constituency is all those adversely affected by and/or committed to ending oppression based on gender, gender identity, and sexual orientation.
2. Written governing policies which, at the broadest levels, address:
  - A. End Goals: The organization's purpose (what benefit for whom and in what order of priority) specified by "End Goal" policies.
  - B. Executive Director Limitations: The boundaries of prudence and ethics to be observed by staff, specified by "Executive Director Limitations" policies.
  - C. Governance Process: Board roles and responsibilities, specified by "Board Governance Process" policies.
  - D. Board-Executive Director Relationship: Clear distinction of Board-staff roles and responsibilities, specified by "Board-Staff Relationship" policies.
3. The assurance of Executive Director's performance (against policies in 2a and 2b).
4. Fundraising, including both personal giving and obtaining contributions from others

<b>NCLR Board Policies</b>	<b>BOARD GOVERNANCE PROCESS</b>
<b>Date Approved/Amended:</b> May 14, 2008	<b>Board Officers</b>

## **BOARD OFFICERS**

### ***Chair or Co-Chairs***

The job result of the Chair or Co-Chair (“Chair”) is, primarily, the integrity of the Board’s process and, secondarily, representation of the Board to outside parties.

1. The Chair ensures that the Board behaves consistently with its own rules including those related to Executive Director Limitations, Board-Staff Relationship, and Governance Process, as well as those legitimately imposed upon it from outside the organization. The Chair is empowered to chair Board meetings, and the Chair’s role includes ensuring Board compliance with the following:
  - A. Meeting discussion content will include only those issues that, according to Board policy, clearly belong to the Board to decide, not the Executive Director.
  - B. Deliberation will be fair, open, respectful, and thorough, but also efficient, timely, orderly, and kept to the point.
2. The authority of the Chair consists in making decisions that fall within the topics covered by Board policies on Governance Process and Board-Executive Director Relationship, but not the Board policies within End Goals and Executive Director Limitations. The Chair is authorized to use any reasonable interpretation of the provisions in these policies.
3. The Chair may represent the Board to outside parties in announcing Board-stated positions and in stating Chair decisions and interpretations within the area delegated to her by the Board. The Chairperson is the only Board member authorized to speak for the Board (beyond simply reporting Board decisions), other than in rare and specifically Board authorized instances.
4. The Chair is empowered to decide on the disbursement of Board discretionary funds for Board operation and development purposes and is authorized to make such disbursements.

### ***Vice Chair of Policy***

The Vice Chair of Policy ensures that resources and education are available to the Board of Directors for updating existing policies and proposing new ones. The Vice Chair of Policy will also act in the absence of the Chairs.

### ***Treasurer***

The Treasurer is to perform duties in connection with finances of the organization as may be required by the Board. Duties of the Treasurer will neither lessen nor add to the

Executive Director's accountability to (and only to) the Board policies on fiscal condition and budgeting. Along with the Chair, the Treasurer is authorized to sign checks for the Corporation.

***Secretary***

The Secretary shall keep, or cause to be kept, Board meeting minutes and shall deliver those Board meeting minutes to the members of the Board for review and input, and to the office manager for safekeeping in the annual meeting minute binders.

<b>NCLR Board Policies</b>	<b>BOARD GOVERNANCE PROCESS</b>
<b>Date Approved/Amended:</b> March 18, 2009	<b>Board Committees</b>

## **BOARD COMMITTEES**

### ***Board Committee Principles***

The Board may establish committees to help carry out its responsibilities. Committees will be used sparingly so as to minimally interfere with the functioning of the Board as a whole unit.

1. Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes. Such authority will be carefully stated in order not to conflict with authority delegated to the Executive Director.
2. Board committees are to help the Board do its job and will assist the Board chiefly by preparing policy alternatives and implications for Board deliberation.
3. Board committees cannot exercise authority over staff, and, in keeping with the Board's focus on the future, Board committees will ordinarily have no direct dealings with current staff operations. Further, the Board will not impede its delegation to the Executive Director by requiring approval of a Board committee before an executive action.
4. A Board committee that has helped the Board create a specific policy on some topic will not be used to assess performance on that same topic.

### ***Committee Structure***

A committee is a Board committee only if its existence and charge come from the Board, regardless of whether Board members sit on the committee. The only Board committees are those which are set forth in this policy. The products (outputs) and authority of these committees are as follows:

1. Nominating Committee
  - A. Proper screening of potential Board members consistent with effective leadership qualities and the capacity to contribute to the Board's goals as stated in the Board policy on Ethnic and Cultural Diversity on the Board
  - B. Presentation to the full Board of candidates for Board membership
  - C. The Nominating Committee will annually select the committee chair from among its members
  - D. New Board member orientation

## 2. Executive Committee

- A. Agendas for meetings of the Board of Directors.
- B. Process for nomination and election of Board officers
- C. Action on behalf of the Board of Directors between meetings as necessary to conduct the business of the organization.
- D. Annual monitoring of the Board's consistency with the goals as stated in the Board policy on Ethnic and Cultural Diversity
- E. A periodic review of the expectations and ambitions of each director to clarify roles and responsibilities
- F. Periodic evaluation of Board involvement and performance and, if necessary, recommendation of removal of directors who are unable or unwilling to assume the required role and level of responsibility for the organization's welfare
- G. The Chair or Co-Chairs of the Board at the beginning of their term shall select members of the Executive Committee.
- H. It shall be the responsibility of the Executive Committee to select members of the Nominating Committee after consideration of the wishes of all Board members.
- I. The Executive Committee shall have the authority of the Board of Directors except for those powers exclusively reserved for the full Board under the Bylaws.
- J. All actions by the Executive Committee shall be reported to the Board of Directors at its next meeting.
- K. Provide a semi-annual report to the Board of Directors regarding the Executive Director's adherence to all current non-financial Executive Limitations.
- L. Evaluate the Executive Director's adherence to the non-financial Executive Director Limitation pertaining to "Staff Treatment" no less than annually by doing any of the following:
  - i. Commissioning and reviewing an annual survey of the staff and following up on items of concern as necessary and/or
  - ii. Holding exit interviews with departing senior staff members and/or
  - iii. Any other means the committee deems necessary and appropriate



- M. Annually collect comparable salary and bonus information and prepare recommendations to the Board of Directors for changes to Executive Director compensation.

### 3. Audit Committee

- A. The Audit Committee will be appointed by the Board. The following people may not serve on the Audit committee: any members of the staff, including the Executive Director; the Treasurer; or any person with a material financial interest in any entity doing business with the organization.
- B. The Audit Committee is responsible for ensuring the production and publication of annual CPA-audited financial statements based on generally accepted accounting principles.
- C. The Audit Committee is responsible for hiring and firing the auditor, setting the auditor's compensation, conferring with the auditor to satisfy them that the financial affairs of the organization are in order, and reviewing and approving the audit.
- D. The Audit Committee is responsible for ensuring compliance of the organization with the California Nonprofit Integrity Act of 2004.
- E. Present the Auditor's Report to the Board of Directors and provides an annual report to the Board of Directors regarding the Executive Director's adherence to current Financial Executive Director Limitations as evidenced by the audit.

### 4. Finance Committee

- A. The Finance Committee will be appointed by the Board. The Treasurer shall serve as Chair of this committee. Additional members shall include NCLR's bookkeeper (or a representative thereof), another member of the Board, and an external person (neither staff nor Board).
- B. One or more members of this committee shall have significant background in non-profit accounting.
- C. The Finance Committee will review the organization's financial statements each month.
- D. The Finance Committee is responsible for and will maintain a procedure to initial the monthly bank reconciliations no less often than quarterly for all NCLR accounts with material balances.
- E. The Finance Committee will review NCLR's financial policies and ensure Board review and approval of these policies as needed.
- F. The Finance Committee will perform a quarterly review of financial Executive Limitations and report its findings to the Board of Directors.

- G. The Finance Committee will periodically monitor implementation of recommendations made as part of the annual audit and provide a summary of progress to the Board of Directors mid-year between audits.

5. Linkages Committee

- A. Appointed by the Board of Directors.
- B. Annually select a committee Chair from among its members.
- C. Semi-annually summarize and report on Linkage Interviews conducted during the prior six months.
- D. Semi-annually propose to the Board of Directors a list of people or organizations with which to conduct linkage interviews.
- E. Maintain a timely schedule of Linkage Interview Reports to the Board of Directors by the Board Member(s) who conduct the linkage interviews. Information from linkage interviews that pertain to the Ends and Executive Limitations should be included in these reports.
- F. Design and maintain a Linkage Interview Questionnaire that assists Board Members with the creation of Linkage Interview Summary Reports.

6. Policy Committee

- A. Chaired by the Vice Chair of Policy.
- B. Have a Chair or Co-Chair of the Board of Directors as one of its members.
- C. Assist the Vice Chair of Policy in ensuring that resources and education are available to the Board of Directors for updating existing policies and for proposing new ones.
- D. Develop and maintain a process for annual evaluation of progress made toward the Ends.
- E. Create and deliver an annual Executive Director Evaluation based on the organization's progress toward the End Goals based on the Executive Director's leadership and her adherence to Executive Director Limitations.

7. Executive Director Evaluation Committee

- A. Appointed by the Executive Committee.
- B. Have a Co-Chair of the Board of Directors and a member of the Policy Committee as two of its members.
- C. Create and deliver an annual Executive Director Evaluation based on the organization's progress toward the End Goals, the Executive Director's leadership and her adherence to Executive Director Limitations.

8. Ad Hoc Committees

- A. The Board will form ad hoc committees from time to time, as it deems necessary.
- B. Products, responsibilities, and authority of ad hoc committees will be defined by the Board.

<b>NCLR Board Policies</b>	<b>BOARD GOVERNANCE PROCESS</b>
<b>Date Approved/Amended:</b> May 14, 2008	<b>Election of Officers</b>

### **ELECTION OF OFFICERS**

Per Bylaws, the Board should have an Annual Meeting on the 3<sup>rd</sup> Wednesday of January unless the Board fixes another date. At that meeting, officers of the organization should be elected.

<b>NCLR Board Policies</b>	<b>BOARD GOVERNANCE PROCESS</b>
<b>Date Approved/Amended:</b> May 14, 2008	<b>Board Member Code of Conduct</b>

## **BOARD MEMBER CODE OF CONDUCT**

The Board expects of its members ethical and businesslike conduct.

1. Board members shall demonstrate loyalty to the interest of NCLR and its constituency, and this loyalty shall supercede the personal interest of any Board member.
2. Board members must avoid any conflict of interest with respect to their fiduciary responsibility. If a Board member has any perceived conflicts, there should be disclosure to the Board.
  - A. There must be no self-dealing or any conduct of private business or personal services between any Board member and the organization except as procedurally controlled to assure openness, competitive opportunity, and equal access to “inside” information. When a Board member or a member of her immediate family contracts with NCLR, this contract must be disclosed.
  - B. Board members must not use their positions to unduly influence the hiring of themselves, their family members, or their close associates for a staff position at NCLR.
  - C. Should a Board member be considered for employment, s/he must temporarily withdraw from Board deliberation, voting, and access to applicable Board information.
  - D. If a close family member of a Board member is hired by NCLR as a staff person, the Board member will resign their position on the Board.
  - E. Board members should be aware that if they enter into a personal and/or familial relationship with an employee of the organization, a conflict of interest does exist. In this case, the Board member will resign from her position on the Board.
3. Board members may not attempt to exercise individual authority over the organization except as explicitly set forth in Board policies.
  - A. Board members’ interaction with the Executive Director or with staff must recognize the lack of authority in any individual Board member or group of Board members except as otherwise designated by policy.
  - B. Board members’ interaction with the public, press, or other entities must recognize the same limitation and the similar inability of any Board

member or Board members to speak for the Board or the organization unless authorized to do so.

- C. Board members will make no judgments of the Executive Director or staff performance except as that performance is assessed against explicit Board policies by the official process.
- 4. Board members will maintain the confidentiality of all matters discussed in Executive Session or in any other confidential setting unless authorized otherwise (this includes domestic partners, girlfriends, etc.).
- 5. Members will annually disclose to the Board Chair their involvement with other organizations, funders, vendors, or any other associations which might produce a conflict to the Board.
- 6. If a Board member is speaking on behalf of NCLR and receives an honorarium, that honorarium should be paid to NCLR.
- 7. Board members will adhere to all Board policies related to the Board Member Code of Conduct.

<b>NCLR Board Policies</b>	<b>BOARD GOVERNANCE PROCESS</b>
<b>Date Approved/Amended:</b> May 14, 2008	<b>Board Member Responsibilities</b>

## **BOARD MEMBER RESPONSIBILITIES**

### ***Orientation***

New Board members are expected to participate in an orientation session with the Executive Director, including a tour of the NCLR facilities and a training session on the Policy Governance Model developed by John Carver.

### ***Attendance***

1. Regular Meetings: Board members are expected to attend all regularly scheduled Board meetings (third Wednesday of every month except August and December). If unable to attend, Board members must notify the Board Chair as early as possible.
  - A. Failure to attend two consecutive meetings or two unexcused absences in a twelve month period will require a vote by the Board for that member to retain Board membership.
  - B. If unable to attend a meeting, Board members will be expected to inform themselves prior to the next meeting of the business of the previous meeting(s) they missed.
2. Annual Retreat: attendance at the Annual Board Retreat is mandatory unless excused in advance by the Chair.
3. Events: Attendance at the anniversary event is mandatory for all Board members and Board members are encouraged to be table captains. In addition, Board members are expected to attend at least one additional NCLR sponsored function, unless excused in advance by the Chair.

### ***Committees and Projects***

Each Board member is expected to participate as a member of a standing or ad hoc committee of the Board, or on periodic special projects. Committee and project assignments are the responsibility of the Executive Committee, taking into consideration the interest of each director.

### ***Fundraising***

Fundraising is an essential responsibility of every Board member. Each member is expected to make an annual gift that is personally meaningful. In addition, Board members are expected to assist the Development Department as requested in soliciting funds from NCLR prospects.

***Nominations***

Board members are expected to continually recommend potential Board members who would add needed skills and cultural competence to the Board, and to notify the Nominating Committee of any such potential candidates. It is the responsibility of sitting Board members to participate in the recruitment of potential Board members and act as a “Board Mentor” when requested for new members. New Board members will join the Board at periodic points throughout the calendar year to be determined by the Nominating Committee.

***Board Conduct***

Board members are expected to honor the confidentiality of their position and treat as confidential any information disseminated in Executive Session or shared in confidence by other Board or staff members. Breach of confidentiality will be grounds for dismissal from the Board. Board members are also expected to represent the organization in a positive and constructive light.

***Violation of Board Policies***

Failure to fulfill Board member responsibilities or violation of the Board member Code of Conduct may result in dismissal from the Board.

***Resignation***

If a Board member believes that she can no longer serve on the Board and feels the need to leave the Board before the end of her current term, she should verbally inform the Board Chair of her intent to resign. This should be followed up with a written confirmation of resignation addressed to the Board Chair. The Board Chair will then communicate this decision to the Board and Executive Director.

***Succession***

If the Board Chair is unable to be present for a specific full Board meeting, the meeting should be chaired in the following order of succession:

1. Vice Chair of Policy
2. Treasurer
3. Secretary

In a situation where the Board Chair is unable to serve for an extended period of time, the Board and the Executive Committee will be chaired in the same order of succession. If the Board Chair is unable to serve as Chair for a period of over three months, she should request a leave of absence or step down from her position and a new Board Chair should be elected by the full Board.



***Leave of Absence***

When a Board member feels that she cannot fulfill her current commitments as a member of the Board but believes she will be able to serve in the future, she may request a leave of absence from the Board for a total of not more than one year. The Board member should discuss her desire for a leave of absence with the Board Chair and with the Chair of the Nominating Committee. All leaves of absence must be approved by a majority of the Board. If the Board member is unable to return to active service after her approved leave of absence, an extension for a specific period of time may be approved by a majority of the Board, as long as this extension does not surpass the leave maximum of one year. If a Board member is unable to serve for more than one year, the Board Chair should ask for the Board member's resignation after the approval of the Board. When a Board member is currently on a granted leave of absence, she shall stand for re-election consistent with the Board's regular re-election process.