

# **Board of Directors Orientation Manual**



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# **I. Contacts**

## **1. Board of Directors List**

## **2. Key Staff List**



## **II. Organization Information**

### **1. Mission, Vision and Values**

Mission:

Vision Statement:

### **2. Core Values (Sample)**

#### **Caring**

We have a passion for the people we serve and the families we support.

#### **Diversity**

We are committed to diversity in our staffing and in the communities and people that we serve.

#### **Excellence**

We strive to achieve highest standards of organizational excellence through implementing best practices.

#### **Innovation**

We provide creative responses to community needs.

#### **Integrity**

We honor our commitments. We will not promise what we cannot deliver.

#### **Respect**

We honor people as individuals. We offer choices to the people we serve.

#### **Stewardship**

We will manage the organization so that we remain financially strong with an overall fiscal strategy that supports the delivery of quality programs.

#### **Team Work: The Three Ships**

We are committed to team work through building relationships, establishing partnerships and developing leadership.

### **3. Agency History and Timeline**

Should be one page with key historical information.

### **4. Agency Programs and Services**



### **III. Legal Information**

**Insert the following:**

- 1. By laws**
- 2. Board Policies**
- 3. Information on Term Limits**



## IV. Board Responsibilities

### 1. Board Structure

#### Executive Committee

Chair  
Chair Elect/Vice Chair  
Secretary  
Treasurer

#### Standing Committees

List committees

#### Meeting Schedule

##### **Quarterly as follows: June, October, January, April**

Board Meetings should take place from 11:30 – 1:00, to include lunch. Attendees typically include the Board, CEO, Associate Executive Director, Chief Financial Officer, Director of Quality Assurance and Director of Development and any necessary invited guests.

#### General Structure

- Starting September 2002 all regular board member terms are three years and can have a consecutive term. A board member can rotate off of the Board for one year, and work as an Advisor to the agency, and return for an additional 3 years.
- In order to hold the position of Chair, the individual must serve a minimum of one full year as an **active** board member, and must always first assume the position of “chair elect”.
- New board members may be sought all year, the nominating committee must present their slate of new members for a full vote. New members voted “in” will be notified by a phone call from the Chair, and a package of information will be sent.  
Prior to agreeing to nomination, new board members should receive a specific outline of information and expectations. Required board training will be held one week prior to the member’s “initial” meeting.
- Board packets will be made, and distributed, during the board meeting. The packets shall include an Agenda, the CEO’s Report, Financial Report and individual Department Reports. The Reports shall be placed in order according to the Agenda so that the meeting moves with an orderly flow. Miscellaneous Business will be discussed at the end of each meeting.
- All issues that require a board vote must be done so with at least a quorum of the board of directors. Anything less will not be considered true and accurate.
- Board Members are expected to attend all board meeting. Board members will be asked to resign if she/he fails to attend 3 meetings without prior notification.
- ABC provides Directors and Officers Insurance Coverage for all Board members.



## 2. Board Officer Responsibilities

### Responsibilities of Board Chair

- Oversee board and executive committee meetings.
- Serve as ex-officio member of all committees.
- Work in partnership with the chief executive to make sure board resolutions are carried out.
- Call special meetings if necessary.
- Appoint all committee chairs, and with the chief executive, recommend who will serve on committees.
- Assist chief executive in preparing agenda for board meetings.
- Assist chief executive in conducting new board member orientation.
- Oversee searches for a new chief executive.
- Coordinate chief executive's annual performance evaluation.
- Work with the nominating committee to recruit new board members.
- Coordinate periodic board assessment with the chief executive.
- Act as an alternate spokesperson for the organization.
- Periodically consult with board members on their roles and help them assess their performance.

### Responsibilities of Board Vice Chair/Chair Elect

- Attend all board meetings.
- Serve on the executive committee.
- Carry out special assignments as requested by the board chair.
- Understand the responsibilities of the board chair and be able to perform these duties in the chair's absence.

### Responsibilities of Board Secretary

- Participate as a vital part of the board leadership.
- Attend all board meetings.
- Serve on the executive committee.
- Maintain all board records and ensure their accuracy and safety.
- Review board minutes.
- Assume responsibilities of the chair in the absence of the board chair and chair-elect.
- Provide notice of meetings of the board and/or of a committee when such notice is required.

### Responsibilities of Board Treasurer

- Understand financial accounting for nonprofit organizations.
- Serve as financial officer of the organization and as chairperson of the finance committee.
- Manage, with the finance committee, the board's review of and action related to the board's financial responsibilities.
- Work with the chief executive and the chief financial officer to ensure that appropriate financial reports are made available to the board on a timely basis.
- Assist the chief executive or the chief financial officer in preparing the annual budget and presenting the budget to the board for approval.
- Review the annual audit and answer board members' questions about the audit.



### 3. Board Member Job Description (Sample)

ABC has as its ultimate goal the achievement of programmatic excellence and fiscal strength. Board members are legally responsible for the actions of the organization. Specifically, the Board governs the organization through active oversight of:

- Mission development and long-range planning
- Financial management
- Resource development and fund raising
- Board education and development

Each Board member must express and demonstrate a commitment to the mission of ABC and be fully committed to the vision and service of ABC. Board members must be willing to give time and resources (skills, experience, finances) in providing leadership to ABC. In addition, the Board has a fiduciary responsibility to clients, their families, donors and the community – and is ultimately responsible for attracting funding and resources to ensure the financial viability of the organization and its programs.

Specifically, individual Board member responsibilities include the following.

1. Provide continuing directions for planning, operation and evaluation of ABC programs and activities.
2. Attend all Board meetings (including committee meetings, if applicable) and functions such as special events.
3. Actively serve on at least one Board committee, as established, and offer to take on special assignments.
4. Remain informed about the organization's mission, services, policies, and programs.
5. Review agenda and supporting materials prior to Board and committee meetings.
6. Make a meaningful annual financial commitment to ABC within his/her ability.
7. Participate in developing fundraising policies.
8. Actively participate in making viable introductions to individuals, corporations, foundations and other organizations – and to attend meetings as needed – to connect ABC to donated funds and needed in-kind goods, services and expertise.
9. Inform others about the organization.
10. Suggest possible nominees to the Board who will make significant contributions to the work of the Board and ABC.
11. Keep up-to-date on the developments in ABC's field of expertise.
12. Review, evaluate and approve the organization's financial affairs and policies.
13. Follow conflict of interest and confidentiality policies.



## 4. Standards of Practice

### a. Confidentiality Statement

ABC appreciates the contributions of its volunteers. A majority of our business is handling sensitive information. To ensure that privacy is kept for all people at ABC, Board Members will be bound by the strictest confidentiality with regard to any information gathered or shared in activities of board membership.

Board members will not disclose to any third party or make use of any information other than the purpose for which it was provided, unless legally required to do so.

Some of you may be working with a member of a ABC program and may observe or obtain information that may suggest child/adult abuse or intent to physically harm another person. Such situations are to be immediately reported to the CEO or the Associate Executive Director.

### b. Conflict of Interest Policy

- If an employee's spouse or other immediate relative, board members or paid consultants have any financial or managerial connection to a project or organization for which ABC funds are either being sought or have been granted individually or as part of a business or professional firm are involved in business transactions or current professional services, that relationship must be disclosed before any proposal concerning that project or organization is reviewed. This individual may not participate or remain in the room during any discussion of the project or organization in question.
- An employee, board members or paid consultants shall not accept any fees or other remuneration from any organization or institution in conjunction with a project or program for which ABC funds are being sought or have been granted.
- Relatives of employee, board members, paid consultants or immediate relatives of those individuals shall not receive preferential treatment of services from ABC. Immediate relatives include parents, siblings and children; people in those categories with a "step" or "in-law" relationship; and any other family member of the employee, board member, or paid consultant's immediate household.
- Employees, board members or paid consultants shall strive to avoid conflicts of interest as well as the appearance of any such conflict.

### c. Code of Ethics

#### **ABC Board of Directors will:**

- Represent the interests of all people served by ABC and not favor special interests inside or outside of ABC;
- Not use ABC or my service on this board for my own personal advantage or for the advantage of friends, relatives or supporters;
- Approach all board issues with an open mind, nonjudgmental attitude and respect for diverse opinions, and prepared to make the best decisions for the good of ABC



- Respect and support majority decisions of the board;
- Observe the parliamentary procedures and display courteous conduct in all board and committee meetings;
- Do nothing to violate the trust of those who elected or appointed me to the board or those we serve;
- Never exercise authority as a board member except when acting in a meeting with the full board or as delegated by the board;
- Maintain confidentiality and avoid conflicts of interest; and
- Consider myself a trustee of ABC and do my best to ensure that it is well maintained, financially secure and always operating in the best interests of those we serve.



## **V. Board Information**

**Insert the following:**

- 1. Current Approved Budget**
- 2. Current Financial Statement**
- 3. Audit Summary**
- 4. Annual Report**
- 5. Strategic Plan**
- 6. Board Minutes for last three meetings**

