**Organization: Max Higbee Center**

**Policy Type: Board Process**

**Last Revised: October 2015**

**C – Global Governance Commitment**

Acting on behalf of our community and the families that we serve, the Board ensures the success of Max Higbee Center by working together, empowering and holding accountable our Executive Director, providing strategic leadership for our organization, and perpetuating an effective board.

**C1 – Governing Style**

We will govern in a manner that provides strategic leadership for Max Higbee Center by focusing our vision outward and toward the future.

1. We will distinguish between board and management responsibilities, using Policy Governance as a framework for decision-making and reporting.
2. We will maintain our group discipline, authority and responsibility.
3. We will act with respect, consideration, and cooperation in our board relations.

**C2 – The Board’s Job**

In order to govern successfully, we will:

1. Hire, compensate, delegate responsibility to, and hold accountable an Executive Director.
2. Rigorously monitor operational performance in the areas of Ends and Executive Limitations, and Board performance in the areas of Board Process and Board-Management Relationship.
3. Perpetuate the Board’s leadership through ongoing education and training.
4. Maintain balanced composition and sustained function of the Board through strategic recruitment of new directors as needed.
5. At least every two years, review the organizational goals and objectives and evaluate the effectiveness of the program in meeting those goals and objectives.
6. Participate actively in fundraising for the organization.
7. Perform other duties as required by the bylaws.
8. Make a financial and/or in-kind annual contribution to the organization.

**C3 – Agenda Planning**

We will develop and follow an annual board calendar to guide our monthly agenda planning.

1. Each year we will review and update a board calendar, which includes tasks and events related to our Board training and education schedule, the monitoring schedule, and the Executive Director evaluation and compensation decisions.
2. Using the annual board calendar as a guide, our Executive Director will draft the monthly board meeting agendas for approval by the Board President. Board meeting agendas may be modified at the meeting by a majority vote of the Board at the beginning of the meeting.

**C4 – Board Meetings**

Board meetings are for the task of getting the Board’s job done.

1. We will use Board meeting time only for work that is the whole Board's responsibility. We will avoid committee issues, operational matters, personal concerns and other topics that are not the highest and best use of our time.
2. Meetings will be open to the public except when executive session is officially called.
   1. We may occasionally use executive session to deal with confidential matters.
3. We will seek consensus through discussion. We will then finalize and document decisions through the use of motions, seconds and majority vote.

**C5 – Directors’ Code of Conduct**

We each commit ourselves to ethical, professional and lawful conduct.

1. Every director is responsible at all times for acting in good faith, in a manner which she/he reasonably believes to be in the best interests of the organization, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.
2. There will 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.
   1. At a new director’s first board meeting, he/she will complete the “Conflict of Interest Disclosure” form, and will verbally report to the whole Board the potential conflicts. Any subsequent potential conflicts will be reported to the whole Board immediately.
   2. When the Board is to decide on an issue about which a director has an unavoidable conflict of interest, that director shall abstain from the conversation and the vote.
   3. A director who applies for employment must first resign from the Board.
3. Directors may not attempt to exercise individual authority over the organization.
   1. When interacting with the GM or employees, directors must carefully and openly recognize their lack of authority.
   2. When interacting with the public, the press, or other entities, directors must recognize the same limitation and the inability of any director to speak for the Board except to repeat explicitly stated Board decisions.
4. Directors will respect the confidentiality appropriate to issues of a sensitive nature and must continue to honor confidentiality after leaving Board service.
5. Directors will prepare for attend, and participate fully in all Board meetings and trainings.
6. Directors will support the legitimacy and authority of the Board’s decision on any matter, irrespective of the director’s personal position on the issue.

**C6 – Officers’ Roles**

We will elect officers in order to help us accomplish our job.

1. The President ensures the Board acts consistently with Board policies.
   1. The President is authorized to use any reasonable interpretation of the provisions in the Board Process and Board-Management Relationship policies.
   2. The President will chair and set the agenda for Board meetings.
   3. The President plans for leadership (officer) perpetuation.
   4. The President may represent the Board to outside parties.
2. The Vice-President will perform the duties of the President in her/his absence.
3. The Treasurer will track the financial affairs of the organization and assist the Board in understanding the financial position of the organization.
4. The Secretary shall keep the minutes of Board meetings and ensure the Board’s Policies and other documents are accurate, up to date, and appropriately maintained.
5. The officers may, at the discretion of the board, delegate any of the tasks assigned to their position, while maintaining accountability for the performance of those tasks.

**C7 – Board Committee Principles**

We will use Board Committees only to help us accomplish the Board’s job.

1. Board Committees will reinforce and support Board holism.
   1. In particular, Committees help the whole Board move forward when they research alternatives and bring back options and information.
2. Board Committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes.
3. The Board will establish, regularly review and control Committee responsibilities in written Committee Charters.
   1. The Board will carefully state committee expectations and authority to make sure they do not conflict with authority delegated to the Executive Director.
4. Directors may serve on Operational Committees to support programs or campaigns of the organization. Operational Committees shall serve at the discretion and direction of the Executive Director, as per the Executive Limitation policies.

**C8 – Governance Investment**

We will invest in the Board’s governance capacity.

1. We will make sure that Board skills, methods and supports are sufficient to allow us to govern with excellence.
   1. We will arrange outside monitoring assistance as necessary so that the Board can exercise confident control over organizational performance.
   2. We will use professional support and training whenever needed to ensure high board performance.
2. During the annual budget planning process for the organization, we will evaluate and recommend a budget to support the Board’s governance capacity.