

BOARD LEADERSHIP, GOVERNANCE AND ACCOUNTABILITY POLICY

PURPOSE

To provide strong, effective, board leadership and governance for LADD in order to fulfill LADD's Mission, Vision, and Values.

SCOPE

This policy applies to all members of the Board of Directors for LADD.

POLICY

It is the policy of LADD to be an efficient and effective service organization by maintaining a Board of Directors that meets the needs of the corporation and complies with all rules and regulations. There will be a minimum of three voting board members. The board will be composed of members of the community, professionals and/or stakeholders. The Board will govern through providing strong, effective leadership supporting the Executive Director and Steering Committee in leading the organization in providing cost effective community services. This policy sets forth the Board Positions and Board Processes including its Committees to follow in determining the appropriate governance and leadership structure for the Board as well as the criteria that the Board may consider in making those determinations.

It is the Board's responsibility to exercise its business judgment to determine its appropriate leadership and governance structure. The Board recognizes its role in exercising effective oversight of the Executive Director on behalf of the Corporation and that the appropriate Board leadership structure may vary, depending on the circumstances facing the Board and the Corporation at any given time.

PROCEDURE

Board members must be independent and unrelated to ensure undue influence with the Executive Director who is deemed responsible to lead the organization's services with assistance from the Steering Committee.

1. The Board will provide strong, effective leadership for the organization's services through maintaining Board positions and any contracts with any individuals in leadership roles such as Executive Director.
2. The Board shall receive reports from the Executive Director that include reviews of major issues and Steering Committee minutes of policy changes and operational updates.
3. The Board may, upon concern for operations and a vote of members, suspend at any time an operation of a policy, if necessary, provided the suspension does not conflict with legal requirements.
4. Board Processes:
At a minimum annually, the Board will:
 - a. Review the governance and structure of the Board on at least an annual basis and at times of potential change in individuals holding Board leadership positions (e.g., retirement, resignation, or renewal of employment agreements).
 - b. The Board and/or Committee will be established to evaluate the compensation and leadership position of the Corporation, Executive Director role. Evaluation will include (i) the job description, (ii) the responsibilities of those positions, (iii) the review of performance of the past year, (iv) compensation review; which will include comparability data & contemporaneous substantiation.
 - c. The Board shall also, on at least an annual basis, evaluate the Corporation's governance documents, including the Corporation's By-laws and any other Corporate documents needing review.
 - d. Overall performance of the organization.
5. Public Disclosure of Policy and Rationale:
The Corporation shall post, on the Corporation's website, this policy and a description of the Board's rationale for the Board leadership structure in light of the criteria set forth above.
6. Board Positions are held accountable through following the responsibilities and requirements outlined below:

Duties

- Board members must comply with the LADD By-Laws, Articles of Incorporation and State and Federal regulations.
- Board members are subject to three basic legal duties: duty of care, duty of loyalty and duty of obedience.
- Board Members will receive initial training through the Board Orientation Policy and on-going training as needed or requested. This includes following the LADD Compliance and Ethics Plan.
- Board members shall perform their duties as such, including, in the case of a director, his or her duties as a member of a committee of the board on which he or she may serve in good faith and in a manner he or she reasonably believes to be in the best interests of the corporation, and with such care as an ordinarily prudent person in a like position with respect to similar corporation would use under similar circumstances.
- Elections are held annually for position of Board President, Secretary, and Treasurer per by-laws.
- Board members can consult with the organization's attorneys, or accountants.

General Responsibilities:

- Governance
- Leadership
- Oversee/Evaluate
- Review/Monitor
- In partnership with the Executive Director, guide the mission and direction
- Review reporting of the Corporate Compliance Officer
- Stewardship
- Ensure dedication to, and use of assets for, benefit of public

Specific Responsibilities:

- Hire/support/evaluate/discharge Executive Director
- Review and approve annual budget
- Review and approve major organizational decisions, commitments, and plans
- Evaluate overall performance of the organization including program and financial goals
- In conjunction with executive staff, provide leadership on organizational transition, structure and planning
- Conduct affairs of the board including board development, transition, and effectiveness

Meeting Specific Responsibilities Through:

- Board Orientation
- Information Flow: Financial statements, Executive Director and reporting regarding programs and operations, Strategic Planning and Reporting
- Appropriate Board Organization and Continuity
- Board Meetings, Agendas, Minutes, Documentation
- Appropriate Committee Structure
- Protecting Assets of Organization
- Determination of Board-Executive Staff Relationship and Extent of Delegation of Management Authority

Supporting Functions

- Governance
- Planning
- Public and Community Relations
- Others as Needed

Membership--Each member of the Board shall meet the following qualifications:

- A. Board members shall be of good moral character, meet any State/Federal requirements, at least eighteen (18) years of age.
- B. Board members shall not have been removed from any office of trust under federal, state or local laws for any malfeasance in such office.
- C. Board members shall not be engaged in a business transaction with LADD unless disclosed in the Disclosure Statement noted in the Board of Directors Conflict of Interest Policy.
- D. Board members shall, before entering the duties of the office, review all Board Policies including Policy on Compliance and Ethics and agree to all terms and conditions.
- E. Members can be selected through recommendation of other Board Members, members of Administration or attorneys, accountants or other concerned individuals/stakeholders.
- F. Board members will receive on-going education to build their governance capacity, through training on-line, training during meetings, discussions, emails, or other opportunities.

Accountability

- A. Each board member shall be familiar with the Board Orientation Book/Information and organization.
- B. Each board member shall be informed on the major affairs and operations of LADD by the Executive Director, reporting and other means.
- C. Each board member shall foster and promote the integrity of the board and a culture where the Board works for the long-term benefit of the Corporation.
- D. Board Members are expected to possess and demonstrate the highest personal and professional integrity at all time to adhere to the Mission, Vision and Values of LADD.
- E. Board members are expected to demonstrate their commitment to the Board through preparations for and participation in the Board meetings and attendance of at least 75% of meetings.
- F. Each board member shall uphold all membership responsibilities.

Exit

- A. Board members can resign at any time.
- B. Membership will be on a year to year basis with longevity encouraged.
- C. Unless there are performance issues, members will be asked to continue to serve.
- D. In the event of performance issues, the board member will receive counseling from the Board President to determine issues, additional training as needed, or will be brought to the board for review or separation.
- E. Separation may occur by the majority vote of the Board.
- F. Recruiting for new Board Members will occur as needed.

JOB DESCRIPTIONS for specific positions:

Board President/ Executive Director Job Description

- 1. Is a member of the Board.
- 2. Is a partner with or serves as the Executive Director in achieving the organization's mission.
- 3. Provides leadership to the Board of Directors, who reviews Executive Reports and Steering Minutes and to whom the Executive Director is accountable.
- 4. Chairs meetings of the Board after developing the agenda.
- 5. Encourages Board's role in strategic planning.
- 6. Appoints the chairpersons of committees, in consultation with other Board members.
- 7. Serves *ex officio* as a member of committees and attends their meetings when invited.
- 8. Discusses issues confronting the organization with other members of the board and Executive Director.
- 9. Helps guide and mediate Board actions with respect to organizational priorities and governance concerns.
- 10. Reviews with the Executive Director any issues of concern to the Board.
- 11. Monitors financial planning.
- 12. Formally evaluates the performance and the effectiveness of the Executive Director.
- 13. Evaluates annually with the Board the performance of the Corporation in achieving its mission.
- 14. Performs other responsibilities assigned by the Board.

Committee Chair Job Description

1. Is a member of the Board.
2. Sets tone for the committee work.
3. Ensures that members have the information needed to do their jobs.
4. Oversees the logistics of committee's operations.
5. Reports to the Board's President.
6. Reports to the full Board on committee's decisions/recommendations.
7. Works closely with the Board President and other staff as agreed to by the Board President.
8. Assigns work to the committee members, sets the agenda and runs the meetings, and ensures distribution of meeting minutes. Initiates and leads the committee's annual evaluation.

Board Member Job Description

1. Regularly attends board meetings and important related meetings.
2. Makes serious commitment to participate actively in committee work.
3. Volunteers for and willingly accepts assignments and completes them thoroughly and on time.
4. Stays informed about board and committee matters, prepares themselves well for meetings, and reviews and comments on minutes and reports.
5. Gets to know other committee members and builds a collegial working relationship that contributes to consensus.
6. Is an active participant in the committee's annual evaluation and planning.

Board Secretary Job Description

1. Is a member of the Board.
2. Maintains records of the board and ensures effective management of organization's records.
3. Manages minutes of board meetings.
4. Ensures minutes are distributed to members shortly after each meeting.
5. Is sufficiently familiar with legal documents (articles, by-laws, IRS letters, etc.) to note applicability during meetings.

Board Treasurer Job Description

1. Is a member of the Board.
2. Reviews finances of the organization.
3. Reviews the third-party financial contract with recommendations to the Board.
4. Reviews annual budget in conjunction with the Board President /Executive Director and provides to the board for members' approval.

LADD
WE MAKE THE DIFFERENCE