

**Title: SANTA ROSA PLATEAU FOUNDATION –  
BOARD DEVELOPMENT AND GOVERNANCE**

**Policy:** The Foundation recognizes that Board leadership and succession planning is crucial to the success of the SRPF. To that end, a standing Board Development committee will serve to handle the recruitment and screening processes associated with vacancies, officer elections and on-going development of the Board of Directors. These policies and procedures will also serve as guidelines for Board Governance including officer election and officer responsibilities and the establishment and function of the following committees: Executive, Budget and Finance, Board Development/Recruitment, Governance/Policies and Procedures, Personnel, and Strategic Planning.

**Purpose:** To ensure that all necessary considerations are taken in regard to the Santa Rosa Plateau Foundation's (SRPF's) programs and goals during the appointment of new Board members, and to provide adequate opportunity for communication among existing Board members and the Board candidate in terms of required skills, commitment levels, philosophies and other special concerns.

**Scope:** The following procedures apply to all Board appointments, including Board member replacements, Board expansion and reapplications for continued Board membership

**Procedure:**

**1.0 BOARD APPOINTMENTS**

- 1.1 The Board Development Committee will recommend appointments to the Board of Directors during a full meeting of the Board. The committee will consist of at least two Board members who are not up for re-election to the Board. The President may not serve on this committee. The Executive Director can submit candidates to the committee for consideration and provide staff/clerical support as requested by the committee.
- 1.2 A written nomination form prepared by the Board Development Committee will be distributed to the Board of Directors prior to discussion of the nomination. This form will include information regarding the nominee's occupation, skills, residency, marital/family status, current and previous Board participations and experiences, and committee interests. The form will also include committee members' assessment of the nominee's commitment level and the degree to which the nominee's philosophies are consistent with agency goals.
- 1.3 The Board Development Committee Chairperson will lead a discussion of the information on the nominating form, and be responsible for providing additional information requested by Board members.

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- 1.4 Upon close of discussion, the Board President will ask for a formal nomination. The nomination must be seconded, then a vote will be taken.
  - 1.5 The Board Development Committee will be responsible for notifying the nominee, by letter, regarding the outcome of the vote, within one week of the election.

## **2.0 APPLICATION FOR CONTINUING BOARD MEMBERSHIP**

- 2.1 Three months before completion of a one or two-year term as applicable, a Director desiring to be retained on the Board should complete an application for continuing Board membership. The application should be submitted to the Board Development Committee for review, according to a pre-defined list of factors, which shall include, but not be limited to, the following:
  - Attendance - Committee and Board meetings
  - Participation/contribution
  - Representative needs of the Board and agency
- 2.2 Upon successful review, a recommendation for written vote of approval should be made by the Board Development Committee at the following full Board meeting. The approved Director nominee will then be included on the slate of candidates to be voted for by the Foundation members at the annual meeting concurrent with the completion of the Director's term.

## **3.0 VACANCIES**

- 3.1 Any vacancy occurring on the Board and any Directorship to be filled because of an increase in the number of Directors shall be filled in the same manner as stated in 1.0 BOARD APPOINTMENTS above. A Director elected/or appointed to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.
- 3.2 Vacancies may be created by the death, resignation, permanent departure from the community, or prolonged neglect or disability of the Board member. Per the Bylaws a Director may request a three month leave of absence with the Directorship held vacant until the Director returns to or resigns from the Board. The request is to be submitted to the Board Development Committee for discussion with subsequent approval to be given by the full Board of Directors.
- 3.3 Directors may resign at any time, but will remain liable for acts committed or approved before resignation. A resignation may be retracted at any time before the Board accepts it.

## **4.0 ELECTION OF OFFICERS**

- 4.1 Board officers will be elected by the Directors each year at the first Board meeting following the Foundation's annual meeting.
- 4.2 Each Director maintains the right to nominate a fellow Board member for office. All nominations should be submitted to the Board Development Committee four weeks prior to the meeting at which the election will take place.

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- 4.3 Board Development Committee members will meet with each nominee to determine the nominee's willingness to accept the position, should they be elected. The committee will then prepare a ballot to be distributed at the first Board meeting following the annual meeting.
- 4.4 The Board Development Committee Chairperson will collect the ballots upon completion, and tally and announce the results to the full Board. However, if the Chairperson's name is included on the ballot, then the responsibility for collecting the ballots and announcing the results will be assigned to another member of that committee.
- 4.5 If, for any reason, an elected officer cannot fulfill the duties of the office for the entire year, Board members will once again be asked to submit nominations. The Board Development Committee will have two weeks to meet with each nominee to determine the nominee's willingness to accept the position, should they be elected. The nominee will be submitted for election by the Directors at the next meeting.

## **5.0 OFFICER RESPONSIBILITIES**

### **5.1 President**

- The President of the Board sets goals and objectives for the Board that compliment, but are separate from, SRPF goals.
- The President names committees, appoints chairpersons, and is responsible for assigning tasks and ensuring that assignments are carried out in a timely fashion.
- The President presides over Board meetings and is responsible for maintaining agenda integrity and keeping meetings focused.

### **5.2 Budget and Finance Chairperson/Treasurer**

- The Budget and Finance Chairperson presents the monthly and annual financial reports at Board meetings and advises other Board members on budgeting processes.
- The Treasurer will serve as Budget and Finance Chairperson. The Chairperson/Treasurer together with the Budget and Finance Committee, assists in managing the SRPF's portfolio and reviews whatever investments are made to ensure that they are sound and appropriate.
- The Budget and Finance Chairperson keeps track of investment earnings that are reported to the Board and recommends adjustments.

### **5.3 Secretary**

- Whenever possible, a staff member will be assigned to take minutes of Board meetings, write up the meetings and mail them to Board members. This will allow the Board Secretary to participate more fully in Board meeting discussions. It will then be the responsibility of the Secretary to review all Board minutes for accuracy and completeness before they become a permanent record of Board proceedings. The Secretary will be responsible for retrieving this information when requested.
- The Secretary will assist the President in maintaining agenda integrity and keeping meetings focused.

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- The Secretary may be called upon to prepare correspondence on behalf of the Board, sign corporate papers and perform the duties of Board historian.
  - The Secretary is responsible for maintaining the corporate minute's book and insuring that all Board records are filed accurately and consistently.

## **6.0 FORMING COMMITTEES**

Each Board member is expected to join at least one Board committee. It is the President's responsibility to ask Directors to volunteer as committee chairpersons and committee members. Once appointed to a committee, a Director will serve on the committee for one full year.

The following named committees once formed shall be the permanent standing committees, with the Executive Director being an ex officio member of all Board committees:

### **6.1 Executive Committee**

- 6.1.1 The agency is authorized in its Bylaws to form an Executive Committee to function on behalf of its Board of Directors in emergencies and/or interim situations. The Executive Committee is authorized to exercise all the powers given to the Board except the right to make changes to the Bylaws. However, SRPF's Bylaws limit the power of the Executive Committee to circumvent the responsibility and authority placed on the Board of Directors.
- 6.1.2 Functions of the Executive Committee include, but are not limited to, the review and/or preparation of Board meeting agendas to ensure all matters coming before the Board are relevant and appropriate. Other responsibilities include the interpretation of Board policies to staff, the overseeing of policy implementation, and the referring of questions to other committees or to the full Board. All Executive Committee activities shall be recorded and included in the corporate minute's book.
- 6.1.3 The Executive Committee shall include the officers of the Board and the Executive Director. Executive Committee meetings will be announced to the Board of Directors prior to being held and are open to attendance by any Director. The immediate past president, assuming the person remains on the Board of Directors, will also serve on the Executive Committee. Other Directors may be appointed to the Executive Committee in order to ensure representation of the full Board. Executive Committee membership will always be in compliance with state statutes governing membership qualifications.

### **6.2 Governance/Policies and Procedures Committee**

- 6.2.1 Major policy recommendations emerge from this committee. This committee is responsible for recommending new policies and procedures to the Board.
- 6.2.2 Committee members are also responsible for establishing, reviewing, monitoring and evaluating Board Policies and Procedures as contained in the Board Policy Manual, Board Bylaws, and Personnel Policy Manual.

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- 6.2.3 The Governance/Policies and Procedures Committee shall include at least two Board members, and the Executive Director. The Committee may seek the consultation/guidance of an expert in the field of organizational development and non-profit governance.

### **6.3 Budget and Finance Committee**

- 6.3.1 The chief responsibility of the Budget and Finance Committee is to oversee the SRPF's finances and assets, including the allocation of its total resources. This committee, with assistance from the Board Budget and Finance Chairperson and Executive Director, prepares the SRPF's annual budget for approval by the Board. This committee will review current financial statements prepared by a certified public accountant for presentation to the Board, informing the Board when income and expenditures are less, or more, than projected.
- 6.3.2 The accuracy of the Foundation's financial records are the responsibility of this committee, which should also ensure that the Foundation's bookkeeping practices are in accordance with standard accounting procedures for nonprofits.
- 6.3.3 Other responsibilities shall include:
- Review of monthly financial statements for submission to the Board.
  - Review of investment policies followed by the agency.
  - Evaluation and recommendation as to the independent certified public accountants who will perform the audit when required.
  - A meeting with the auditor before and after the audit.
  - Assist with the development of special project budgets and makes recommendations regarding these budgets to the Board.
- 6.3.4 Committee members shall periodically evaluate the SRPF's sources of revenues, its income structure, its investments, its assets, and liabilities position, making policy change recommendations when appropriate.
- 6.3.5 Members shall include the Board Budget and Finance Chairperson, an accountant familiar with non-profit accounting principles, the Executive Director, Board President, and other Board members with appropriate experience and knowledge. Subcommittees may be established for functions such as property and facility management, portfolio investments, or endowment management.

### **6.4 Personnel Committee**

- 6.4.1 The Personnel Committee reviews policies and procedures regarding the SRPF's hiring and firing practices, salaries, benefits, working hours, and working conditions. While the full Board actually hires the Executive Director, the Personnel Committee often recruits, screens, interviews Executive Director applicants, makes recommendations concerning the top candidates, and evaluates the Executive Director's performance.

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6.4.2 Other responsibilities include:

- Reviewing personnel policies
- Updating the Board on future personnel requirements
- Informing agency personnel of laws and regulations governing personnel practices
- Reviewing new staff positions, terminations and resignations
- Advising on staff training and development
- Formulating grievance procedures

6.4.3 This committee shall include the Executive Director and the agency's Personnel Committee Chairperson.

## **6.5 Board Development Committee**

6.5.1 The Board Development Committee is responsible for maintaining a current file of prospective Board members to be presented to the Board and for screening and processing these candidates. Candidates may also be solicited from the Board of Directors and via an announcement in the SRPF's newsletter.

6.5.2 The Chairperson of this committee will speak with each candidate to confirm the candidate's interest in serving as a Board Director. Committee members will then interview prospective Board members before presentation to the Board. One applicant will be selected for any vacancy. If the committee agrees to recommend the applicant, by at least majority vote, the name will then be brought before the full Board for approval.

6.5.3 The Board Development Committee is also responsible for screening and processing candidates who will fill vacancies as the result of a current Director choosing not to stand for re-election at the time of the Board's annual meeting. If the committee agrees to recommend the candidate, by at least a majority vote, the name will be submitted to the Board for approval. The approved candidate will be included on the slate to be voted on by the SRPF membership at the annual meeting. The annual meeting notices sent to members will include the slate of candidates, but will not include a ballot. Ballots will be distributed at the annual meeting, only. The slate will include: (1). recommended candidates to fill a vacancy or vacancies, if any, and (2). Board members who are running for re-election.

6.5.4 The committee will be responsible for maintaining the correct balance of representation in regards to professions, age, sex, ethnic groups, special interest groups, etc. Per the SRPF's Bylaws the Board of Directors is to consist of at least five (5) Directors who are Docents with the remaining number of Directorships available to non-Docents. The recommended candidate must demonstrate a commitment and appreciation for the plateau, the natural environment and the mission of the Santa Rosa Plateau Foundation; and must possess a skill, talent, and/or community affiliations that will benefit the Board of Directors and the SRPF.

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- 6.5.5 The chairperson or designee shall send a letter to applicants notifying them of the committee's decisions to accept or reject their application.
  - 6.5.6 It is the responsibility of this committee to monitor attendance of members at regular Board meetings and recommend any necessary action to maintain or remove a Director from the Board because of absenteeism.
  - 6.5.7 Other responsibilities include:
    - Planning the evaluation process for regular Board self-assessments
    - Providing orientation to new Board members
    - Assisting with the annual Board retreat
    - Assisting with Board education programs
    - Advising Board members of community-sponsored volunteer training programs
    - Monitoring the status of each Board member to advise them when their terms of office are complete or they are eligible for reappointment

## **6.6 Strategic Planning Committee**

- 6.6.1 The Strategic Planning Committee is responsible for long-range planning. Working with the Executive Director, members are responsible for establishing goals and objectives that are concerned with the future and reflect an awareness of the potential impact on the community and other institutions and programs.
- 6.6.2 It is recognized that in order to promote a regular infusion of new ideas, a task force or ad hoc committee may be formed to discuss specific long-range planning, goals and activities.

## **7.0 RESIGNATION/REMOVAL FROM BOARD**

- 7.1 Per the SRPF's Bylaws the Board of Directors, by a two-thirds vote of the entire Board, may suspend or expel any Director upon evidence of material violation of the by-laws, public laws, or any regulations or practices of the SRPF.
- 7.2 The Director in question shall be entitled to state his or her case to the Board before such action is taken.
- 7.3 It is acknowledged that such removals are subject to review by the courts. All legal procedures outlined by state laws will be adhered to during the removal or suspension.

## **8.0 BOARD RECRUITMENT**

- 8.1 The Board recruitment materials should include answers to questions potential members may have, including sensitive subjects, which they may be hesitant to bring up, such as expense reimbursement, public speaking requirements and the consequences of a missed Board meeting. The overall style of the materials should reflect the tone and atmosphere of the agency and be written in the second-person voice to bring the reader into the picture. The materials will be updated as necessary, with a full review by the agency's Executive Director on an annual basis.

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- 8.2 Separate recruitment materials will be printed for those interested in serving as a Board member and will reflect issues unique to these potential Board members; such as the impact their role as a Board member will have on the services they receive from the SRPF. Material copy will include wording to ensure interested parties that there will be no repercussions if they decide not to join the Board, and that if they do join, they should feel free to voice their opinions.
- 8.3 A recruitment letter will accompany material mailed to a potential Board member. The letter should focus on the person to whom the letter is addressed. However, the intent of the letter, to recruit the recipient as a Board member, should be clearly stated, along with the frequency of Board meetings and any other information regarding time requirements. Whenever possible, another person's name will be used as a form of introduction, i.e., "Your name was given to me by Donna Thompson...." Tell the recipient when to expect a follow-up phone call, and be sure to call as promised.

## **9.0 ATTENDANCE RECORDS**

- 9.1 Board members are required to attend a minimum of eight Board meetings between January 1 and December 31 of each year, or agree to forfeit their Board seat. To ensure that the statutory standards of care for Boards of Directors are met, it is critical for Board members to be informed, and this requires regular attendance at Board meetings. Board attendance records are to be kept by the Board Secretary.
- 9.2 Committee chairpersons are responsible for maintaining attendance records and minutes of their committee's meetings. Committee members are expected to attend a minimum of two-thirds of committee meetings held between January and December of the same year.
- 9.3 The Board Development Committee shall be responsible for reviewing attendance records and bringing notice of any necessary action to the Board.
- 9.4 A report of attendance during the previous twelve (12) months shall be made annually, at the last Board meeting of the year. Recommendations for action shall be made at that meeting.