

**Board Policy Handbook**

as of April 2017

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Each policy is categorized by one (1) of the following labels:

(I) = Informational - providing information.

(P) = Procedural - an established way of doing something.

(M) = Monitored - observe and check the progress or quality over a period of time.

Governance Process

## **1 Global**

Date of Adoption/Modification: 2001; 2002; 2005; 2009; 2017

The board is responsible for excellence in governing on behalf of the members of CPRS.

*This policy monitored internally in February.*

### **1.1 Board Governing Style (I)**

The board will place an emphasis on:

- 1) outward vision
- 2) encouragement of diversity in viewpoints
- 3) strategic leadership
- 4) clear distinction of the Board and Executive Director's roles,
- 5) collective rather than individual decisions, and
- 6) open communication between members, board and staff.

#### **1.1.1 Excellence in Governing (M)**

The board will, therefore, initiate policy, not merely react to staff initiatives, and cultivate a sense of group responsibility using the expertise of individual members to enhance the ability of the board as a body. The board will allow no officer, individual, or committee of the board to hinder or be an excuse for not fulfilling board commitments.

- i. At its first meeting in each new fiscal year, the board will confirm its commitment to conducting its business under Policy Governance®.

#### **1.1.2 Board Direction, Control, Inspiration (M)**

The board will direct, control, and inspire the organization through the careful establishment of broad written policies reflecting the board's values and perspectives about ends to be achieved and means to be avoided. The board's major policy focus will be on the intended long-term effects outside the organization, not on the administrative or programmatic means of attaining those effects.

- i. The board will review all its policies annually to ensure they remain accurate and relevant.

#### **1.1.3 Board Discipline (M)**

Board activity and discipline will be evaluated in comparison to policies in the Governance and Board/Executive Director Relationship areas through formal evaluation processes as set out in Policy 1.7.

- i. The board will enforce upon itself whatever discipline is needed to govern with excellence. (i.e. in consultations with exec. board and Executive Director to determined and approved by the board and use 1.1.4 as guidelines)

#### **1.1.4 Board Decisions (P)**

The board's approach to making significant decisions or changes to its policies shall encompass the following:

- i. Issue definition – identifying relevant existing board policies and confirming board rather than Executive Director ownership – describing the issue to be determined.

- ii. Data gathering – gathering the data necessary to understand the issue.
- iii. Consultation – identifying parties who may be affected and consulting with them.
- iv. Considering alternatives and their impacts from the perspective of achieving as much benefit as possible for members with available resources.
- v. Making the decision.
- vi. Following-up on the decision – informing appropriate individuals about the decision and, if appropriate, scheduling a date to evaluate the decision.

### **1.1.5 Board Leadership Definition, Recruitment, and Development (I)**

Continual board leadership development will include the production of annually reviewed written job descriptions as well as recruitment, orientation and mentoring of new board members in the board’s governance process.

#### **1.1.5.1 Job descriptions (M)**

The board will review the written job descriptions of each board member annually.

#### **1.1.5.2 Recruitment (M)**

Each board member will mentor and recruit potential candidates for leadership at the state board level.

- i. Each board member forward at least two names of potential qualified leaders for each available position on the slate of candidates for the statewide voting positions to every year.

#### **1.1.5.3 Orientation (M)**

Following their election or appointment and before their first board meeting, each board member will receive or be given online access to:

- i. CPRS’ Bylaws
- ii. An overview of the Policy Governance approach
- iii. A copy of the board’s policies – Ends, Executive Limitations, Governance Process, Board/Executive Director Relationship
- iv. CPRS’ Annual Reports
- v. Minutes of the last two CPRS board meetings
- vi. The latest monitoring report for each board policy

#### **1.1.5.4 Policy Governance Orientation (M)**

The board will hold annual policy governance orientations for new and returning members.

- i. Each board member is required to attend an orientation meeting for training in Policy Governance and introduction to the board’s current priorities annually.

*This policy is monitored internally in July.*

### **1.2 Board of Director’s Job Description**

Date of Adoption/Modification: 2001; 2003; 2009; 2017

The job of the board is to represent the membership in determining, demanding, and assuring organizational performance. The board will produce written governing policies that, at the broadest levels, address each category of organizational decision.

### 1.2.1 Determining and Demanding Organizational Performance (I, P)

**1.2.1.1 Ends:** Organizational products, effects, benefits, outcomes, recipients, and their cost or relative worth (what good for which recipients and at what cost).

**1.2.1.2 Executive Limitations:** Constraints on executive authority that establish the prudence and ethics boundaries within which all executive activity and decisions must take place.

**1.2.1.3 Governance Process:** Policy monitoring will appear on all relevant board meeting agendas for board acceptance but will only be discussed if individual board member assessments indicate that discussion regarding acceptability is necessary.

Commented [1]: Lydie's comments

**1.2.2 Board/Executive Director Relationship:** How power is delegated and is monitored; authority and accountability of the executive role as outlined in policy #3.

### 1.2.3 Assuring Organizational Performance (P)

The board will produce assurance of Board and Executive Director performance as outlined in policy #3.

### 1.2.4 Authorization and Regulation of Districts and Sections (M)

The board will authorize and regulate Districts and Sections to ensure minimum governance and performance standards in service of members as set out in CPRS bylaws.

### 1.2.5 Board Awards (M)

The board will honor District/Section excellence through awards distributed annually. *This policy is monitored internally in February.*

## 1.3 Board Chairperson's Role

Date of Adoption/Modification: 2001; 2009; 2017

The role of the CPRS President as the board's Chairperson is to assure the integrity and fulfillment of the board's process and represent the board to outside parties.

### 1.3.1 Authority (I)

The authority of the Chairperson consists of making decisions that fall within topics covered by Board policies on Governance Process and Board/Executive Director relationship, except where the Board specifically delegates portions of this authority to others. The Chairperson is authorized to use any reasonable interpretation of these policies. The Chairperson is empowered to Chair board meetings. The Chairperson has no authority to make decisions about policies created by the board within Ends and Executive Limitation policy areas. Therefore, the Chairperson has no authority to supervise or direct the Executive Director. The Chairperson may represent the board to outside parties in announcing board-stated positions and in stating Chairperson decisions and interpretations within the area designated to her or him.

### **1.3.2 Chairperson Job Result (I)**

The job result of the Chairperson is that the board behaves consistently within its own policies, bylaws, and those rules legitimately imposed upon it from outside the organization. Meeting discussion content will be only issues that, according to board policy, clearly belong to the board to decide, not the Executive Director. Deliberation will be fair, open, and thorough, but also timely, orderly, and to the point.

**1.3.2.1 1.3.2.1** For any conflict of interest disclosed to the Chairperson, the Chairperson shall decide what further action needs to be taken if any in consultation with Exec. Board and Executive Director to determined and approved by the board using policy 1.1.4 as guidelines. (Such action may include requiring withdrawal from related discussions or activities through to requesting a resignation or removal from office or employment.)

*This policy is monitored internally in July.*

1. Reference IRS 990 requirement

### **1.4 Board Member's Code of Conduct**

Date of Adoption/Modification: 2001; 2006; 2009; 2017

The board members commit to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as board members.

#### **1.4.1 Board Accountability (M)**

Board members must represent unconflicted loyalty to the interests of the membership. This accountability supersedes any conflicting loyalty such as that to advocate for interest groups and membership on other boards or staffs. It also supersedes the personal interest of any board member acting as a consumer of CPRS' services.

- i. All board members must complete a conflict of interest form annual to disclose any conflicts.
- ii. All board members must report conflicts of interest that arise throughout the year.

#### **1.4.2 Fiduciary Responsibility**

Board members must avoid conflict of interest with respect to their fiduciary responsibility. 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 the board is to decide upon an issue about which a member has an unavoidable conflict of interest, that member shall absent herself or himself without comment from not only the vote but also from deliberation. Board members must not use their positions to obtain employment for themselves, family members, or close associates. Should a member desire employment, he or she must first resign. Members will annually disclose on the appropriate CPRS form their involvement with other organizations, with vendors, or any other associations that might produce a conflict.

#### **1.4.3 Authority**

Board members may not attempt to exercise individual authority over the organization except as explicitly set forth in board policies.

#### **1.4.4 Confidentiality**

Board members will respect the confidentiality appropriate to issues of a sensitive nature.

*This policy is monitored internally in February*

#### **1.5 Board Task Force Philosophy and Rules**

Date of Adoption/Modification: 2001; 2003; 2004; 2005; 2006; 2007; 2008; 2009; 2017

Board task forces are to help the board do its job, never to help, direct or advise the staff. Task forces ordinarily will assist the board by preparing policy alternatives and implications for board deliberation.

##### **1.5.1 Delegation to Task Force**

Board task forces may not speak or act for the board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in the board minutes in order not to conflict with authority delegated to the Executive Director.

##### **1.5.2 Task Force Monitoring**

Board task forces are to avoid over-identification with organizational parts rather than the whole. Therefore, a board task force that has helped the board create a policy on a topic will not be used to monitor organizational performance on that same topic.

##### **1.5.3 Application of Policy**

This policy applies to any group that is formed by board action, whether or not it is called a task force and regardless of whether the group includes board members. It does not apply to committees/task forces formed under the authority of the Executive Director.

##### **1.5.4 Identification of Board Task Forces (M)**

Current board task forces and their memberships shall appear on the Annual Board Planning Calendar which is attached to Policy 1.9.

*This policy is monitored internally in July.*

#### **1.6 Board Cost of Governance**

Date of Adoption/Modification: 2001; 2002; 2003; 2005; 2009; 2012; 2017

The board will invest in its governance capacity.

##### **1.6.1 Investment in Governance Excellence**

Board skills, methods, and supports will be sufficient to assure governing with excellence. On-going training will be used to orient new board members and maintain and increase existing member skills and understandings. Outside monitoring assistance will be arranged so that the board can exercise confident control over organizational performance. This includes but is not limited to fiscal audits. Outreach mechanisms will be used as needed to ensure the board's ability to listen to member viewpoints and values.

##### **1.6.2 Cost of Governance Excellence (M)**

Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior capability.

i. The annual board budget is discussed in March and agreed by May each year and covers:

- i. Training, policy development, and coaching
- ii. Audit and other third-party monitoring of organizational performance
- iii. Surveys, focus groups, opinion analyses, and meeting costs
- iv. Lunch for board guests at state board meetings
- v. Board task forces
- vi. Board meetings, lodging, and travel
- vii. Miscellaneous travel

*This policy is monitored internally in July.*

### **1.7 Board Self-Evaluation**

Date of Adoption/Modification: 2001; 2009; 2017

The board monitors and evaluates its performance against its Governance Process and Board/Executive Director Relationship policies through evaluation of its meetings, regular whole board performance review by individual board members and Districts and Sections and annual evaluation.

#### **1.7.1 Board Meeting Evaluation (M)**

At the beginning of each board meeting, the board considers board member assessments of the previous meeting as tabulated by the board's Secretary-Treasurer.

#### **1.7.2 Whole Board Performance Evaluation (M)**

In May of each year, the Chairperson allocates each Governance Process and Board/Executive Director Relationship policy to an individual board member for monitoring throughout the year with that member's report due on the 15th day of the relevant month shown in the board's Annual Calendar. The same individual board member is also responsible for tracking of any comments or compliance issues that should be raised at the next scheduled board meeting.

##### **1.7.2.1 Participation of Districts and Sections (M)**

Districts and Sections shall be invited to participate in the annual evaluation of the whole board's performance in relation to all its relevant policies.

##### **1.7.2.2 Annual Summary (M)**

Annual summation of all the above reports and full board discussion of the board's goals for improvement shall take place at the board's May meeting when the Annual Board Planning Calendar is determined. See Policy 1.9.

*This policy is monitored internally in July.*

### **1.8 Board Linkage with Members**

Date of Adoption/Modification: 2001; 2009; 2017

The board links with CPRS members as owners of CPRS for the purposes of Ends review, accountability, and development of future board leadership capacity.

**1.8.1 Mutual Education (M)**

The board will educate CPRS members about the role of members as the ownership of the Society and the role of the board on their behalf. The board will seek members' ownership input to the work of the board.

**1.8.2 Ends Policies Address Desires & Priorities (M)**

The board will assure the Ends policies reflect the desires and priorities of the membership.

**1.8.3 Notification of Board Meetings (M)**

Members of the organization will be notified of all board meetings and informed that their attendance is welcome.

**1.8.4 Board Member Responsibility (M)**

Each Board member must provide input to the Board from meetings with members and gaining insight into the members' needs and desires.

**1.8.5 Annual Leadership Summit (M)**

The Board will host an annual summit for District and Section Leaders.  
This policy is monitored internally in February.

**1.9 Board Planning Calendar and Meeting Agenda**

Date of Adoption/Modification: 2001; 2002, 2003, 2004; 2005; 2006; 2007; 2008; 2009; 2017  
To fulfill its job description with a governance style consistent with board policies, the board will maintain an annual Board Planning Calendar and Board Meeting Agenda Template that will encompass ownership linkage, Ends review, policy review, evaluation of the board and Executive Director performance and board education.

**1.9.1 Updating Calendar (M)**

Prior to the annual board evaluation summary at the first meeting of the fiscal year (Policy 1.7.3) the board will hold a planning session to identify its goals for the forthcoming year and update the board planning calendar. The board will also review the planning calendar at each board meeting during the year.

### 1.9.2 Board Meeting Agenda Template (M)

The board will use the following template for board meeting agendas. Not all items will be relevant for all meetings and the order may be varied by the Chairperson.

Time	No.	Item	Attach	Responsible	Action
<b>CPRS Board of Directors</b> <b>Meeting Agenda</b> Friday, May 3, 2019 9:00am - 4:00pm Sheraton Redding Hotel at the Sun Dial Bridge 820 Sundial Bridge Drive, CA 96001 (530) 364-2800					
					
9:00am	1	<b>OPEN SPACE - 10% of our time</b>			
	a.	Inspirational Message		Gutfeld	
	b.	General Announcements		All	
	c.	Consent Items:			
		Agenda		Gutfeld	Approve
		Minutes: March 19, 2019	A	Gutfeld	Approve
		Minutes: April 25, 2019	A	Gutfeld	Approve
		Evaluation of March Meeting	A	Acquisti	Approve
		ED Credit Card/Expense Report	A	Acquisti	Approve
	d.	CFPR (Foundation) Update		Stephens	Update
9:30am	2	<b>OWNERSHIP LINKAGE - 30% of our time</b>			
	a.	Action Items:			
		District & Section Evaluation of State Board Results	A	Perezalons o	Accept
		Board Annual Self-Evaluation Results	A	Perezalons o	Accept
		ED Performance Review (Executive Session)	A	Perezalons o	Approve
		Confirmation of Policies, Policy Monitoring Schedule	A	Gutfeld	Approve
		Board Appointments FY 2019/20	A	Gutfeld	Approve
		Board Action and Accountability Measures (BAAAM) 2019/20	A	Gutfeld	Accept
		Board Cost of Governance 2019/20	A	Gutfeld	Approve
		Create Board Educational Award Committee		Gutfeld	Approve
	b.	Innovation Bank		All	Update
	c.	Bulletin Board Updates	A	Gutfeld	Update
	d.	Know 1 Be 1 Show 1 Shares		All	
	e.	Region/Section Monthly Reports	A	R/S Reps	Update
	f.	Task Force/Committee Reports	A	Gutfeld	Update
	g.	CAP (California Action Plan) Updates		Stephens	Update
	h.	A-Team Updates		Bagley	Update
	i.	District/Section Leadership Meeting Follow-Up	A	Gutfeld	Discuss
	j.	2019 District & Section Leadership Milestones Meeting		Gee	Discuss
11:15am	3	<b>MONITORING - 20% of our time</b>			
	a.	ED Report/Environmental Scan	A	Stephens	Update
12:00pm		<b>LUNCH</b>			
	b.	Policy Governance Spreadsheet and Group Review	A	Gee/Taylor	Review
1:15pm	4	<b>POLICY DECISIONS - 30% of our time</b>			
	a.	Bylaws:			
		Updates to State Bylaws	A	Gee	Discuss
		District or Section Bylaws - changes proposed		Hellmann	Discuss/Approve
		Code of Conduct / Code of Ethics	A	Gutfeld	Discuss/Approve
	b.	Election and Recruitment Timeline and Task Force		Hellmann	Discuss
	c.	Board Budget Updates	A	Acquisti	Discuss
3:00pm	5	<b>CLOSING - 10% of our time</b>			
	a.	Review of New or Upcoming Assignments		Gutfeld	Discuss
	b.	Review of any New Action Items to add to BAAAM		Acquisti	Discuss
	c.	Report Out - Personal Round Robin		All	Discuss
4:00pm	d.	Adjourn		Gutfeld	Adjourn

*This policy is monitored internally in February. Remove all date references. Maybe add at the beginning a general note indicating all policies to be monitored according to an approved work plan/schedule established and approved by the Board at the first meeting of the new year.*

## Executive Limitations

### **2 Executive Limitations**

Date of Adoption/Modification: 2001

The Executive Director shall not cause or allow any practice, activity, decision, or organizational circumstance that is either unlawful, imprudent, or in violation of commonly accepted business and professional ethics.

*This policy is monitored internally in November.*

### **2.1 Treatment of Members**

Date of Adoption/Modification: 2001; 2009; 2017

With respect to interactions with members or those applying to be members, the Executive Director shall not cause or allow conditions, procedures, or decisions that are unsafe, undignified, **disrespectful**, unnecessarily intrusive, or that fail to provide appropriate confidentiality, privacy, or quality service.

Further, without limiting the scope of the above policy, the Executive Director shall not:

#### **2.1.1 Expectation of Services**

Fail to establish with members a clear understanding of what may be expected and what may not be expected from the service offered.

#### **2.1.2 Grievance Process**

Fail to inform members of this policy or to provide a grievance process to those who believe they have not been accorded a reasonable interpretation of their rights under this policy.

*This policy is monitored internally in November*

### **2.2 Treatment of Staff**

Date of Adoption/Modification: 2001; 2003; 2004; 2009; 2017

With respect to the treatment of paid and volunteer staff working in the CPRS office assigned to operations work, the Executive Director may not cause or allow conditions that are unfair or undignified.

Further, without limiting the scope of the above policy, the Executive Director shall not:

#### **2.2.1 Personnel Policies**

Operate without written personnel policies that clarify personnel rules for staff, provide for effective handling of their concerns, and protect against wrongful conditions. [Either separately or as a part of the personnel policies, a Code of Conduct shall be included.](#)

#### **2.2.2 Whistleblowing**

Allow staff members and volunteer staff members to be discriminated against for expression of ethical dissent, nor to be without clear encouragement to report or inquire about illegal practices, improper conduct or serious violations of CPRS policies. While anonymity will be protected if requested, staff or volunteers must recognize that CPRS may be unable to fully

evaluate a vague or general complaint without attribution, ~~report inquiry that is made anonymously.~~

#### **2.2.2.1 Reporting Mechanism**

Allow staff members and volunteer staff members to be uninformed about their right to raise in confidence any matters covered by this policy with the Executive Director or, if the Executive Director is implicated, with the Chairperson, or if the Chairperson is implicated, with another suitably independent named person. This policy is not intended to provide a means of appeal from outcomes reached under 2.2.1 above.

#### **2.2.2.2 Abuse**

Tolerate bad faith, knowingly false or frivolous complaints, reports or inquiries, or other abuse of this policy.

#### **2.2.3 Rights Under This Policy**

Fail to acquaint staff with their rights under this policy.

*This policy is monitored internally in November.*

### **2.3 Financial Planning and Budgeting**

Date of Adoption/Modification: 2001; 2009

Financial planning for any fiscal year or the remaining part of any fiscal year shall not deviate materially from the board's Ends priorities, risk financial jeopardy, or fail to be derived from a multi-year plan.

Further, without limiting the scope of the above policy, the Executive Director shall not:

#### **2.3.1 Information**

Establish budgets that fail to a) give a credible projection of revenues and expenditures b) separate capital and operational items, and c) disclose cash flow, and planning assumptions.

Such information shall be provided at an agreed-upon time-frame routine basis.

#### **2.3.2 Excess Expenditure**

Establish budgets that plan the expenditure in any fiscal year of more funds than are conservatively projected to be received in that period or allow cash to drop below a safety reserve of fewer less than 3 months operating budget.

#### **2.3.3 Board Budget**

Establish budgets that provide less for board activities during the year than is set forth in the Annual Board Work Plan. Planning Calendar

*This policy is monitored internally in November.*

### **2.4 Financial Condition and Activities**

Date of Adoption/Modification: 2001; 2009

With respect to the actual, ongoing financial conditions and activities, 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 Ends policies.

Further, without limiting the scope of the above policy, the Executive Director shall not:

**2.4.1 Expenditure of Funds**

- i. Expend more funds than have been received in the fiscal year to date unless the debt guideline is met.
- ii. Allow replacement funds to be repaid later than 3 years.

**2.4.2 Debt Guideline**

Indebt the organization in an amount greater than can be repaid by certain, otherwise unencumbered revenues within sixty days.

**2.4.3 Emergency Reserve**

Use any emergency reserve unless authorized by the Board.

**2.4.4 Inter-fund Shifting**

Conduct inter-fund shifting in amounts greater than can be restored to a condition of discrete fund balances by certain, otherwise unencumbered revenue, within thirty days.

**2.4.5 Timely Manner**

Fail to settle payroll and debts in a timely manner.

**2.4.6 Government Payments**

Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.

**2.4.7 Real Property**

Acquire, encumber, or dispose of real property.

**2.4.8 Pursuit of Receivables**

Fail to aggressively pursue receivables after a reasonable grace period.

**2.4.9 Conflict of Interest**

Allow proposed and ongoing transactions to be unmonitored by the Executive Director and chief financial officer for actual or potential conflicts of interest in order that these may be disclosed to the Chairperson for dealing with whether discovered before or after the transaction has occurred. [REF.IRS 990]

*This policy is monitored internally in November.*

**2.5 Asset Protection**

Date of Adoption/Modification: 2001; 2009; 2017

The Executive Director shall not allow the assets to be unprotected, inadequately maintained, or unnecessarily risked.

Further, without limiting the scope of the above policy, the Executive Director shall not:

**2.5.1 Theft and Casualty Losses**

Fail to insure against theft and casualty losses to at least 80 percent of replacement value and against liability losses to board members, staff, and the organization itself.

**2.5.2 Funds Access**

Allow non-bonded personnel access to material amounts of funds.

**2.5.3 Facilities and Equipment**

Subject facilities and equipment to improper wear and tear or insufficient maintenance.

**2.5.4 Liability Exposure**

Unnecessarily expose the organization, its board, or its staff to claims of liability.

**2.5.5 Protection from Loss or Damage**

Fail to protect intellectual property, information, and files from loss, significant damage or disposal before IRS recommended standards.

**2.5.6 Auditor's Standards**

Receive, process, or disburse funds under controls that are insufficient to meet the standards of the board-appointed auditor.

**2.5.7 Operating Capital**

Invest or hold operating capital in insecure instruments, including uninsured checking accounts and bonds of less than AA rating, or in non-interest bearing accounts except when necessary to facilitate ease in operational transactions.

**2.5.8 Joint Ownership/Contractual Arrangements**

The Executive Director shall not enter or maintain any joint ownership or contractual arrangement without terms and safeguards adequate to ensure that the CPRS' tax-exempt status is protected.

**2.5.9 Public Image Asset**

Endanger the organization's public image or credibility, particularly in ways that would hinder the accomplishment of its mission.

*This policy is monitored internally in November and by 3rd party in June.*

**2.6 Compensation and Benefits**

Date of Adoption/Modification: 2001; 2009; 2017

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

Further, without limiting the scope of the above policy, the Executive Director shall not:

**2.6.1 Executive Director**

Change his or her own compensation and benefits.

**2.6.2 Packages**

Establish current compensation and benefits that deviate materially from the geographic or professional market for the skills employed.

**2.6.3 Obligations**

Incur non-funded liabilities or create compensation obligations over a longer-term than revenues can be safely projected, in no event longer than one year and in all events subject to losses in revenue.

**2.6.4 Stability and Equality**

Establish or change pension benefits so as to cause unpredictable or inequitable situations.

*This policy is monitored internally in November.*

**2.7 Emergency Executive Director's Succession**

Date of Adoption/Modification: 2001; 2017

In order to protect the board from the sudden loss of Executive Director services, the Executive Director may have no fewer than two other staff members familiar with the board and Executive Director's issues and processes.

*This policy is monitored internally in November.*

**2.8 Communication and Support of the Board**

Date of Adoption/Modification: 2001; 2009

The Executive Director shall not permit the board to be uninformed or unsupported in its work.

Further, without limiting the scope of the above policy, the Executive Director shall not:

**2.8.1 Information Generation for Board Knowledge**

Let the board be unaware of relevant trends, anticipated adverse media coverage, the status of relationships with stakeholders, and material external and internal changes, particularly changes in the assumptions upon which any Board policy has previously been established.

**2.8.2 Monitoring Data**

Neglect to submit monitoring data required by the board (see policy on Monitoring Executive Performance) in a timely, accurate, and understandable fashion, directly addressing the provisions of board policies being monitored.

### 2.8.3 Timely Reporting of Non-Compliance

Fail to report in a timely manner an actual or anticipated noncompliance with any policy of the board. The timing of reporting to the Executive Committee is triggered when consultation with the attorney is required to resolve an issue or concern.

### 2.8.4 Counsel Regarding Board Behavior

Fail to advise the board if, in the Executive Director's opinion, the board is not in compliance with its own policies on Governance and Board/Executive Relationship, particularly in the case of board behavior that is detrimental to the working relationship between the board and the Executive Director.

### 2.8.5 Information Presentation

Present information in an unnecessarily complex or lengthy form or in a form that fails to identify its information type: monitoring, decision preparation, or other.

### 2.8.6 Mechanisms for Communication

Fail to provide a mechanism for official board, officer, or task force communication.

### 2.8.7 Information Requests

Fail to deal with the board except when fulfilling individual requests for information or responding to officers or committees duly charged by the board.

*This policy is monitored internally in November.*

Board/Executive Relationship

### 3 Board/Executive Relationship

Date of Adoption/Modification: 2001; 2017

The board's primary ~~sole~~ official connection to the operating organization, its achievements, and conduct will be through an Executive Director.

*This policy is monitored internally in February.*

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### 3.1 Unity of Control

Date of Adoption/Modification: 2001

Only decisions of the board acting as a body are binding on the Executive Director.

#### 3.1.1 Individual Decisions or Instructions

Decisions or instructions of individual board members, officers, or committees are not binding on the Executive Director except in rare instances when the board has specifically authorized such exercise of authority.

#### 3.1.2 Information Requests (P)

In the case of board members or committees requesting information or assistance without Board authorization, the Executive Director may ~~can~~ refuse such requests that require, in the Executive Director's opinion, a material amount of staff time or funds, or are disruptive.

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*This policy is monitored internally in November.*

### **3.2 Accountability of the Executive Director**

Date of Adoption/Modification: 2001; 2009

The Executive Director is the board's only official link to operational achievement and conduct, so that all authority and accountability of staff, as far as the board is concerned, is considered the authority and accountability of the Executive Director.

#### **3.2.1 ~~Directions~~ ~~Instructions to of~~ Staff**

The board shall never ~~give direct direction instructions to~~ persons who report directly or indirectly to the Executive Director. ~~Consideration regarding collaborative efforts on a project basis could be the exception based on the Executive Director's discretion.~~

#### **3.2.2 Evaluation of Staff**

The board shall refrain from ~~formally evaluating formally evaluating, either formally or informally,~~ any staff ~~person~~ other than the Executive Director. ~~Where member feedback, questions or potential impacts to members arise, the board may share such information with the Executive Director.~~

~~This policy is monitored internally in November.~~

### **3.3 Delegation to the Executive Director**

Date of Adoption/Modification: 2001; 2009; 2017

The board shall view the Executive Director's performance as identical to organizational performance ~~using policies to define results at a specified level of cost-effectiveness~~ so that organizational accomplishment of board-stated Ends policies and avoidance of board-proscribed means (stated in Executive Limitations policies) will be viewed as successful Executive Director performance.

#### **~~3.3.1 Ends Policy~~**

~~The board will develop policies instructing the Executive Director to achieve certain results, for certain recipients at a specified level of cost-effectiveness. These policies will be developed systematically from the broadest, most general level to more defined levels and will be called Ends Policy.~~

#### **3.3.12 Executive Limitation Policy (M)?**

The board will develop policies that limit the latitude the Executive Director may exercise in choosing the organizational means. ~~Latitude exercised by the ED may be necessary in matters of time constraints, however, the entire board should be notified of any significant changes to the organization in regards to altering well-established methods and systems currently in place~~ These policies will be developed systematically from the broadest, most general level to more defined levels, and they will be called Executive Limitation Policy.

#### **3.3.23 General Delegation**

As long as the Executive Director uses any reasonable interpretation of the board's Ends 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.

### **3.3.34 Change in Ends Policy or Executive Limitation Policy**

The board may change its Ends and Executive Limitation Policies, thus shifting the boundary between the board and Executive Director domains. By doing so, the board changes the latitude of choice given to the Executive Director. But as long as any particular delegation is in place, the board will respect and support the Executive Director's choices.

### **3.3.45 Executive Director Evaluation (M)**

The board shall evaluate the Executive Director's performance each year at the first board meeting of the fiscal year. The evaluation shall be derived solely from a summary of the board's prior year's monitoring report assessments.

### **3.3.56 Executive Director's Compensation and Benefits (M)**

The board shall review the Executive Director's compensation and benefits every two years at the first board meeting of the fiscal year in comparison with relevant benchmarks that shall be re-surveyed at that time.

### **3.3.67 Executive Director Contract Review (M)**

The board shall review the Executive Director's contract every three years in October prior to its expiration on the last day of April of the following year.  
[THIS TIMING DERIVES FROM THE CURRENT CONTRACT].

### **3.3.78 Conflict of Interest (M)**

The board shall require the Executive Director and the Chief Finance Officer to annually disclose on the appropriate CPRS form their involvement with other organizations, with vendors, or any other associations that might produce a conflict.  
*This policy is monitored internally in November.*

## **3.4 Monitoring Executive Director Performance**

Date of Adoption/Modification: 2001; 2006; 2009; 2017

Systematic and rigorous monitoring of Executive Director job performance will be solely against CPRS accomplishment of board policies on Ends and CPRS operation within the boundaries of board policies on Executive Limitations.

### **3.4.1 Monitoring Data**

Monitoring is simply to determine the degree to which board policies are being met. Data that does not do this will not be considered to be monitoring data.

### **3.4.2 Monitoring Methods**

The board will acquire monitoring data by one or more of the following three methods: (a) by internal written report, in which the Executive Director discloses compliance information to the

**Commented [2]:** From Tom

"to evaluate the ED at the first board meeting of the fiscal year (May) seems lofty. I know this past May with new board members it can be difficult to have that conversation since some were not even on the board during the year. Would it make more sense to do at the last board meeting (conference time) or am I just crazy 😊"

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board, (b) by external report, in which an external, disinterested third party selected by the board assesses compliance with board policies, and (c) by direct board inspection, in which a designated member or members of the board assess compliance with the appropriate policy criteria.

### 3.4.3 Reasonable Interpretation

In every case, the standard for compliance shall be any reasonable Executive Director's interpretation of the board policy being monitored.

### 3.4.4 Monitoring Frequency (M)

All policies that instruct the Executive Director will be monitored at a frequency and by a method chosen by the board. The board can monitor any policy at any time by any method but will ordinarily depend on a routine schedule as shown in the Board Annual Planning Calendar attached to Policy 1.9.

### 3.4.5 Monitoring Expenses (M)

The Secretary/Treasurer shall obtain the expense report and credit card statement of the executive director for a one-month period for each quarter of a Board year. The Secretary/Treasurer shall review the expense report and credit card statement and submit the results of the review to the Executive Audit Committee. The Executive Audit Committee will address any questions resulting from the Secretary/Treasurer review through a meeting with the executive director and director of finance. The Secretary/Treasurer Executive Audit Committee will bring to the Board's attention any expenses which appear to be a violation of Board policy or inappropriate use of financial resources.

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*This policy is monitored internally in July.*

### 3.4.6 Monitoring Annual Fiscal Year Budget. (M)

*The Executive Director will work with the Secretary/Treasurer to present a new fiscal year budget to be approved by the board at their first board meeting of the fiscal year.*

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Ends Policies

## **4 Purpose and Outcome**

Date of Adoption/Modification: 2001; 2006; 2010

The California Park & Recreation Society exists for the success of its members while operating in a fiscally responsible manner.

*This policy is monitored internally in July.*

### **4.1 Members Are United**

Date of Adoption: 2010

Members are united in their commitment to improving people's lives.

*This policy is monitored internally in July.*

### **4.2 Member Success**

Date of Adoption: 2010

Members have the skills, knowledge, and networks they need to be successful in their profession.

*This policy is monitored internally in July.*

**4.3 Policy Makers Support**

Date of Adoption: 2010

Policymakers vote with the premise parks & recreation is an essential service.

*This policy is monitored internally in July.*