

## **WACOSA GOVERNANCE PRACTICES**

**2/19/2020**

### **PURPOSE:**

The purpose of the WACOSA Board, on behalf of WACOSA's clients is to see that the organization achieves appropriate results for clients and avoids unacceptable actions and situations.

### **ESSENTIAL PRACTICES:**

#### **Meeting Attendance**

Every board member must make it a priority to attend all board meetings to ensure they can fulfill their legal obligations and exercise their duty of care and to miss a meeting only under exceptional circumstances

#### **Term Limits**

Board terms are three years with a maximum of nine years total service. The bylaws provide additional guidance and board terms.

#### **Strategic Board Recruitment**

Board members should be selected based upon one or more of the following: their passion for the WACOSA mission, subject matter knowledge, influence in the community, diversity, professional experience, past board experience and relevant life experience as it relates to the WACOSA mission. Whenever possible the board will seek board members who are subject matter experts in finance, legal, marketing, advocacy, HR, human services, development and programing and are persons with a disability or who have a family member who is a person with a disability.

#### **Strategic Planning**

One of the primary responsibilities of the board is to set the direction for the organization. The full board needs to participate in and own the results of strategic planning.

#### **Budget Approval**

Staff is responsible for developing the annual budget and, in conjunction with the finance committee presenting it to the board for approval. As the fiduciary body for the organization, the board must ensure that the budget reflects the overall strategic direction and advances the long-term fiscal health of WACOSA.

## **Executive Director Position Description**

The board must develop a written position description for the executive director and together with the executive director define annual expectations.

## **Executive Director evaluation**

The board must evaluate the executive director's performance in writing annually.

## **Audit**

It is the board's role to approve the auditor and meet with him/her to review their findings on an annual basis. The finance committee will form the audit committee of the board.

## **Consent Agendas**

The board will utilize consent agendas to promote good time management in board meetings. Administrative details, repetitious discussions and routine tasks should be on the consent agenda to allow time for meaningful discussion of strategic matters.

## **Executive Sessions**

The board will go into executive session at the end of each board meeting to provide a venue for handling issues best discussed in private, for fostering robust discourse and for strengthening trust and communication.

## **Board Diversity and Inclusion**

The board should be intentional in its recruitment and engagement of diverse board members and foster a culture of inclusivity. At least one board member should be a person with a disability.

## **Board Evaluation**

The board should conduct a comprehensive self-assessment at least every ~~other~~ year.

## **Board Orientation and Education**

All board members will go through a board orientation to inform them of their responsibilities as a board member and to familiarize them with the organization. Additional ongoing training will be provided as necessary to effectively govern the organization. Board education is paramount to understanding and will be part of most meeting agendas.

## **Bylaws Review**

The board will periodically review the organization's bylaws and make changes as appropriate with guidance from legal counsel.

## **Board Position Description**

The board position description outlines the responsibilities of the board and the individuals that serve on the board and provides guidance to assist board members in fulfilling their fiduciary duties, legal obligations and overall governance of the organization.

## **Officers**

The board will elect a Board Chair, Vice Chair, Secretary and Treasurer at its annual meeting. The Board Chair chairs the board meetings and in his or her absence, the Vice Chair will chair the meetings. The Secretary is responsible for the accuracy and timely distribution of the minutes of board meetings. The Treasurer chairs the Finance committee and provides oversight of the accuracy and timeliness of the financial and IRS reporting. There are position descriptions for each officer role.

## **Executive committee**

The executive committee will be comprised of the officers and the committee chairs of the various board committees and can act on behalf of the full board when that authority is delegated to the executive committee. This usually occurs when there is action needed on an issue in between board meetings.

## **Managing Conflicts of Interest**

The board has adopted a conflict of interest policy and annually acknowledges the policy and discloses any conflicts of interest. Board members must adhere to a legal duty of loyalty, making decisions based upon the best interests of WACOSA.

## **Personal Giving**

Every board member is encouraged to financially support the organization in a meaningful way to them or raise an equivalent amount to support WACOSA's mission to show their trust and belief in the organization.

## **Board Size**

The bylaws allow for 16 directors. These directors should be engaged in board activities and involved in at least one committee.

## **Committees**

The board has the following committees and each committee has a charter that outlines the responsibilities of the committee and the makeup of its membership.

Executive  
Finance  
HR, Compensation, Benefits  
Program  
Development  
Marketing, Communications and Client Advocacy

Board members serving on committees should understand their role on a committee and diligently perform in that capacity. In most cases, board members serving on a committee are serving in an advisory role and as a resource to the staff and the executive director and not in a supervisory role. Most decisions are ultimately the responsibility of staff and the executive director, not committee members or the committee itself. In some cases, the committee charters do call out oversight duties of a committee such as the executive, finance and HR committees. The executive director and board chair should work diligently to ensure that board and staff are fully engaged and operating according to charter responsibilities. Committee chairs for each committee will be board members and serve on the Executive committee.

## **Meeting Frequency**

The board and committee meeting schedule and calendar outline the meeting frequency to ensure adequate governance and board resources to assist staff in carrying out the mission of WACOSA.

## **Executive Compensation**

The HR committee leads the process of evaluating the executive director and recommending the corresponding compensation to the full board. The executive director's compensation and performance is reviewed annually.

## **Review of IRS form 990**

The full board reviews and approves the IRS form 990 before it is filed with the IRS. Board members should understand its contents to ensure that it accurately presents the organization to its constituents, donors and media.

## **Document Destruction and Retention**

The board must ensure that no records are destroyed when the organization is under federal investigation or the threat of investigation or while involved in litigation or under

the threat of litigation and that there is a policy for document destruction and retention for the organization that is in compliance with the law and recommended guidelines.

### **Whistleblower Process**

The board must ensure that no employee is punished or discriminated against because he or she reported improper conduct. In addition, the Board should make sure the environment is such that those bringing forth concerns have a safe process for making their concerns known.

### **Policy development and approval**

The board is responsible for updating board policies with the assistance of staff and for the approval of those policies, which are identified in the separate board policy document.