



# Lee Conlee House Board Governance Policies

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## Board Policies Table of Contents

Policy Name	Policy #	Page Number	Revision Date
Delegation to the Executive Director	G -1	3	July 2014
Executive Limitations	G -2	4	July 2014
Monitoring Executive Director Performance	G -3	5	July 2014
Conducting Executive Director Evaluation	G -4	6-7	July 2014
Communication and Council to the Board	G-5	8	July 2014
Administrative Clarity	G -6	9	July 2014
Client Protection	G-7	10	July 2014
Employee Protection	G-8	11-12	July 2014
Compensation and Benefits	G-9	13	July 2014
Financial Condition	G-10	14	July 2014
Bank Account Signature Authority	G-11	15	July 2014
Protection of Assets	G-12	16	July 2014
Investments	G-13	17	July 2014
Governing Manner	G-14	18	July 2014
Nepotism	G-15	19	July 2014
Limit Activity	G-16	20	July 2014
Record of Meetings	G-17	21	July 2014
Board Composition	G-18	22	July 2014
Board Nomination	G-19	23-24	July 2014
Meetings	G-20	25	July 2014
Action without a Meeting	G-21	26	July 2014
Responsibility	G-22	27	July 2014
Vacancies	G-23	28	July 2014
Removal of Board Members	G-24	29	July 2014
Duties of Officers	G-25	30-31	July 2014
Election of Officers	G-26	32	July 2014
Committees	G-27	33-35	July 2014
Advisory	G-28	36	July 2014
Conflict of Interest	G-29	37	July 2014
Board Orientation Training/Self-Assessment	G-30	38	July 2014
Domestic and Sexual Violence	G-31	39-40	July 2014

**POLICY TITLE: Delegation to the Executive Director**

**SECTION: Governance**

**EFFECTIVE AMENDMENT DATE: July 2014**

**POLICY NO.: G-1**

### **Policy**

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**The Board of Directors shall employ a full time Executive Director who shall be directly accountable to the Board of Directors through the President of the Board.**

### **Procedure**

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The Board of Directors of the Lee Conlee House, Inc. recognizes the Board's responsibility as being generally confined to establishing most policies, leaving implementation, and subsidiary policy development to the Executive Director. The Executive Director shall act within acceptable boundaries of prudence and ethics. All Board authority delegated to staff is delegated through the Executive Director, so that all authority and accountability of staff can be phrased -- insofar as the Board is concerned -- as authority and accountability of the Executive Director.

The Executive Director is authorized and delegated to establish all further policies, make all decisions, sign contracts, hire, manage, and fire staff, take all actions, and develop all activities which are true to the Board's policies. This does not prevent the Board from obtaining information about activities in the delegated areas.

The Executive Director may not perform, allow or cause to be performed any act which is unlawful, insufficient to meet commonly accepted business and professional ethics or the "prudent person" test, in violation of funding source requirements or regulatory bodies, or contrary to policies adopted by the Board. Exceptions shall be reported promptly to the Board. Informing is simply to guarantee no violation may be intentionally kept from the Board, not to request approval. Board response, either approving or disapproving, does not exempt the Executive Director from subsequent Board judgment of the action, nor does it curtail any executive decision.

**POLICY TITLE: Executive Limitations**  
**SECTION: Governance**  
**EFFECTIVE AMENDMENT DATE: July 2014**

**POLICY NO.: G-2**

**POLICY**

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**It is the intent for the Executive Director to serve as an ex-officio member of the Lee Conlee House Board of Directors.**

**Procedure**

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The Executive Director shall have no voting rights.

**POLICY TITLE: Monitoring Executive Director’s Performance**

**SECTION: Governance**

**EFFECTIVE AMENDMENT DATE: July 2014**

**POLICY NO.: G-3**

**POLICY**

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**The Board will track executive performance by monitoring in such a way as to have systematic assurance of program/policy compliance.**

**PROCEDURE**

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The Board’s approach to monitoring will be based on its Governing Manner policy (Policy G-1) and carried out in a relatively automatic way. Board meetings are not, in general, to be used for monitoring.

The Board will monitor those agency characteristics, which it has addressed ahead of time in explicit statements of policy. The purpose of such monitoring is simply to determine, in fact, if Board program/policies are being met. Since the Board speaks to the Executive Director through “end” and “executive limitation” policies, monitoring finds whether ends are being achieved and limitations are being violated.

Monitoring will occur two ways:

- Internal Reports: Periodic reports from the Executive Director to the Board.
- External Judges: Auditors and site inspectors/monitors from agency funders.

<u>Policy</u>	<u>Method</u>	<u>Frequency</u>
Protection of Assets	External judge (audit)	Annual
Financial Condition	Internal report	Bi-Monthly
	External judge (Audit)	Annual
Compensation and Benefits	Internal report	Annual
Employee Protection	External judge (monitoring)	Annual
Budgeting	Direct inspection	Annual
	Internal report	Bi-Monthly

**POLICY TITLE: Conducting Executive Director's Performance Evaluation**

**SECTION: Governance**

**POLICY NO.: G-4**

**EFFECTIVE AMENDMENT DATE: July 2014**

**POLICY**

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The Executive Director shall be evaluated annually by the Executive Board within 180 days of the close of the fiscal year.

**PROCEDURE**

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1. The Executive Director's evaluation shall provide an opportunity for the Board to assess the ED's compliance with formally approved written Board policies, achievement of Lee Conlee House Board approved annual program objectives for the previous fiscal year, and any other key objectives jointly established by the Board and the Executive Director. The evaluation shall be based solely on professional performance during the current review period.
2. The Executive Director's evaluation shall be reviewed two months prior to the due date by the Executive Board to determine if revisions are needed.
3. The evaluation will also be based on the monitoring reports required in written policies by the Board. These reports may include:
  - Annual audit, management letter and management's response to the management letter;
  - Monthly written reports on general program activities;
  - Annual budget and budget revision, as needed;
  - Financial reports, (year-to-date income and expense to actual, balance sheets, P&L)
  - Annual compensation and benefits report; and
  - Other verbal and written reports, as needed.
4. The Executive Board members will each complete an evaluation of the Executive Director, and the Board President shall summarize the results of the evaluations. The President will meet with the other Executive Board members to discuss the results and potential options regarding the Executive Director's compensation package.

5. The President and members of the Executive Board shall meet with the Executive Director to discuss the evaluation summary. Any change in compensation will be pending the Executive Board's final approval.
6. A written summary shall be given to the Executive Director and a copy placed in her/his confidential employee record.

**POLICY TITLE: Communication and Counsel to the Board**

**SECTION: Governance**

**EFFECTIVE AMENDMENT DATE: July 2014**

**POLICY NO.: G-5**

**POLICY**

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**With respect to providing information and counsel to the Board of Directors, the Executive Director shall keep the Board informed.**

**PROCEDURE**

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The Executive Director must:

1. Cause the Board to be aware of relevant trends, public events of the organization, material external, and internal changes in the assumptions upon which any Board policy has previously been established.
2. Submit the required monitoring data (see policy on monitoring the Executive Director's performance) in a timely, accurate, and understandable fashion.
3. Present information in a comprehensive and understandable fashion.
4. Include as many staff and external points of views, issues, and options as needed for fully informed Board choice.
5. The Executive Director will inform the Board if the agency assets are unprotected, inadequately maintained, or unnecessarily risked.



**POLICY TITLE: Administrative Clarity**  
**SECTION: Governance**  
**EFFECTIVE AMENDMENT DATE: July 2014**

**POLICY NO.: G-6**

**POLICY**

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**The Executive Director will be responsible for the day to day operations and management of the organization's finances and programs.**

**PROCEDURE**

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The Executive Director shall provide:

1. Procedures to assure operational/administrative continuity.
2. Operational policies and procedures known and available to employees.
3. Shall conduct interviews hire, evaluate, and terminate staff.
4. Monitor for grants and make applications for new grants and funding sources when appropriate.
5. Engage in the community and develop relationships that are in the best interest of the organization and the citizens served.

**POLICY TITLE: Client Protection**  
**SECTION: Governance**  
**EFFECTIVE AMENDMENT DATE: July 2014**

**POLICY NO.: G-7**

**POLICY**

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**The Board entrusts authority to the Executive Director to protect the welfare and confidentiality of clients and facility locations in accordance with federal, state, and local regulations.**

**PROCEDURE**

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Confidentiality:

1. The Executive Director shall provide for a written confidentiality policy.
2. Client forms and material shall clearly state the extent to which client confidentiality may be upheld.

Facilities:

1. The Executive Director shall provide programs and services at locations suitable for maintaining effective client relations.
2. Safety inspections shall be conducted annually by appropriate authorities.

Grievances:

1. The Executive Director shall provide for a written grievance procedure for clients.
2. Grievances will be heard and responded to within ten (10) working days by the Executive Director.
3. All decisions of the Executive Director are final.

**POLICY TITLE: Employee Protection**  
**SECTION: Governance**  
**EFFECTIVE AMENDMENT DATE: July 2014**

**POLICY NO.: G-8**

## **POLICY**

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**The Board entrusts authority to the Executive Director to employ, discipline, and terminate paid and volunteer staff. This authority should be discharged through such written practices and procedures established by the Executive Director to assure legal, ethical, fair, equitable, and humane treatment of employees.**

## **PROCEDURE**

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To ensure policy is properly implemented the following procedures shall be adhered to:

1. Recruit, hire, and promote for all job classifications without regard to race, color, religion, sex, national origin, marital status, sexual orientation, citizenship, disability, or status as a veteran.
2. Base decisions on employment and promotion upon an individual's qualifications, valid requirements of the position being filled, and business necessity.
3. Ensure that all other personnel actions, such as compensation, benefits, transfers, lay-offs, terminations, recall from lay-offs, training and development, education, tuition assistance, social and recreational programs, will be administered without regard to race, color, religion, sex, national origin, marital status, sexual orientation, citizenship, disability, or status as a veteran.
4. The Executive Director shall ensure that staff is prepared for prompt action in case of an emergency or a natural disaster.

### Employee Grievances:

It is the procedure of LCH to ensure that all employees are free to discuss their concerns and suggestions. Any employees who have a complaint or suggestion concerning job or any other matter which affects the employee should be addressed with their immediate supervisor.

The procedure for addressing concerns or complaints is:

1. Address issues with your immediate supervisor;
2. If the concern is not resolved or involves your immediate supervisor, request a meeting with the Executive Director;
3. The ED will schedule a meeting between all parties involved;
4. All decisions of the Executive Director are final.

At any stage of the complaint procedure, the employee is free to discuss the matter directly with the Executive Director, who will listen to the problem, counsel the employee, and if necessary, refer the employee to someone who can best take action on the complaint or suggestion involved. In the event the complaint concerns the immediate supervisor, the employee may go directly to the Executive Director.

Monitoring:

The Board President will notify the Executive Board and the Executive Director immediately, if a grievance has been filed with the Board.

**POLICY TITLE: Compensation and Benefits**

**SECTION: Governance**

**EFFECTIVE AMENDMENT DATE: July 2014**

**POLICY NO.: G-9**

**POLICY**

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

**PROCEDURE**

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Accordingly, he or she may not:

1. Establish compensation and benefits, which deviate materially from the geographic or professional market for the skills employed.
2. Provide less than some basic level of benefits to all full-time employees, though differential benefits to encourage longevity in key employees are not prohibited.
3. Create current obligations for benefits over a longer term than revenue can be safely projected.
4. Promise or imply permanent or guaranteed employment.
5. Change their own compensation and benefits as established by the Lee Conlee House, Inc. Board of Directors.
6. Establish deferred or long-term compensation and benefits, which cause unfounded liabilities to occur or in any way commit the organization to benefits, which incur unpredictable future costs.

**POLICY TITLE: Financial Condition**  
**SECTION: Governance**  
**EFFECTIVE AMENDMENT DATE: July 2014**

**POLICY NO.: G-10**

## **POLICY**

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**The Executive Director will work cooperatively with the Treasurer and Executive Committee to assure fiscal responsibility and financial integrity of the organization.**

## **PROCEDURE**

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The Executive Director shall guarantee that funds are used to support the mission of the Lee Conlee House.

The Executive Director will present a fiscal year budget to the Board of Directors. The Finance Committee will also conduct periodic reviews of income and expenditures. The Executive Director, will notify the finance committee to budget adjustment impacting the overall annual budget.

To aid in these processes the Executive Director will:

1. Provide reasonable projections of revenues and expenditures for the fiscal period (monthly financial reports).
2. Guard against incurring indebtedness other than trade payables incurred in the ordinary course of doing business.
3. Settle payroll, taxes, and other debts in a timely manner.
4. Strive to maintain adequate cash reserves to sufficiently manage the agency operating cost for thirty (30) days.
5. Review and make recommendations for unusual or variant budget expenditures.
6. Solicit for an outside auditor and recommend an auditor to the Executive Committee for approval. Solicitation shall occur at least every 5 years.

**POLICY TITLE: Bank Account and Signature Authority**

**SECTION: Governance**

**EFFECTIVE AMENDMENT DATE: July 2014**

**POLICY NO.: G-11**

**POLICY**

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**The Executive Director will work cooperatively with the Treasurer and Executive Committee to assure fiscal responsibility and financial integrity of the organization.**

**PROCEDURE**

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1. The Executive Committee of the Board of Directors of the agency will authorize the creation, signators, and access to all bank accounts and depositories.
2. Depositories and/or bank accounts will be invested in secure vehicles including Federal Funds insured by the FSLIC or FDIC.
3. To the maximum extent practical or allowable, agency funds will be maintained in interest-bearing accounts.
4. Checks in excess of \$1,500 require the signature of two authorized persons.
5. Signature authority on all Lee Conlee House accounts belongs to the Executive Board and the Executive Director.
6. Accounts may not be opened or closed without the Executive Director and a minimum of two Executive Board Members.
7. The Executive Committee will be advised of significant changes in accounts or company credit cards.

**POLICY TITLE: Protection of Assets**  
**SECTION: Governance**  
**EFFECTIVE AMENDMENT DATE: July 2014**

**POLICY NO.: G-12**

**POLICY**

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**The Executive Director shall inform the board of internal controls and safeguards to protect the organizations finances, resources, and assets.**

**PROCEDURE**

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To prevent disrepair, excessive risks, untraceable transactions, or conflict of interest in the management of the agency's resources, the Executive Director shall:

1. Safeguard against the abuse or misuse of Lee Conlee House assets. Lee Conlee House property will be inventoried (with the exception of Thrift Store donations) and a security system in place to ensure adequate safeguards to prevent loss, damage, or theft of property.
2. Maintain adequate insurance coverage including: Professional liability; Directors and Officer's Liability; Umbrella Coverage; Liability Coverage (staff and agency); Property (structure and physical contents of all buildings).
3. Limit the handling of cash to any person covered by the dishonesty insurance policy.



**POLICY TITLE: Investments**  
**SECTION: Governance**  
**EFFECTIVE AMENDMENT DATE: July 2014**

**POLICY NO.: G-13**

**POLICY**

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**The Board of Directors shall be involved in any investments in the interest of the organization.**

**PROCEDURE**

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The Lee Conlee House has no cash or stock investments. This investment policy may be reviewed annually, and amended as needed.

**POLICY TITLE: Governing Manner**  
**SECTION: Governance**  
**EFFECTIVE AMENDMENT DATE: July 2014**

**POLICY NO.: G-14**

## **POLICY**

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**The Board of Directors will serve as a governing board for the Lee Conlee House.**

## **PROCEDURE**

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The Board will act as a governing body for the agency. The Board will approach its task in a manner which emphasizes strategic leadership more than administrative detail, clear distinction of Board and staff roles, future rather than past or present, and proactive rather than reactive. In this spirit, the Board will:

1. Initiate policy, revise and maintain bylaws as needed, and be responsible for its own performance.
2. Focus its major involvement on the intended long-term impact of the organization, and not the administrative or programmatic means of attaining those effects.
2. Enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to attendance, policy-making principles, respect of clarified roles, speaking with one voice, and self-policing of Board tendencies to stray from rigorous governance.
3. Account to the general public for competent, conscientious, and effective accomplishment of the agency mission.
4. The Board is responsible for the fiscal oversight rather than the administrative details of the agency. The Board will adhere to fiscal policies that cover:
  - Approval of the annual budget
  - Review of the annual audit and management letter
  - Investment policies (as needed)
  - Protection of assets
  - Signatory authority
  - Periodic review of financial statements

**POLICY TITLE: Nepotism**

**SECTION: Governance**

**POLICY NO.: G-15**

**EFFECTIVE AMENDMENT DATE: July 2014**

## **Policy**

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**The Lee Conlee House Board of Directors will not nominate or vote in potential board members who have a personal or familial relationship with staff members.**

## **Procedure**

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Board members who are identified as having a personal or familial relationship with staff members of the Lee Conlee House are not eligible for nomination to the board.

Personal relationships are identified by personal social interaction.

To avoid potential conflicts of interest, nepotism between members of the Board and paid staff is not permitted. For purposes hereof, "nepotism" shall mean any of the following degrees of relationship between Board members and employed staff (a "family member"): spouse, intimate partner, parent, step-parent, child, step-child, mother-in-law, father-in-law, son-in-law, daughter-in-law, grandparent, grandchild, brother, sister or the spouse of any of the foregoing, or others defined as "family" or household member" in Chapter 741 Florida Statutes.

Nominees for Board membership are to be advised of this policy and asked to disclose any such family relationship at the time of application. Should a Board member become a family member of any staff person during service on the Board, such relationship shall be promptly disclosed by the Board member to the President, and such Board member shall submit his or her resignation.

Any board member that identifies they have a personal or familial relationship with a staff member shall notify the Board President as soon as possible.

The Executive Board will meet and identify and discuss any concerns with the board member. Board Members may be asked to resign their position on the board if the conflict presents a risk to the board duties or responsibilities.

**POLICY TITLE: Limit Activity**  
**SECTION: Governance**  
**EFFECTIVE AMENDMENT DATE: July 2014**

**POLICY NO.: G-16**

### **Policy**

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**The Board of Directors shall not have direct interaction and/or contact with the participants and staff of the Lee Conlee House as it relates to operation and/or participation in services or programs.**

### **Procedure**

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1. Board Members shall not interact with participants and/or staff as it relates to the day to day or overall operations of the Lee Conlee House Shelter, Transitional House, Thrift Store or other programs and services of the Lee Conlee House.
2. The Executive Director shall be explicitly excluded from this limitation by virtue of his/her role and function with the board.
3. Staff may, at scheduled and approved times, interact with the board and its committees for various fundraising/awareness/repair activities as needed. The Executive Director and Board President shall determine appropriate participation by board members in agency activities.
4. Any grievances against the Executive Director involving Civil Rights Violations, Whistle Blowing or Retaliation should be presented, in writing, to the Board President and Executive Committee, who will jointly recommend a resolution to the Board. All Board decisions will be final.

**POLICY TITLE: Record of Meetings**  
**SECTION: Governance**  
**EFFECTIVE AMENDMENT DATE: July 2014**

**POLICY NO.: G-17**

### **Policy**

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**Board meetings shall be documented and minutes retained by the Board Secretary and the Executive Director**

### **Procedure**

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1. The Secretary of the Board is authorized to make tape recordings of the meetings of the Board of Directors for express purpose of transcription and preparation of the minutes of said meeting, if he or she chooses.
2. Such recordings will not be retained after the minutes have been approved by the board of Directors.

**POLICY TITLE: Board Composition**  
**SECTION: Governance**  
**EFFECTIVE AMENDMENT DATE: July 2014**

**POLICY NO.: G-18**

### **Policy**

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**The Board of Directors shall strive to maintain a diverse membership reflective of the general population in the agency's service area.**

### **Procedure**

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The Lee Conlee House Board of Directors will consist of a maximum 22 members and members should reflect a diverse membership, reflective of the community served. One of the members shall be a law enforcement representative currently employed with a local agency whose jurisdiction includes the center's service area.

The term for each member shall be two years. A Director may be elected to serve up to two (2) successive terms for a maximum of three (3) terms or six continuous years of service. The above-stated term limits for Directors shall not apply to a Director when such Director is holding the office of President or Immediate Past President.

The Board will annually complete an evaluation of the board members to maintain a mix of individuals to ensure that governance has strong oversight of management activities and that all important perspectives and constituents are represented along with a strong passion for the mission of the organization.

## **Policy**

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**The Board of Directors shall seek board nominations of community members that are committed to and reflect the mission and goals of the organization.**

## **Procedure**

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The Board seeks to recruit individuals as Board members who are committed to the mission and governing process of the Lee Conlee House and reflect positively on the organizations reputation in the community:

- A. The Board seeks out candidates who possess the following characteristics:
  - 1. Demonstrated passion for the mission and vision of the organization.
  - 2. Continuously upholds and supports the organizations mission, philosophy and goals.
  - 3. Maintains professionalism and reflects positively upon the Lee Conlee House
  - 4. A reflection of the diversity of cultures, abilities, race, socioeconomic status, and geography of our service area.
  - 5. Support the Board governing structure and can meet board work expectations.
  - 6. Will engage in deliberative and respectful decision-making
  - 7. Are committed to their stewardship responsibilities.
  
- B. In the process of recruiting and nominating candidates, the Board will request from all candidates:
  - 1. Resume or summary of experience
  - 2. Interview/Orientation by Board President and Executive Director
  - 3. References to verify demonstrated competencies
  - 4. Cover letter expressing their willingness and goals for joining the board.
  
- C. In the process of determining final candidates, the Executive Board will:
  - 1. Conduct an initial screening of resumes
  - 2. Interview promising candidates
  - 3. Invite potential candidates to attend special events and meetings

4. Check for competencies
5. Discuss the qualification of candidates and their value to the Board
6. Check references and review recommendations and background information gathered.

D. The voting process will be as follows:

1. The Executive Board will present a slate of nominations to the full Board of Directors, after the above requirements have been conducted.
2. The Board will vote on potential new members as individuals, and a ballot/anonymous system will be used for voting.
3. A deciding vote is majority of the present Board of Directors at the time of the vote, determined as half plus 1.



## **Policy**

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**The Lee Conlee House Board of Directors shall meet a minimum of six times a year.**

## **Procedure**

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1. Board meetings are for the single task of getting the Board's job done. Meetings are reserved for Board members, the Executive Director, and necessary staff for the process of informing the board. Other visitors may be allowed at the discretion of the Board.
2. Quorum for board meetings with voting is required and shall consist of half of the Board plus 1 of the Board of Directors.
3. The Board is the sole authority over its agenda. The President will exercise this control on behalf of the Board, though any Board member - with a majority agreeing - may add or delete business items from the agenda. Material related to the agenda that may require action (vote) will be sent to Board members with adequate lead time for preparation.
4. Only those issues which are within the Board's areas of responsibility shall consume Board time.
5. Board meetings occur on a schedule set forth by the Board President and shall occur every other month. Board meetings are scheduled by the Board President.
6. Notice in change of meeting venue or time will be given at least one week prior to the meeting date via email and/or phone notification.
7. Special meetings of the board may be called by the President. These meetings will include notification to all Board members regarding time, location and purpose. These meetings may also take place via phone or email.
8. Teleconferencing options for meeting attendance may be made for board members who are unable to attend in person. Board members must notify the board president a minimum of five (5) days prior to the meeting so arrangements can be made.

**POLICY TITLE: Action without a Meeting**  
**SECTION: Governance**  
**EFFECTIVE AMENDMENT DATE: July 2014**

**POLICY NO.: G-21**

### **Policy**

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**Any action requiring Board approval may be taken without a meeting provided that all Directors are notified and a majority executes consent in writing to the action.**

### **Procedure**

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Any action required to be taken at a meeting of the Board of Directors may be taken without a meeting provided that:

1. All Directors are notified by the President of the Board.
2. The majority plus 1, consents to the proposed action taken.
3. The notification included a clear statement of the vote required, the reason the action must be taken without a meeting, and any pertinent information required for the Directors to make an informed decision.

The consent and the action shall be reported in the minutes of the next regularly scheduled Board meeting.

**POLICY TITLE: Responsibilities and Qualifications of Directors**

**SECTION: Governance**

**POLICY NO.: G-22**

**EFFECTIVE AMENDMENT DATE: July 2014**

### **Policy**

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**All Board members shall maintain high personal standards of moral responsibility, character and business integrity and shall be committed to carrying out the mission and purposes of the agency.**

### **Procedure**

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Board members shall demonstrate their commitment to the goals and philosophy of the agency by adhering to the Bylaws and Board policies.

Responsibilities of the Board:

1. Serve in leadership roles and undertake special projects
2. Attend all meetings
3. Avoid prejudiced judgments

Financial Support:

1. Board members are personally and financially required to support the agency. They shall give of their time, talents, and resources annually, according to their means. Participation in annual fundraising activities is expected.
2. Board members shall speak with one voice. Individual board members should not speak on behalf of the agency without the approval of board at large.
3. Board members are responsible for the fiscal oversight and strategic leadership rather than administrative details of the organization.
4. Board members shall observe the confidentiality of the agency by agreeing to respect and maintain privacy of all information as it pertains to Lee Conlee House, agency clients, staff, other Board members, and Board business.
5. Board members are volunteers of the agency but cannot provide direct client services. No Board member or member of their immediate family may act as a staff person, paid or unpaid.

### **Policy**

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**Any vacancy occurring on the Board of Directors may be filled by Board appointment from among the eligible class of nominees.**

### **Procedure**

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Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority plus 1 of the remaining Directors (even if the remaining directors are less than a quorum) from an eligible class of nominees.

The term of office of any director elected to fill a vacancy mid-term shall be the balance of the unexpired term being filled. If the balance of the unexpired term is two (2) years or less, the director elected will be eligible to two (2) additional two-year terms without an intervening absence from the Board.

Nominations for open positions may be presented to the President throughout the year.

The process shall be as follows:

1. Board Members shall provide names of nominees to the Board President.
2. The Board President shall contact the nominee and request they complete a board application.
3. The potential board member will participate in an initial orientation/interview by the Board President and Executive Director.
4. The Executive Committee will review nominations and make its recommendations to the Board of Directors.
5. Ballots will be provided to board members and each member will vote.
6. Newly elected Directors shall begin their term at the beginning of the next fiscal year.

Vacancies of Executive Officers shall be filled mid-term by a majority vote of the Board from the existing Board membership. The newly elected officer will complete the term of the outgoing officer.

**POLICY TITLE: Removal of Directors**  
**SECTION: Governance**  
**EFFECTIVE AMENDMENT DATE: July 2014**

**POLICY NO.: G-24**

### **Policy**

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**Officers and directors shall serve at the pleasure of the Board of Directors and may be removed by the Board with cause by a majority plus 1 of the Board of Directors.**

### **Procedure**

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1. A Director, including Executive officers may be removed for cause by a majority plus 1 vote of the Board of Directors present.
2. Prior to the vote, the Director must have been given no less than five days written notice by the Board President of the charges against him/her and also be offered the opportunity to respond to those charges at the next regularly scheduled meeting of the Board of Directors.
3. Any Director absent from three (3) Board meetings in any twelve-month period shall be removed from the Board with a written removal letter from the Board President. If a Director requests reinstatement within two (2) months, the director may be reinstated by a majority plus 1 vote of the Board of directors. Directors may not be reinstated more than once per term of office.

## **Policy**

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**Officers of the Board are in the services of the Board and as such are bound the board policies and limits of board authority and are responsible for fulfilling specified duties.**

## **Procedure**

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The officers may meet as the Executive Committee for the purpose of pre-Board meeting work, but may not act in place of the Board except as the Board specifically delegates.

Each office includes a one year term. Officers (except the President and Vice President who each serve only one term consecutively) may hold each office for no more than two consecutive terms.

President: The President is responsible for the integrity of the Board process including the effectiveness of meetings and the Board's adherence to its own rules. The President presides at all meetings of the Board of Directors. The presidential succession in cases of temporary absence of the President is: Vice-President, Secretary, and Treasurer. Upon the absence of the President, the Vice President shall assume all duties of the President. The President will chair the Nominating Committee.

Vice President: The Vice President shall serve as the President-Elect and shall act in the absence of the President. The Vice-President will chair the Fundraising Committee and will oversee all fundraising activities of the Lee Conlee House Board of Directors.

Secretary: The Secretary is responsible for taking meeting minutes and for the integrity of Board documents. The Secretary, by affixing his/her signature, shall attest formally to the legitimacy of Board documents. The Secretary is responsible to the Board for reporting on and noting inconsistencies in Board action.

Treasurer: The Treasurer is responsible for the financial integrity of the Lee Conlee House. The Treasurer is to perform duties in connection with the finances of the agency as may be required by the Board. The Treasurer will chair the Finance Committee.

Immediate Past President/Parliamentarian: The Immediate Past President/Parliamentarian shall serve on the Executive Committee as a resource and for continuity on the board. The

Immediate Past President/Parliamentarian will chair the Advisory Council and oversee all bylaw changes.

If there is a change in the President for any reason, the FCADV contract manager will be notified within 5 business days.

**Policy**

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**The Nominating Committee shall gather and provide the full board with nominations for officers annually.**

**Procedure**

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Officers shall serve during the fiscal year for which they are elected. The procedures for the election of the Board officers shall be the following:

1. A Nominating Committee of three (3) members shall be appointed by the current President thirty (30) days prior to the election, and approved by the Board of Directors.
2. The Nominating Committee shall encourage and receive all nominations from current Directors on or before fourteen (14) days prior to the annual meeting. Nominations may also be made from the floor at the annual meeting.
3. The officers of the Corporation shall consist of a Past President/Parliamentarian, President, Vice President, Secretary and Treasurer.
4. Officers shall be elected by a majority plus 1 vote of the Board of Directors.
5. Officers shall serve one-year terms.
6. No officer shall serve more than two (2) consecutive terms in the same office.
7. All interim vacancies shall be filled with a member of the Board of Directors by a majority vote of the Board.



## **Policy**

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**The Board may establish by resolution such committees with duties and power as may be deemed necessary and appropriate.**

## **Procedure**

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All committees shall meet quarterly and record minutes and attendance of the meeting. The President shall appoint committee chairs for each standing committees.

Executive Committee: The Executive Committee shall be composed of the President, Vice President, Secretary, Treasurer, and the Immediate Past President/Parliamentarian of the agency. This Committee shall be responsible for the continuing development of Board policies, Bylaws revisions, the annual evaluation of the Executive Director, and such other duties as requested by the Board of Directors.

The Executive Committee will oversee fiscal oversight, and make all appropriate and necessary recommendations to the Board. They will review the annual budget as presented by the Treasurer, review and make recommendations regarding variant budgetary expenditures; recommend an independent auditor to the Board of Directors; and review the yearly financial audit.

Nominating Committee: The Nominating Committee shall be responsible for nominating new Directors as needed, overseeing the orientation of new Directors; and the nomination of officers. The President will serve as Chair with two additional Directors serving as committee members.

Governance Committee: The Governance Committee is responsible for ongoing review and recommendations to enhance the quality of the Board of Directors. The work of the committee responsibilities are to help create board roles and responsibilities, board composition, board development, effectiveness, and leadership. The Past President/Parliamentarian will chair the Governance Committee.

Finance Committee: The Finance Committee shall be responsible for preparing fiscal policy for presentation to the Board of Directors; reviewing and recommending the annual budget for approval by the Board of Directors; reviewing and presenting recommendations regarding

variant budgetary expenditures; recommending an independent auditor to the Board of Directors; reviewing the yearly financial audit; and performing such other duties as requested by the Board of Directors. The Treasurer shall chair the Finance Committee.

Fundraising Committee: The Fundraising Committee is responsible for all the fundraising for the Lee Conlee House. This consists of developing ideas for new fundraisers to generate new funds, as well as overseeing fundraising events. The Fundraising Committee will be responsible for assuring there is involvement by all board members. This committee will also monitor fundraising efforts to be sure that ethical practices are in place, that donors are acknowledged appropriately, and that fundraising efforts are cost-effective. The Vice President will oversee the Fundraising committee.

Resource Committee: The Resource Development Committee is responsible for successfully securing support from a variety of sources to ensure the corporation's revenues are diversified, stable, and sufficient for the mission and goals. The resource development plan is aligned with the mission, long-term goals, and strategic direction. The corporation has high visibility with key stakeholders, and links clear, strategic messages to resource development efforts. The Resource Committee shall consist of the Executive Board and two other members.

Other Board Committees: The Board may appoint such special and ad hoc committees and auxiliaries as may be deemed necessary and appropriate. The Chair of these committees will be appointed by the President.

The President of the Board is considered a member of all Board committees, ex officio.

#### Meetings:

The chair of each committee is responsible for scheduling all committee meetings. The chair shall notify all members of meeting times in an appropriate and timely manner.

The chair or his/her appointed committee member shall preside at all committee meetings.

Fifty percent of committee members shall constitute a quorum for the transaction of committee business.

The committee chair is responsible for the accurate recording of committee minutes.

#### Staff:

The committee chair and the Executive Director shall arrange for appropriate staffing of committees when necessary.

**POLICY TITLE: Advisory Council/Guilds/Trustees/Ex Officio**

**SECTION: Governance**

**EFFECTIVE AMENDMENT DATE: July 2014**

**POLICY NO.: G-28**

### **Policy**

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**The Board of Directors may establish an Advisory Council/Guilds/Trustees/Ex Officio to serve on committees or make recommendations to the Board.**

### **Procedure**

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1. If established and functioning, the Advisory Council shall lend support and advice to the Board of Directors and the Corporation in matters of corporate and board policy. The Past President/Parliamentarian shall chair the Advisory Council. This group has no voting power.
2. The Advisory Council/Guilds/Trustees/ Ex Officio shall meet no less than biannually.
3. The Advisory Council/Guilds/Trustees/Ex Officio follows the Board of Directors policies governing nomination, orientation, training, term length, and removal.
4. The Advisory Council/Guilds/Trustees/Ex Officio may attend all meetings but shall not be counted in determining the existence of a quorum and shall not have any voting rights.

## **Policy**

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**The Lee Conlee House will work to avoid conflicts of interest or any appearance of conflict of interest ensuring the integrity of the organization.**

## **Procedure**

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1. The corporation intends to avoid the appearance of a conflict of interest in all transactions. The purpose of the conflicts of interest policy is to protect this tax-exempt Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable corporations.
2. Any Member of the Board of Directors or member of a committee of the Board shall immediately report to the President of the corporation any conflict or potential conflict of interest which compromises or could compromise the objectivity and effectiveness of such member and which is clearly detrimental to the best interests of the corporation. Upon Making such disclosure on any matter, the individual shall not vote or use his or her personal influence on the matter and shall be absent from the Board meeting during the discussion on the matter. The minutes of the meeting shall reflect the disclosure and that the member was absent during the discussion and vote.
3. Board members are prohibited from interacting with program participants and employees including gifting, soliciting, or socializing. Hiring of employees or participants with prior ties to Board Members may occur at the discretion of the Executive Director.

**POLICY TITLE: Board Orientation/Training/Self-Assessment**

**SECTION: Governance**

**POLICY NO.: G-30**

**EFFECTIVE AMENDMENT DATE: July 2014**

### **Policy**

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**The Board of Directors shall assess ongoing viability annually and ensure that all board members receive training and orientation.**

### **Procedure**

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New Members Orientation and Training:

1. New members will complete an orientation by the President and/or Executive Director prior to their service on the Board. Full training for all new Board members must be completed within (6) six months. Training will include by-laws, policy review, fiscal review, history of the center, program services, service management, privilege and confidentiality, and basic domestic violence training.
2. The Board of Directors shall conduct annual self-assessments for the purpose of ensuring its ongoing viability.
3. Assessment forms will be distributed to all Board members each September and returned to the President who is responsible for summarizing the confidential responses. The summary will be presented at the November board meeting to analyze results and determine any weaknesses or points of disagreement. The Board will work toward resolution in ways that strengthen the organization.

## **Policy**

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**The Lee Conlee House Board of Directors is committed to promoting the autonomy, safety and health of survivors of domestic and sexual violence and maintaining the integrity of the organization.**

## **Procedure**

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The Board of Directors DV/SA policy is applicable regardless of where or when the violence occurred.

### Procedures for Board Members who are victims of domestic or sexual violence:

Board Members who determine that they are victims of domestic and/or sexual violence are encouraged to notify the Board President and/or Executive Director to discuss safety and available services.

### Services for survivors include:

- Respecting the confidentiality and autonomy of the adult survivor to direct her/his own life;
- Assistance with safety planning, and;
- Offering referrals and support.

Board Members will not be held accountable for perpetrators stalking or harassing behaviors. The Board of Directors and/or the Lee Conlee House Executive Director will take appropriate action within their power against the perpetrator as it impacts Lee Conlee House property, employees, other board members and/or program participants.

Board Members have a responsibility to be concerned about the well-being of fellow board members and should not dismiss or minimize the appearance of bruises or cuts. Additionally, board members should be alert to significant changes in productivity, behavior and/or work habits.

**Disciplinary Procedures for Board Members Who Commit Acts or Threats of Violence:**

The Board of Directors is committed to an organization in which the perpetration of domestic or sexual violence is neither tolerated nor excused. Any physical assault or threat made by a board member is a serious violation of board conduct. This policy not only to pertain to acts against other board members, but to acts against all other persons, including intimate partners. Board members found to have violated this policy will be subject to removal from the board with prejudice.

Board members who are convicted of a crime as a result of domestic or sexual violence, or who are subject to a Domestic Violence, Dating Violence, Sexual Violence, or Repeat Violence Injunction, may be subject to removal from the board with prejudice.

The Board of Directors understands that there is the possibility of wrongful conviction of assault in the case of survivors of domestic violence, who act in self-defense. The Board of Directors will consider the context of the conviction before deciding on removal from the board.