

RESULTS Board of Directors Guidebook

As Adopted by the Board of Directors

June 20, 2014

Amended March 21st, 2015

Amended July 23rd, 2015

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Board Guidebook for RESULTS and RESULTS Educational Fund

Part 1: Introduction and Administration

This Board Guidebook (Guidebook) contains all of the current standing (ongoing) policies adopted by the board of RESULTS and RESULTS Educational Fund (REF) since the initial approval of the Guidebook on June 20, 2014

- 1.1 **Reasons for Adoption.** The reasons for adopting this Guidebook include:
 - * Efficiency of having all ongoing board policies in one place.
 - * Ability to quickly orient new board members to current policies.
 - * Elimination of redundant or conflicting policies over time.
 - * Ease of reviewing current policy when considering new issues.
 - * Providing clear, proactive policies to guide the Executive Director (ED) and staff.

- 1.2 **Consistency.** Each policy in this document is expected to be consistent with the law, the articles of incorporation, and the bylaws, all of which have precedence over these board policies. Except for time-limited or procedural-only board decisions (approving minutes, electing an officer, etc.), which are recorded in regular board minutes, all standing policies shall be included or referred to in this document. The Executive Director (ED) is responsible for developing organizational and administrative policies and procedures that are consistent with this Guidebook.

- 1.3 **Transition.** Whether adopted part by part or as a complete document, as soon as some version of the Guidebook is voted on as the “one voice” of the board, those policies are deemed to supersede any past policy that might be found in old minutes unless a prior board resolution or contract obligates the organization with regard to a specific matter. If any actual or apparent conflict arises between the Guidebook and other policies or board resolutions, the matter shall be resolved by the chair or by the entire board as may be appropriate.

- 1.4 **Changes.** These policies are meant to be regularly reviewed and refined. The Executive Director helps the board formulate new language in the Guidebook by distributing proposed changes in advance. Any change to this Guidebook must be approved by the full board. Proposed changes may be submitted by any board member as well as by the Executive Director. In most cases, proposed changes shall be referred to and reviewed by the appropriate committee before being presented to the board for action. Whenever changes are adopted, a new document should be printed, dated, and quickly made available to the board and staff. The previous version should be kept on a disk for future reference if needed.

- 1.5 **Specificity.** Each new policy will be drafted to fit in the appropriate place within the Guidebook. Conceptually, policies should be drafted from the “outside in,” i.e., the broadest policy statement should be presented first, then the next broadest, etc., down

to the level of detail that the board finds appropriate for board action and below which management is afforded discretion as to how it implements the policies in this Guidebook.

- 1.6 **Oversight Responsibility.** Below are the parts of this Guidebook, the committees primarily responsible for drafting and reviewing those parts, and the individuals given authority to interpret and make decisions within the scope of those policies:

Part/Section	Oversight Committee	Implementation Authority
1. Introduction	Executive Committee	ED
2. Organization Essentials	Full board	ED
3. Board Structure & Processes	Executive Committee	Board Chair
4. Board–ED/Staff Relationship	Executive Committee	Chair/ED
5. Executive Parameters		
5.1 General Guidance	Executive Committee	ED
5.2 Finance	Finance Committee	ED
5.3 Advancement	Marketing Committee	ED
5.4 Audit & Compliance	Finance Committee	ED
5.5 Miscellaneous	As appropriate	ED

- 1.7 **Maintenance of Policies.** The secretary shall ensure that all standing board policies are recorded and published correctly. The ED or the ED’s designee shall maintain the policies file and provide updated copies to the board whenever the policies change, or upon request. The board will ask that legal counsel review this Guidebook biennially to ensure compliance with the law. Discrete documents referred to in the Guidebook will be kept electronically and in a physical Board Reference Book.

Part 2: Organization Essentials

- 2.1. Our **Vision** is to be the leading catalyst of rapid progress toward a world where extreme poverty no longer exists:
 - Where nobody dies of causes in one part of the world or nation that are easily preventable in other parts of the world or nation.
 - Where all children are receiving a quality education.
 - Where all people have access to economic opportunity.
 - Where all people have access to basic health care.
 - Where a critical mass of people take responsibility for guiding their government decision makers and others to create a world that includes all of the above.
- 2.2. Our **Mission** is to create the political will to end hunger and the worst aspects of poverty and to empower individuals to have breakthroughs in exercising their personal and political power.
- 2.3. Our **Values**. Over the years RESULTS has distinguished itself with five main core values that have guided the actions of our staff and volunteers:
 1. Individual transformation
 2. Ongoing learning
 3. Taking action
 4. Powerful relationships and community
 5. Empowering citizens

A complete description of these values can be found at http://www.results.org/skills_center/results_core_values/

- 2.4. **Moral Owners:** In the quest to generate the political will to end hunger and the worst aspects of poverty, RESULTS and RESULTS Educational Fund have woven together a community of stakeholders who share a common vision:
 - **More than a Billion Low-income People:** Individuals who strive to ensure that their families have food security, basic education for themselves and their children, shelter, and economic opportunities for their family.
 - **Volunteers:** Our frontline advocates and fundraisers in over 100 communities in the U.S. (Also referred to as our grassroots network).
 - **Staff:** Dedicated experts who train and support our volunteers with information and strategy. Staff also develop the most strategic campaigns, do quality oversight research, and lead "grasstops" efforts.
 - **Members of Congress:** Supporting programs that save lives and provide opportunities for low-income people to move out of poverty.
 - **Media:** Influencing decision makers and educating the public.
 - **Donors:** Giving their financial support to achieve our mission.

- **Foundations and Corporations:** Supporting the work of RESULTS Educational Fund.
- **Other Organizations:** Partners, including international RESULTS affiliates whose combined knowledge and support amplify our impact.
- **Experts in the Field and “Grasstops” Leaders:** Individuals who lend expertise and greater visibility to our campaigns.

2.5. The primary beneficiaries of our work are those listed in Section 2.4

2.6. General functions: RESULTS Educational Fund (REF), our tax-deductible 501(c)(3) arm, identifies and promotes the most effective solutions to poverty by:

- Performing cutting-edge research on poverty issues and programs, as well as oversight of U.S. spending related to poverty domestically and internationally.
- Building support for proven poverty-fighting strategies by engaging and educating the public, policy makers, and opinion leaders, leading educational trips, working in coalitions, and encouraging the media to report on solutions to poverty.
- Supporting powerful citizenship by training volunteers in public speaking, generating media, hosting community forums, and educating their communities and elected officials about issues related to our campaigns.

RESULTS, our nonprofit, grassroots advocacy 501(c)(4) arm, supports specific anti-poverty legislation by:

- Mobilizing around key legislative opportunities that will have the greatest impact on the lives of low-income people. This can range from aiding members of Congress in generating bipartisan support for anti-poverty legislation to helping legislators craft bills that will benefit the poorest.
- Empowering ordinary people to become powerful voices for the end of poverty with a unique training and support system. RESULTS has grassroots chapters in over 100 locations in the U.S., which form one of the most engaged and effective grassroots networks in the world.
- Advocating for policies and legislation that create or safeguard effective solutions to poverty, make programs run more efficiently and effectively, and extend coverage to those who need it.

2.7. The **primary strategies** by which we fulfill our mission:

We combine the voices of our passionate grassroots activists with strategic grasstops efforts to leverage billions of dollars for programs and improved policies that give low-income people the health, education and opportunity they need to thrive.

2.8. **2012-2015 Goals:**

- Expand RESULTS coverage to all 50 states and 2/3 of congressional districts.
- Create more Congressional and grasstops champions.
- Expand policy impact through research, rapid response, and keen problem and solution analysis.
- Strengthen organizational systems to support expanding reach and impact.

- 2.9. The annual campaign goals for both global and domestic work are included as Appendix B.
- 2.10. **2012-2015 Strategic Plan** is included as Appendix A.

Part 3: Board Structure and Processes

3.1 Governing Style. The board will approach its task with a style that emphasizes outward vision rather than an internal preoccupation, encouragement of diversity in viewpoints, strategic leadership more than administrative detail, clear distinction of board and staff roles, and proactivity rather than reactivity. In this spirit, the board will:

- 3.1.1 Enforce upon itself and its members whatever discipline is needed to govern with excellence. Discipline shall apply to matters such as attendance, respect for clarified roles, speaking to management and the public with one voice, and self-policing of any tendency to stray from the governance structure and processes adopted in these board policies.
- 3.1.2 Be accountable to its stakeholders and the general public for competent, conscientious, and effective accomplishment of its obligations as a body. It will allow no officer, individual, or committee of the board to usurp this role or hinder this commitment.
- 3.1.3 Monitor and regularly discuss the board's own processes and performance, seeking to ensure the continuity of its governance functions by selection of capable directors, orientation and training, and evaluation.
- 3.1.4 Be an initiator of policy, not merely a reactor to staff initiatives. The board, not the staff, will be responsible for board performance.

3.2 Board Job Description. The job of the board is to lead the organization toward the desired performance and ensure that that performance occurs. The board's specific contributions are unique to its trusteeship role and necessary for proper governance and management. To perform its job, the board shall:

- 3.2.1 Determine the mission, values, strategies, and major goals/outcomes the organization seeks to accomplish, and hold the ED accountable for developing and implementing an organizational structure and staffing plan based on these policies.
- 3.2.2 Determine the parameters within which the ED is expected to achieve the goals/outcomes.
- 3.2.3 Monitor the performance of the organization relative to the achievement of the goals/outcomes within the executive parameters.
- 3.2.4 Maintain and regularly improve all ongoing policies of the board in this Guidebook.
- 3.2.5 Select, fairly compensate, nurture, evaluate annually, and, if necessary, terminate an ED.

- 3.2.6 Ensure financial solvency and integrity through policies and behavior.
- 3.2.7 Require periodic financial and other external audits to ensure compliance with the law and with good practices.
- 3.2.8 Evaluate and constantly improve our board's performance as the governing board, and set expectations for board members' involvement as volunteers.

3.3 Responsibilities of Grassroots Board Members. In addition to their general board responsibilities, Grassroots Board Members (GBM) duly elected by the volunteer membership of RESULTS/REF shall have the responsibility of representing the grassroots volunteers to the Board and to the Executive Committee. In that capacity they will advocate for the good of the grassroots volunteers making their positions and concerns known to the Executive Committee. GBM's will educate the grassroots volunteers about the function of the Board and inform them of Board decisions that are pertinent to their function as volunteers. GBM's shall be role models to volunteers and encourage volunteers to participate on Board committees when needed. Being both Board members and volunteers Grassroots Board members will play a part in encouraging volunteers and acknowledging their accomplishments.

- 3.3.1. GBM's represent Grassroots to the Board by:
 - i. Advocating for the Grassroots
 - ii. Communicating with the Grassroots about their concerns/needs and giving feedback to the Board.
 - iii. Educating the Grassroots about the function of the Board and familiarizing them with the By-laws.
 - iv. Acknowledging Grassroots' accomplishments.
 - v. Encouraging Grassroots participation on Board Committees when appropriate.
 - vi. Letting Grassroots know about certain Board decisions based on mutual agreement with Executive Committee.
 - vii. Being diligent Board members to ensure the effectiveness and sustainability of RESULTS.

3.4 Board Member Criteria. In nominating members for the board, the Nominating Committee shall be guided by the profile that is incorporated by reference to this Guidebook.

3.5 Orientation. Prior to election, each nominee shall be given this Guidebook along with adequate briefings on the role of the board, officers, and staff and an overview of programs, plans, and finances. Soon after election, each new board member will be given more comprehensive orientation material and training.

3.6 Chair's Role. The job of the chair is, primarily, to maintain the integrity of the board's processes. The chair “manages the board.” The chair is the only board member authorized to speak for the board, other than in rare and specifically board-authorized instances.

The chair ensures that the board behaves in a manner consistent with its own rules and those legitimately imposed upon it from outside the organization. Meeting discussion content will be those issues that, according to board policy, clearly belong to the board to decide, and not to staff to decide, although the Board may also leverage its expertise and outside experts to discuss and provide strategic input and expert guidance to inform staff decisions.

The authority of the chair consists only in making decisions on behalf of the board that fall within and are consistent with any reasonable interpretation of board policies in Parts 3 and 4 of this Guidebook. The chair has no authority to make decisions beyond policies created by the board. Therefore, the chair has no authority to supervise or direct the ED’s work, but is expected to maintain close communication with, offer advice to, and provide encouragement to the ED and staff on behalf of the board.

3.7 Board Meetings. Board events often will include time for guest presenters, interaction with staff and beneficiaries, board training, and social activities, as well as business sessions. Policies that are intended to improve the process for planning and running meetings follow:

3.7.1 The schedule for board meetings should be set as soon as practicable, preferably six months in advance.

3.7.2 The ED shall work with the chair and the committee chairs in developing agendas, which, along with background materials for the board and committees, monitoring reports, the ED’s recommendations for changes in the Guidebook, previous minutes, and other such materials, shall be mailed to all board members, regardless of their expected attendance at the upcoming meeting, at least one week in advance of board meetings.

3.7.3 Regular board meetings shall be held approximately every six (6) months. One meeting shall be concurrent with the RESULTS International Conference. The second meeting shall follow approximately six (6) months later at a convenient date that will result in a quorum of the Board to be present.

3.7.4 The Executive Director is responsible for notifying all Board members of meeting dates and arranging logistics, including meeting space and communications sufficient to prepare Board members for the meeting.

3.7.5 The Agenda for each meeting shall be developed by the Board Chairman in consultation with Board Committee Chairmen and the Executive Director. At a minimum, it will

include a review of the finances of both RESULTS and RESULTS Educational Fund, progress on the organizations' strategic plan and management of that plan, discussion about our current and potential advocacy agenda, relevant Board Committee reports and new business in accordance with Board protocol guided by Robert's Rules. All members of the Executive Committee have the opportunity to propose agenda items.

3.7.6 Special meetings of the board can be called according to the bylaws.

3.7.7 The Executive Committee shall prepare a meeting evaluation form for completion by each board member who attends the board meeting. The completed forms shall be reviewed, analyzed, and summarized by the Board Development Committee, which shall report the results of the meeting evaluation to the board members within two weeks of the board meeting.

3.8 **Standing Committees.** Committees help the board be effective and efficient. They speak "to the board" and not "for the board." Committee members may be recruited who are not currently members of the Board or active within RESULTS, provided that they bring specialized expertise, which will benefit the board and RESULTS. Unless authorized by the whole board, a committee may not exercise authority that is reserved to the whole board by the bylaws or by the laws of the District of Columbia and/or State of California governing not-for-profit organizations. Committees are not to exercise authority over staff. Once committees are created by the board, the board chair shall recommend committee chairs and members for one-year terms that expire at the earlier of one year or the committee member's term on the board, subject to board approval. The board chair is an *ex officio* member of all committees, although he/she is a full member of the Finance Committee. The ED shall assign one senior staff member to assist with the work of each committee upon the request of the Committee.

3.8.1 **Board Development Committee** - This committee is responsible for determining the skills that are required on the board, and for recruiting, training and orienting all new board members. The Committee advises the Board Chairman on how to make board governance more effective, including providing training opportunities. Along with the Board Chair and Executive Director, members of this committee communicate with other board members to ensure that they are making a productive contribution and they are satisfied with their board experience. The design, administration, and interpretation of board meetings and annual board self-evaluations are done by the Board Development Committee.

The committee will also develop a roster of potential board members (exclusive of grassroots members) based on the board profile, inclusive of their potential as donors and to introduce RESULTS to potential donors, and will recommend potential board members to the nominating committee

This committee is responsible for mentoring of new Board members, helping to socialize and bring new members into the understanding of what RESULTS does and how it makes it impact to ensure that new members can exercise their specific gifts and skills in support of the mission.

The Board Development Committee is responsible for maintaining the Board Guidebook.

Under the overall guidance of the Executive Committee, the Board Development Committee is responsible for working with the Executive Committee to ensure that a succession plan for the Board chairperson is in place and is operationalized as appropriate.

3.8.2 Finance, Audit and Compensation Committee (referred to as the Finance Committee)

– This committee is responsible for the annual independent financial audit process, including selection of the independent auditor, receiving and accepting the auditor’s report and arranging for its presentation to the Executive Committee and Full Board. It should oversee the implementation of corrective action to any management and internal control shortcomings identified by the auditor.

This committee shall oversee the organization's internal accounting controls. In addition, the committee shall be responsible for oversight of regulatory compliance, policies and practices regarding corporate responsibility, and ethics and business conduct–related activities, including compliance with all federal, state, and local laws governing tax-exempt entities. The committee shall also oversee written conflict of interest policies and procedures for directors and officers (see Appendix C).

It also has budgetary oversight responsibility, ensuring that the budget supports the strategy of the organization and interprets the overall financial health of the organization on behalf of the board. Consistent with this responsibility, it shall review the annual unrestricted budget and submit it to the Executive Committee for its approval. Restricted budgets shall be reviewed only to the extent that they impact the achievement of the mission and goals of the organization and generate unrestricted revenue.

In addition, the committee shall make recommendations with regard to the level and terms of indebtedness, cash management, investment policy, risk management, financial monitoring and reports, employee benefit plans, signatory authority for expenditures, and other policies to guide the Executive Director and staff that the committee determines are advisable for effective financial management. All of the financial and compensation policies of the organization should be reviewed by this committee prior to Executive Committee approval.

The Committee shall meet on a quarterly basis no sooner than 45 days after the end of the quarter to review financial performance year to year and against budget.

This committee also oversees the annual evaluation of the Executive Director and makes a recommendation to the Executive Committee as to the compensation, hiring and firing of the Executive Director.

- 3.8.3 **Marketing Committee.** This committee shall study and recommend policies relating to the current and future positioning of the RESULTS brand and related marketing communications strategies. The committee supports the Board in achieving its mission through powerful brand positioning, providing perspective and guidance to the Director of Communications (through appropriate channels) and leverages introductions to world class resources. Its goal is to achieve a step change in brand awareness, positive perceptions and mobilization of key target audiences by growing relationship capital and maximizing both financial and nonfinancial returns on marketing investment.
- 3.8.4 **Executive Committee.** This committee shall comprise no fewer than seven (7) and no more than nine (9) voting members of the Board of Directors including four (4) Grassroots Directors, the Chairman of the Board, the Secretary, the Treasurer and any additional officers and one or more at-large members. The Executive Committee has the same powers as the full Board as provided by the Bylaws, except for amending the Articles of Incorporation or Bylaws, selecting and removing all other officers, agents and the Executive Director, or any action legally required to be taken by the entire board.
- 3.8.5 **Nominations Committee** – A Nominating Committee will be appointed annually by the Board to propose nominations as required during the course of the year for both At Large and Executive Committee vacancies expected to occur in accordance with the procedures described in the Bylaws.
- 3.8.6 **Issues Committee-** This committee will make recommendations to the Executive Committee on which issues of poverty the organization should put attention and resources. Members of this committee should include experts of poverty and/or policy making.
- 3.8.7 **Bylaws Committee-** This committee will make recommendations of bylaws changes to the Executive Committee. Changes in the Bylaws need to be approved by the Executive Committee and recommended to the full Board for approval.
- 3.8.8 **Fundraising Committee Purpose:** The Fundraising Committee is charged with contributing to the financial health of RESULTS Educational Fund and RESULTS, hereinafter referred to collectively as RESULTS, by: sustaining and increasing the level of charitable contributions to the organization(s) through a variety of means, including: personal donations; personal recruitment, cultivation and upgrading of existing and new major donors; recruitment of potential additional Fundraising Committee members with appropriate resources and contacts; and coordination with staff and other Board members on those and related activities. The Fundraising Committee may also make

recommendations to the Board on development and implementation of additional fundraising strategies, and enhancement of existing strategies and their execution.

Membership: The Committee should include non-Board members who are major donors and who are interested in helping recruit others to become major donors.

Authority and Scope of Activities: The Board grants the Committee, and its individual members, the authority and direction to engage in the following activities:

1. To maximize their own personal financial contributions to RESULTS;
2. To identify, recruit, and cultivate other potential major donors, individual and organizational, from their own circles of acquaintance and beyond;
3. To identify, recruit, and recommend major donors and others for appointment to the Fundraising Committee;
4. To engage in personal networking towards the end of identifying additional potential major donors, educating them, and obtaining their financial support for RESULTS;
5. To propose, organize, and assist with preparation of events or meetings by which to deepen relationships with and secure the financial support of identified major donors;
6. To inform themselves regarding other existing RESULTS fundraising activities, including group events, partner friends and family campaigns, legacy giving, major grant applications, and the like, and to make recommendations for the expansion or enhancement of such existing strategies, as well as to study, evaluate, and recommend other fundraising strategies which might be utilized, consistent with Board, staff, and partner capacities and available resources;
7. Such other duties as may be assigned.”

3.9 Advisory Groups, Councils, and Task Forces. To increase its knowledge base and depth of available expertise, the board supports the use of groups, councils, and task forces of qualified advisers. The term "task force" refers to any advisory group appointed by the ED or the chair to assist him or her in carrying out various time-limited goals and responsibilities. Although either the chair or the ED may form a task force, he/she or he/she shall notify the board of its formation, purpose, and membership within 10 days of its formation. The ED may assign a senior staff member to serve advisory groups.

3.10 Board Members' Code of Conduct. The board expects of itself and its members ethical and businesslike conduct. Board members must offer unconflicted loyalty to the interests of the entire organization, superseding any conflicting loyalty such as that to family members, advocacy or interest groups, and other boards or staffs of which they are members. Board members must avoid any conflict of interest with respect to their fiduciary responsibility. There must be no self-dealing or 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.

Board members will make no judgments of the ED or staff performance except as the performance of the ED is assessed against explicit board policies and agreed-upon performance goals and objectives.

Each board member is expected to complete and sign an Annual Affirmation and Conflict of Interest Statement (see Appendix C) which covers, *inter alia*, board conflicts of interest, in accordance with the laws of the state governing not-for-profit organizations, and other expectations of board members.

3.11 Board Finances. Every board member is expected to be a donor of record in each calendar year. Expenses incurred to fulfill board activities may be an individual tax deduction; however, any board member may submit for reimbursement any expenses incurred to attend board or committee meetings.

Part 4: Board–Executive Director (ED)/Staff Relationship

- 4.1 Delegation to the Executive Director (ED).** While the board’s job is generally confined to establishing high-level policies, implementation and subsidiary policy development are delegated to the ED.
- 4.1.1 All board authority delegated to staff is delegated through the ED, so that all authority and accountability of staff—as far as the board is concerned—is considered to be the authority and accountability of the ED.
- 4.1.2 Organization Essentials policies (Part 2) direct the ED to achieve certain results. Executive Parameters policies (Part 5) define the acceptable boundaries of prudence and ethics within which the ED is expected to operate. The ED is authorized to establish all further policies, make all decisions, take all actions, and develop all activities as long as they are consistent with any reasonable interpretation of the board’s policies in this Guidebook.
- 4.1.3. The board may change its policies during any meeting, thereby shifting the boundary between board and ED domains. Consequently, the board may change the latitude of choice given to the ED, but so long as any particular delegation is in place, the board and its members will respect and support the ED’s choices, as long as those choices are in accordance with the Executive Parameters included in Section 5 and prior Board guidance. This does not prevent the board from exercising oversight in the delegated areas.
- 4.1.4 Except when a person or committee has been authorized by the board to incur some amount of staff cost or time for study of an issue, no board member, officer, or committee has authority over the ED.
- 4.2 ED Job Description.** As the board’s single official link to the operating organization, ED performance will be considered to be synonymous with organizational performance as a whole. Consequently, the ED’s job contributions can be stated as performance in two areas: (a) organizational accomplishment of the major organizational goals in Section 2.8, 2.9 and 2.10 and (b) organization operations within the boundaries of prudence, financial responsibility and ethics established in board policies on Executive Parameters.
- 4.3 Communication and Counsel to the Board.** With respect to providing information and counsel to the board, the ED shall keep the board informed about matters essential to carrying out its policy duties. Accordingly, the ED shall:
- 4.3.1 Inform the board of relevant trends, anticipated adverse media coverage that could negatively impact the reputation and financial well-being of the organization, and material external and internal changes, particularly changes in the assumptions upon

which any board policy has previously been established, always presenting information in as clear and concise a format as possible.

- 4.3.2 Relate to the board as a whole except when fulfilling reasonable individual requests for information or responding to officers or committees duly charged by the board.
- 4.3.3 Report immediately any actual or anticipated material noncompliance with a policy of the board, along with suggested changes.

4.4 Monitoring Executive Performance. The purpose of monitoring is to determine the degree to which the mission is being accomplished and board policies are being fulfilled. Information that does not do this shall not be considered monitoring. Monitoring will be as automatic as possible, using a minimum of board time, so that meetings can be used to affect the future rather than to review the past. A given policy may be monitored in one or more of three ways:

- 4.4.1 Direct board inspection: Discovery of compliance information by a board member, a committee, or the board as a whole. This includes board inspection of documents, activities, or circumstances that allows a "prudent person" test of policy compliance.
- 4.4.2 External report: Discovery of compliance information by a disinterested, external person or firm who is selected by and reports directly to the board. Such reports must assess executive performance only against legal requirements or policies of the board, with suggestions from the external party as to how the organization can improve itself.
- 4.4.3 ED reports: The ED shall help the board determine the metrics required to measure progress in achieving the mission and goals and conforming with board policies. Currently the board requests these regular monitoring reports, in addition to any specific reports requested in other sections of the Guidebook:
 - 4.4.3.1 At each Executive Committee Meeting: Informal ED reports on achievements, problems, and board notices.: (a) A one- or two-page "dashboard" report showing agreed-upon key indicators that track designated financial and program results over an agreed upon period in graphic form; (b) other summary reports as the board may define in this Guidebook.
 - 4.4.3.3 At each Board Meeting: (a) Expense and revenue against budget report with comparison to previous year and current budget summarized on a program by program basis; (b) balance sheet;
 - 4.4.3.4 Annually: Staff organization chart (or whenever major changes are made); (d) other reports that the board may define in this Guidebook.

4.5 Annual Performance Review. The Finance Committee, shall lead the formal, annual evaluation of the ED, with involvement of the full Executive Committee, based on achievement of organizational goals and any other specific goals that the board and the ED have agreed upon in advance, as well as the ED's own written self-evaluation. All board members are invited to comment after they have seen the self-evaluation.

Leading the evaluation implies administering the process, developing any questionnaire and tabulating results. The Board Chairman shall review the evaluation with the ED. After the Chairman's meeting with the ED, the Finance Committee will report on its review to the Executive Committee, including recommendations on the ED's compensation, which the Executive Committee will then act upon.

At least every three years, the Finance Committee shall invite other input in a carefully planned "360" review, inviting feedback from staff, peers in our sector, and individuals outside the organization who have interacted with the ED.

As part of the annual evaluation process, the ED and the Executive Committee will collaborate to determine specific, personal performance goals for the year ahead. These goals shall be documented in a letter to the ED from the board chair and will be a primary basis for determining the ED's performance at the end of the next year.

4.6 Staff Compensation. The ED is expected to hire, train, motivate, compensate, and terminate staff in a professional and caring fashion. Salary and benefits will include those that are customary and normal among similar organizations, provided that laws and regulations governing the employing entity are followed.

The ED shall (a) develop and maintain an employee manual that is reviewed bi-annually by competent legal counsel and (b) provide copies of this manual to the board for information at the first of the two Board meetings held each year, unless the manual is not changed, in which case, notification of that fact fulfills the requirement

4.7 Staff Treatment. Compliance with all laws and regulations. With respect to treatment of paid and volunteer staff, the ED may not cause or allow conditions that are inhumane, unfair, or undignified. Accordingly, he/she may not:

4.7.1 Discriminate among employees on other than clearly job-related, individual performance or qualifications.

4.7.2 Fail to take reasonable steps to protect staff from unsafe or unhealthy conditions.

4.7.3 Withhold from staff a due-process, unbiased grievance procedure.

4.7.4 Discriminate against any staff member for expressing an ethical dissent.

- 4.7.5 Prevent staff from grieving to the board when (a) internal grievance procedures have been exhausted and (b) the employee alleges that board policy has been violated to his or her detriment.
- 4.7.6 Fail to acquaint staff members with their rights under this policy.
- 4.7.7 Fail to provide clear performance expectations consistent with our strategic plan and to provide the necessary resources to staff to achieve those expectations.
- 4.8 ED Transitions.** At any time, the chair may appoint a transition task force to explore options and propose strategies and board policies related to succession and transition of the ED.

The incumbent ED shall give the Executive Committee, if possible, a six-month notice of intent to leave that office. Any need for an acting or interim ED will be determined by the board chair subject to Executive Committee approval. The board chair is authorized, as soon as a vacancy or scheduled departure of the ED is known, to appoint a search committee and committee chair. The committee shall within 30 days recommend for Executive Committee approval a position announcement, a recommendation on any search consultant, the appointment of a search secretary, and a budget for the search.

The search committee shall present at least two qualified candidates to the Executive Committee for selection. The Executive Committee shall, at the time of selection, develop the new ED's compensation and service agreement and give the successor ED any special performance priorities from the board. Negotiation of such an agreement shall be the responsibility of the Chairman of the Board, assisted by the Treasurer.

- 4.9 Board Reference Book and Web Site.** In addition to reports that the ED may choose to make to the board, the ED shall develop and maintain a Board Reference Book with all pertinent documents to which board members might want to refer during board and committee meetings (e.g., articles, bylaws, organization chart, recent minutes, committee roster, list of key volunteers/consultants, board documents referred to in this Guidebook, etc.). In addition, the board requests that the ED maintain, as funding is available, a secure Internet web site for board members to allow them to access relevant data and reports on a timely basis. The ED shall notify board members as new key information is posted to the board web site.

Part 5: Executive Parameters

- 5.1 General Guidance.** The purpose of the remainder of the Guidebook is to detail those executive parameters that will guide the Executive Director and the staff as they accomplish the mission. These parameters are intended to free the Executive Director and the staff to make timely decisions without undue Board directives. The Board expects that the Executive Director will do nothing that is illegal, unethical, or imprudent. Beyond these general parameters, the Board details its executive parameters in the major sections that follow in Part 5.
- 5.2 Finance Parameters.** The Executive Director must ensure that the financial integrity of the organization is maintained at all times; that proper care is exercised in the raising, receiving, processing, and disbursing of funds; and that financial and nonfinancial assets are appropriately protected.
- 5.2.1 Budgeting. The unrestricted budget during any fiscal period shall not (a) deviate materially from the Board's goals and priorities listed in Part 2, (b) risk fiscal jeopardy, or (c) fail to show a generally acceptable level of foresight. Accordingly, the Executive Director may not cause or allow budgeting that:
- 5.2.1.1 Contains too little detail to (a) enable accurate projection of revenues and expenses, (b) separate capital items from operational items, (c) monitor cash flow and subsequent audit trails, and (d) disclose planning assumptions.
- 5.2.1.2 Anticipates the expenditure in any fiscal year of more funds than are conservatively projected to be received in that period unless the Executive Committee specifically authorizes investment of then available unrestricted reserves in a longer term investment that is reasonably expected to generate a positive ROI over an identified time frame.
- 5.2.1.3 Reduces the current assets at any time to less than twice current liabilities and allows cash to drop below a safety reserve of a minimum of one month's expenses at any time.
- 5.2.1.4 Is not derived from the strategic plan.
- 5.2.2 Financial Controls. The Executive Director must exercise care in accounting for and protecting the financial assets of the organization. To this end, the Executive Director is expected to abide by generally accepted accounting principles and the internal controls in the financial systems that are employed in the organization. In addition, the Executive Director may not:
- 5.2.2.1 Receive, process, or disburse funds under controls insufficient to meet the Board-appointed auditor's standards.

5.2.2.2 Approve an unbudgeted expenditure or commitment of greater than \$200,000 without the approval of the Executive Committee.

5.2.2.3 Approve an unbudgeted expenditure or commitment of greater than \$100,000 without informing the Finance Committee and Executive Committee.

5.2.2.4 Amounts listed above shall be indexed to the unrestricted budget using 2014 as the base year and may be changed by the Executive Committee at any time.

5.2.3 **Asset Protection.** The Executive Director may not allow assets to be unprotected, inadequately maintained, or unnecessarily risked. Accordingly, the Executive Director may not:

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

5.2.3.2 Make any major purchase of over \$ 50,000 without use of some demonstrably prudent method of acquisition of quality goods or services at competitive prices or prudent protection against conflict of interest has not been provided.

5.2.3.3 Acquire, encumber, or dispose of real property without Board approval.

5.2.3.4 **Investment Principles.** The Executive Director may not invest or hold operating capital in insecure instruments or in non-interest-bearing accounts, except where necessary to facilitate operational transactions.

5.3 Program Parameters. In general, the Executive Director is expected to establish, maintain, and eliminate programs and services to achieve the organization's mission and goals in the most effective and efficient manner.

5.3.1 New programs are defined as an activity with discreet sources of funding that takes on a new issue that furthers RESULTS mission with an expected annual budget exceeding \$250,000. Such new programs must be approved by the Executive Committee.

5.4 Advancement Parameters. The various efforts to represent the organization to the public (media, public relations, fund-raising, new member recruitment, etc.) shall be integrated sufficiently that the organization's brand/positioning in the external world is positive and effective.

5.4.1 **Fund-Raising Strategy.** The Executive Director shall develop and maintain a fund-raising plan that shall be provided to Board members for review each March, along with results for each initiative for the prior year.

5.4.1.1 **Gift Policies.** The Executive Director shall develop appropriate policies governing the solicitation, acceptance and acknowledgement of gifts and donations to the organization.

Included in these policies shall be appropriate restrictions and protections on the use of personal data.

5.4.2 Public Affairs. The Executive Director shall exercise care in representing that we are a mission-centered organization and shall develop policies and procedures for communicating with primary stakeholders and the public at large in a way that reinforces that image.

5.4.2.1 Communications Plan. The Executive Director shall develop and maintain a communications plan.

5.4.2.2 Communications Restrictions. To preserve our image in the community, the Executive Director and any designee are the only spokespersons authorized to speak for the organization, and the Board Chair is the only spokesperson for the Board. None of the spokespersons may represent the organization in any way that is inconsistent with the policies in Part 2 of this Guidebook; or engage in their capacity as a Board member in any activities in support of a candidate for political office.

5.5 Audit and Compliance Parameters. The Executive Director shall take the necessary steps to ensure the integrity of our systems and procedures; to see that they comply with all pertinent legal, regulatory, and professional requirements; and to report to the Board any material variations or violations.

5.5.1 Annual External Audit. An independent auditor will be hired and supervised by the Finance Committee, after a careful selection and periodic evaluation. The Executive Director shall respond in detail to items in the auditor's management letter concerning opportunities to improve systems and procedures related to financial controls.

5.5.2 Internal Compliance. The Executive Director shall meet all requirements for complying with federal, state, or local laws and regulations. The Executive Director shall maintain a list of compliance actions and reports that are required of RESULTS and REF and periodically submit the list for inspection by the Finance Committee.

5.6 Mission Communication. It is the Executive Director's responsibility to communicate the mission, values and purpose of the organization to the staff, donors, volunteers, partners and Board in a manner that is compelling and motivating for continued effort at their highest level.