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Subject: Board Governance

**PURPOSE:**

Camden County Developmental Disability Resources (CCDDR) shall have sound governance policies in order for the Board of Directors to effectively manage the operations of the Board and in order for the agency to accomplish its stated mission.

**POLICY:**

Board members shall have the following basic legal duties:

- A duty of care
- A duty of loyalty
- A duty of obedience

This policy complements, but does not replace, the Board’s current operating Bylaws.

CCDDR is established as a political subdivision under the laws of Missouri, statute 205.968-205.972. The CCDDR Board of Directors is established as the authority to operate CCDDR in accordance with the above statute, Bylaws, and Board policies.

CCDDR business will be conducted in accordance with the laws of the state of Missouri, Bylaws of the agency, Board policies, and generally accepted business practices that will accomplish the CCDDR mission.

I. Authority of Board of Directors

Each member of the CCDDR Board is legally and morally responsible for all activities of CCDDR. All members of the Board share in a joint and collective authority which exists and can only be exercised when the group is in session.

II. Board Member Commitment

Serving as a Board member of CCDDR involves a very special commitment. To meet that commitment, Board members are expected to:

- Ensure adherence to CCDDR’s mission and ethics statements
- Attend and actively participate in all of the Board’s meetings
- When absent from a meeting, review minutes and results of the missed meeting

- Do their homework to be prepared to participate fully in Board and committee meetings
- Act only with the full Board, not individually unless authorized to do so by the full Board
- Speak for the full Board only when the full Board sanctions he/she in doing so

### III. Board Delegation of Policy Interpretation to Staff and Public

The Board delegates to the Executive Director responsibility for policy interpretation to the staff and public and for rule making, issuance of procedural directives, and guides not specifically covered or detailed in the Board policies. Such interpretations, rules, and directives have the force of Board regulations unless and until superseded by the Board action.

### IV. Board Member Rights

CCDDR Board members are granted certain specific rights. All Board members have the right to:

- Receive notice of Board meetings and the agenda
- Attend and participate in Board meetings
- Examine CCDDR's books, records, meeting minutes, financial statements, and contracts
- Place items on the Board meeting agenda at the appropriate time

### V. Duty of Board Members not to Compete

A Board member may not use his/her position on the CCDDR Board to prevent CCDDR from competing with the Board business. It is expected that Board members, even after they complete Board service, will not use trade secrets, client lists, or other confidential information acquired by virtue of being a member of the Board.

### VI. Legal Obligations of Board Members

CCDDR Board members are both responsible and liable for CCDDR. The CCDDR Board and the law require every Board member to follow the rule of the reasonably prudent person and the principle of good faith.

The rule of the reasonably prudent person means that the Board will not:

- Mismanage CCDDR in a manner deviating from fundamental management principles, such as planning carefully for the future of CCDDR or its clients, regularly reviewing the financial status of CCDDR, and monitoring compliance with Board policies
- Fail to govern by utilizing all control systems available to CCDDR
- Be involved in self-promotion that provides personal gain to Board members

The principle of good faith means that Board members will:

- Attend all Board and committee meetings to be a part of Board actions
- Read and understand CCDDR's policies and Bylaws
- Pay attention to organizational affairs and keep informed about organization activities
- Ensure that CCDDR is in compliance with legal requirements
- Avoid self-promotion
- Base decisions on and act in the best interest of the agency and the individuals served by the agency
- Maintain boundaries with all persons served, their families, and stakeholders

CCDDR Board members will not:

- Be critical, in or outside of the Board meeting, of other Board members or their opinions
- Use CCDDR or any part of CCDDR for any personal advantage or the personal advantage of friends or relatives
- Discuss confidential proceedings or closed session proceedings of the Board outside the Board meeting
- Promise prior to a meeting how they will vote on any issue in the meeting
- Interfere with duties of the Executive Director and staff or undermine the Executive Director's authority
- Authorize any action or transaction on behalf of the Board of Directors in any procurement of services or execution of any legal document, legal agreement, contractual agreement, use of property, or other similar action or transaction without being authorized to do so by the Board of Directors
- Sign as a witness on any legal documents pertaining to persons served, their families, or stakeholders, except if acting within the capacity of the legally designated representative, primary relative, and/or legal guardian for a specific individual

## VII. Board Member Composition

The composition of the Board of Directors shall adhere to state statutes in terms of the following:

1. At least two members of the Board shall be related within the third degree to a person with a developmental disability.
2. At least seven Board members must be residents of Camden County Missouri
3. The total number of Board members shall be nine.
4. All Board members shall be appointed by the Camden County Commission to serve three year terms.

## VIII. Board Member Selection Process

When there is a vacancy within the Board, the Board shall determine if there is a need to form a Nominating Committee or charge the Executive Director to conduct a search for potential Board members. The Nominating Committee or Executive Director shall be

responsible for recommending no more than three candidates to fill the vacancy, which will be submitted to the full Board for review and discussion. Upon finalizing review and discussion by the full Board, the candidates' names shall be submitted for consideration to the Camden County Commission for appointment to the Board.

To be most effective in ensuring the right candidates are considered, the selection criteria shall consider the composition of the current Board, the current Board members qualities, and the needs of CCDDR as an organization. In addition to the consideration of the statutory requirements, some basic qualities the Nominating Committee or Executive Director may consider in evaluating potential Board members include the candidates':

- Overall interest and enthusiasm in serving on the Board and in improving the lives of Camden County citizens with developmental disabilities
- Level of integrity
- Prior education/work experience within the field of developmental disabilities
- Teamwork skills
- Geographic area of residence within the county
- Ability to think toward the future
- Time availability
- Ability to attend Board meetings

The nominating committee shall analyze these qualities along with those of the current Board and consider how the prospective members and current members will work together. The committee may also consider how the prospective members will influence the existing CCDDR Board dynamics.

The ongoing evaluation process of the CCDDR Board and its processes, as well as the annual Board member process, may also influence the selection criteria.

When suitable candidates have been identified, the Nominating Committee or Executive Director shall initiate discussions with them to gauge their interest and provide answers to any questions or concerns. If requested by candidates, the Nominating Committee or Executive Director shall provide candidates with information about the Board and the organization, including: the organization's annual report, promotional brochures, a summary of the organization's services; a summary of the Board's current strategic plan; etc.

The list of candidates shall then be presented to the full CCDDR Board, who shall approve the list of candidates and identify the candidates the Board would like to have appointed. The Board may identify a top candidate or list the candidates in preferential order. Once the list of candidates is approved by the Board, the list of candidates shall be provided to the Camden County Commission, who may choose a candidate from the list to fill the current vacancy and who shall appoint a replacement to the CCDDR Board.

## IX. New Board Member Orientation

Once the candidate has been appointed to the Board by the Camden County Commission, the Board Chairperson and Executive Director will welcome the new member to the Board and ensure that the new member receives proper orientation to his/her new roles. Information shall be provided to each new Board member at the start of his or her service. This information will assist the new Board member with becoming familiar with CCDDR and its operations, the functions of the CCDDR Board, and the expectations of each Board member. Throughout the term, the information serves as a useful reference tool for CCDDR Board members.

To assure its effectiveness, the information shall be reviewed with all new CCDDR Board members. The information shall be kept up to date as CCDDR policies change or are introduced. The information shall include materials, reference links, and/or access to the following:

- CCDDR's current mission statement
- A brief history of CCDDR
- A description of CCDDR's structure and operations, including meeting dates and job descriptions
- A copy of the CCDDR Bylaws
- A Board Member Job Description
- All operational policies of CCDDR
- CCDDR's current strategic plan
- Financial information, including the current CCDDR budget, most-recent audit, investments, insurance and funding information
- A list of common acronyms used within field
- A description of the Board's committees and their terms of reference
- The names and contact information of each CCDDR Board member

All new Board members shall review/sign the following forms upon their initial appointment and annually thereafter:

- HIPAA Confidentiality Agreement
- Code Of Ethical Conduct Agreement
- Code of Ethics Statement
- Conflict of Interest Statement
- Social Media Policy Acknowledgement
- Board Member Job Description
- Corporate Compliance Acknowledgement
- Ethical Conduct and Values Statement
- Gift Disclosure Form
- Internet Bank and Financial Access Agreement
- Principles of Teamwork Acknowledgement
- Any other agreements, acknowledgements, or statements adopted or enacted hereafter

Staff members of CCDDR may lead tours of the CCDDR facility as well as the facilities of contracted agencies for new Board members. This will help new Board members to become familiarized with the programs and services both funded and provided by the Board.

In addition, the CCDDR Board Chairperson or a Board committee chairperson may also organize a committee orientation presentation. This can include describing each CCDDR committee and its purpose, reviewing each committee's work plans or assignments, and becoming familiar with each committee's terms of reference.

At the completion of the CCDDR Board orientation process, new Board members may be encouraged to provide feedback and recommendations on the orientation process. This will help strengthen the process for the future. The CCDDR Board Chairperson may also periodically involve the new Board member in one-on-one reviews of the members' progress following the orientation.

X. Board Education & Development

Periodically, CCDDR may provide certain Board development activities for all current Board members to enable them to more effectively accomplish their responsibilities as Board members. Such ongoing Board development activities provide Board members with the appropriate knowledge required to be effective decision makers. Board development activities can also help motivate the Board members in their positions. CCDDR may provide Board training & education activities during regular Board meetings, special meetings, or retreats. These orientation sessions can be in the form of presentations, group discussions, or information-sharing meetings. The Board Chairperson can lead a discussion with the new Board members of the organization's values and services. During the discussion, the Chairperson can refer to the Board's work plan and how it relates to the organization's strategies. The content and need for such Board training and education activities shall be determined on an as-needed basis by the Board.

XI. Annual Board Self Assessments

The CCDDR Board of Directors shall complete annual self assessments of the Board as a whole, as well as self assessments of their individual performance as CCDDR Board members. The self assessments shall be used to provide input as to needed Board development activities and orientation activities.

XII. Implementation of Board Governance Materials

The Executive Director shall develop proposed policies, manuals, handbooks, plans, job descriptions, or other Board governance materials at the request of the Board and may also propose new or revisions to policies, manuals, handbooks, plans, job descriptions, or other Board governance materials if the Executive Director feels they are necessary. New policies, plans, manuals, handbooks, job descriptions, and program guidelines must be discussed by and approved through Resolution of CCDDR's Board of Directors at a Board meeting.

Revisions to policies, plans, manuals, handbooks, and the Executive Director's job description must also be discussed by and approved through Resolution of CCDDR's Board of Directors at a Board meeting; however, new or revisions to agency procedures; revisions to all other previously Board-approved job descriptions, and revisions to previously Board-approved program guidelines can be approved and enacted by the Executive Director as deemed necessary so long as those revisions do not conflict or violate any Bylaws provision, policy, plan, manual, regulation, or law. The CCDDR Board of Directors may rescind or revise any procedure, policy, plan, manual, job description, or program guideline through discussion and approval of a Resolution at a Board meeting.

On an annual basis, the Executive Director and Administrative Team shall review all policies, manuals, handbooks, plans, job descriptions, or other Board governance materials and may make recommendations for modifications as needed. The Executive Director shall enact agency procedures as appropriate and within the guidelines of policies, manuals, handbooks, plans, job descriptions, Bylaws, or other Board governance materials.

### XIII. Exit Process

Board members may resign their position with the Board at any time by submitting a Letter of Resignation to the CCDDR Board Chairperson. The Letter of Resignation shall provide the circumstances with regard to the Board member's resignation and the effective date of the resignation. Board members may be reappointed for additional three-year terms by the Camden County Commission, should the Commission approve the reappointment. If an appointment or re-appointment has not been confirmed by the Camden County Commission on the term expiration date of any Board member position, the Board member position shall be considered vacant until an appointment or re-appointment is made. If a vacancy or vacancies exist, a quorum of the Board shall then be considered a majority of the confirmed appointed positions remaining.

### **REFERENCES:**

- Sections 205.968-205.972 RSMo
- CARF Standards Manual, Section 1J
- CCDDR Bylaws