

CFTT Governance Policies

Table of Contents

I. Ends	1
1.1 Vision and Mission	1
1.2 Results and Priorities	1
II. Governance Process	2
2.1 Global Governance Commitment	2
2.2 Governing Style.....	2
2.3 Board Job Description	3
2.4 Agenda Planning	3
2.5 Chair’s Role	4
2.6 Cost of Governance.....	4
2.7 Board Committee Principles	5
2.8 Board Members’ Code of Conduct.....	5
III. Board-Executive Director Linkage	7
3.1 Monitoring Executive Director Performance	7
3.2 Delegation to the Executive Director	8
3.3 Global Board-Executive Director Linkage.....	8
3.4 Unity of Control	8
3.5 Accountability of the Executive Director	9
IV. Executive Limitations	10
4.1 Global Executive Constraint.....	10
4.2 Quality Assurance	10
4.3 Treatment of Staff	10
4.4 Financial Planning And Budgeting.....	11
4.5 Financial Condition And Activities	11
4.6 Emergency Executive Director Succession	11
4.7 Asset Protection.....	12
4.8 Compensation and Benefits	12
4.9 Staff Members’ Code of Conduct	13
4.10 Communication and Support to the Board	14
4.11 Ends Focus or Grants or Contracts	14

Definitions:

Outside Party - For the purposes of this document, is meant the public, investment managers, investment advisors, donors, perspective donors, vendors, consultants, or any other person or entity doing business with the foundation.

I. Ends Policies

POLICY TYPE: I. ENDS
POLICY TITLE: 1.1 VISION AND MISSION

The vision of the Community Foundation for the Twin Tiers, Inc. is a present and future quality of life surpassed by none in the counties served by the Foundation.

Its mission is to continuously improve the present and future quality of life in the counties served by the Foundation.

POLICY TYPE: I. ENDS
POLICY TITLE: 1.2 RESULTS AND PRIORITIES

In pursuit of this vision and mission, the Board of Directors will:

- ◆ Make grants consistent with the goals and interests of the designated and donor advised endowment funds
- ◆ In the case of undesignated funds, make grants for projects and programs to organizations that improve the quality of life in the counties served by the Foundation and that do not discriminate based on race, religion, ethnicity, national origin, gender, sexual orientation, age, or disability
- ◆ Payout from all funds, except those containing illiquid assets, 4% of the average market value net of financial management fees in cash annually
- ◆ Practice good governance in the management of the funds under its care including:
 - ◆ Being an efficient and accountable administrator
 - ◆ Seeking the counsel and advice of citizens
 - ◆ Providing leadership on issues that may affect the quality of life in our communities

In pursuit of these results:

1. Priority is given to the development of a strategic plan for CFTT before June 30, 2005. This is key to obtaining the desired results.
2. Emphasis will be placed on marketing ourselves to the professional community and the public about who we are and what we do.
3. Raise \$300,000 in administrative funds before hiring professional staff.
4. Build our endowment funds to \$300,000 and then at least double them each year.
5. Hire professional staff when sufficient administrative funds are raised.

II. Governance Process Policies

POLICY TYPE: II. GOVERNANCE PROCESS
POLICY TITLE: 2.1 GLOBAL GOVERNANCE COMMITMENT

The purpose of the board, on behalf of the residents of the county(s) served by the Foundation, is to see to it that the CFTT (1) achieves appropriate results for appropriate persons/entities at an appropriate cost and (2) avoids unacceptable actions and situations.

The board represents the residents and organizations within these county(s) and therefore, it shall educate itself regarding the diverse values held by the persons it represents and shall act always under the influence of those values. The Board's education may be facilitated by (1) reviewing reports, (2) studying responses in citizen questionnaires and comments by key informants, (3) discussions with elected representatives, consumers, and service providers, and (4) monitoring the demand and utilization of services.

The Board shall report periodically to the citizens of these county(s) on its stewardship. At least once per year, the Board shall disseminate a statement of its programmatic work and give an accounting of its financial resources and the extent to which these funds have been translated into services.

POLICY TYPE: II. GOVERNANCE PROCESS
POLICY TITLE: 2.2 GOVERNING STYLE

The board will govern with an emphasis on (1) outward vision rather than internal preoccupation, (2) encouragement of diversity in viewpoints, (3) strategic leadership more than administrative detail, (4) clear distinction of board and executive director roles, (5) collective rather than individual decisions, (6) future rather than past or present, and (7) pro-activity rather than reactivity.

Accordingly,

1. The board will deliberate in many voices, but govern and speak with one voice.
2. The board will cultivate a sense of group responsibility. The board, not the staff, will be responsible for excellence in governing. The board will be the initiator of policy, not merely a reactor to staff initiatives. The board will use the expertise of individual members to enhance the ability of the board as a body rather than to substitute individual judgments for the board's values.
3. The board will direct, control, and inspire the organization through the careful establishment of broad written policies reflecting the board's values and perspectives about ends to be achieved and means to be avoided. The board's major policy focus will be on the intended long-term effects outside the organization, not on the administrative or programmatic means of attaining those effects.
4. The board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation, policy-making principles, respect of roles, ethical conduct and ensuring continuance of governance capability. Continual board development will include orientation of new board members in the board's governance process and periodic board discussion of process improvement.
5. The board will monitor and discuss the board's process and performance at least twice a year. Self-monitoring will include comparison of board activity and discipline to policies in the Governance Process and Board-Executive Director Linkage categories.

POLICY TYPE: II. GOVERNANCE PROCESS
POLICY TITLE: 2.3 BOARD JOB DESCRIPTION

The board's job, on behalf of the CFTT, is to define and demand appropriate organizational performance to achieve its mission and ends and avoid situations and activities that are unacceptable.

Accordingly,

1. The board will ensure a link(s) between the organization and the residents of the county(s) it serves.
2. The board will produce written governing policies that, at the broadest levels, address each category of organizational decision.
 - a. Ends: organizational products, effects, benefits, outcomes, recipients, and their relative worth (what good for which recipients at what cost).
 - b. *Executive Limitations*: Constraints on executive authority that establish the prudence and ethics boundaries within which all executive activity and decision making must take place.
 - c. *Governance Process*: Specification of how the board conceives, carries out, and monitors its own tasks.
 - d. *Board-Executive Director Linkage*: How power is delegated and its proper use monitored, the Executive Director's role, authority, and accountability.
3. The board will require assurances of the Executive Director's performance (against policies 2a and 2b above).

POLICY TYPE: II. GOVERNANCE PROCESS
POLICY TITLE: 2.4 AGENDA PLANNING

To accomplish the board's job with a governance style consistent with its policies, the board will follow an annual agenda that (1) completes re-exploration of Ends policies annually and (2) continually improves board performance through board education and enriched input and deliberation.

Accordingly,

1. The cycle will conclude each year on the last day of June so that administrative planning and budgeting can be based on accomplishing a one-year segment of the board's most recent statement of long-term Ends.
2. The cycle will start with the board's development of its agenda for the next year.
 - a. Consultations with partners and potential partners in the ownership or other methods for the purpose of gaining ownership input will be determined and arranged in the first quarter, to be held during the balance of the year.
 - b. Governance education and education related to Ends determination (for example, presentations by futurists, demographers, advocacy groups, and staff) will be arranged in the first quarter, to be held during the balance of the year.
3. Throughout the year, the board will attend to consent agenda items as expeditiously as possible.
4. Executive Director monitoring will be included on the agenda if monitoring reports show policy violations or if policy criteria are to be debated.
5. Executive Director remuneration will be decided after a review of monitoring reports received in the last fiscal year.

POLICY TYPE: II. GOVERNANCE PROCESS
POLICY TITLE: 2.5 CHAIR'S ROLE

The chair assures the integrity of the board's process and, secondarily, occasionally represents the board to outside parties.

Accordingly,

1. The responsibility of the chair is to ensure that the board functions consistently with its own rules and those legitimately imposed upon it from outside the organization.
 - a. Meeting discussion content will be only those issues which, according to board policy, clearly belong to the board to decide, not the Executive Director.
 - b. Deliberation will be fair, open, thorough but also timely, orderly, and kept to the point.
2. The authority of the chair consists in making decisions that fall within topics covered by board policies on Governance Process and Board-Executive Director Linkage, except where the board specifically delegates portions of this authority to others. The chair is authorized to use any reasonable interpretation of the provision in these policies.
 - a. The chair is empowered to chair board meetings, with all the commonly accepted power of that position in accordance with Roberts Rule of Order.
 - b. The chair has no authority to make decisions about policies created by the board within Ends and Executive Limitations policy areas. Therefore, the chair has no authority to supervise or direct the Executive Director.
 - c. The chair may represent the board to outside parties, announce board-stated positions and state chair decisions and interpretations only within the area delegated to her or him.

POLICY TYPE: II. GOVERNANCE PROCESS
POLICY TITLE: 2.6 COST OF GOVERNANCE

Because poor governance costs more than learning to govern well, the board will invest in its governance capacity.

Accordingly,

1. Board skills, methods, and supports will be sufficient to assure governing with excellence.
 - a. Training and retraining will be used liberally to orient new members and candidates for membership, as well as to maintain and increase existing member skills and understandings.
 - b. Outside monitoring assistance will be arranged so the board can exercise confident control over organizational performance. This includes but is not limited to a fiscal audit.
 - c. Outreach mechanisms will be used as needed to ensure the board's ability to listen to owner viewpoints and values.
2. Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior capability. The budget shall contain for each fiscal year an amount appropriate for:
 - a. board training, including attendance at conferences and workshops.
 - b. an audit and other third-party monitoring of organizational performance.
 - c. surveys, focus groups, opinion analysis, and meeting costs.Once these amounts have been adopted by the board they may only be changed at the discretion of the Board.

POLICY TYPE: II. GOVERNANCE PROCESS

POLICY TITLE: 2.7 BOARD COMMITTEE PRINCIPLES

Board committees, when used, will be assigned so as to reinforce the wholeness of the board's job and so as never to interfere with delegation from board to Executive Director.

Accordingly,

1. Board committees are to help the board do its job, never to help or advise the staff. Committees ordinarily will assist the board by preparing policy alternatives and implications for board deliberation. In keeping with the board's broadest focus, board committees will normally not have dealings with current staff operations.
2. Board committees may not speak or act for the board except when formally given such authority for specific and timely purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the Executive Director.
3. Board committees cannot exercise authority over staff. Because the Executive Director works for the full board, he or she will not be required to obtain approval of a board committee before an executive action.
4. Board committees are to avoid over-identification with organizational parts rather than the whole. Therefore a board committee that has helped the board create policy on some topic will not be used to monitor organization performance on that same topic.
5. This policy applies to any group that is formed by board action, whether or not it is called a committee and regardless whether the group includes board members. It does not apply to committees formed under the authority of the Executive Director.

POLICY TYPE: II. GOVERNANCE PROCESS

POLICY TITLE: 2.8 BOARD MEMBERS' CODE OF CONDUCT

The board commits itself and its members to ethical, business like, and lawful conduct, including proper use of authority and appropriate decorum when acting as board members.

Accordingly,

1. Members must represent un-conflicted loyalty to the interests of the ownership. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other boards or staffs. It also supersedes the personal interest of any board member acting as a consumer of the organization's services (conflict of interest).
2. Members must avoid conflict of interest with respect to their fiduciary responsibility.
 - a. There must be no self-dealing or any conduct of private business or personal services between any board member and the organization except as procedurally controlled to assure openness, competitive opportunity, and equal access to inside information.
 - b. When the board is to decide upon an issue about which a member has an unavoidable personal financial conflict of interest, that member shall state their conflict before deliberation and shall absent herself or himself without comment from the vote.
 - c. Board members must not use their positions to obtain employment for themselves, family members, or close associates. Should a member desire employment, he or she must first resign.
 - d. Members will annually disclose their involvements with other organizations, with vendors, or any other associations that might produce a conflict. These disclosure forms, as required by fact of being a 501 (C)(3), will be on file in the Executive Director's office.
3. Board members may not attempt to exercise individual authority over the organization except as explicitly set forth in board policies.
 - a. A member's interaction with the Executive Director or with staff must recognize the lack of authority vested in individuals except when explicitly board-authorized.

- b. A member's interactions with public, press, or other entities must recognize the same limitation and the inability of any board member to speak for the board except to repeat explicitly stated board decisions.
- 4. Members will respect the confidentiality appropriate to issues of a sensitive nature.
- 5. Members will not express personal negative judgments of other board members, the Executive Director, or staff except during board meetings set to address confidential personnel matters.

III. Board-Executive Director Linkage Policies

POLICY TYPE: III. BOARD-EXECUTIVE DIRECTOR LINKAGE
POLICY TITLE: 3.1 MONITORING EXECUTIVE DIRECTOR PERFORMANCE

The Executive Director is responsible to the Board for implementing its policies.

Accordingly,

1. Monitoring is simply to determine the degree to which board policies are being met.
2. The board will acquire monitoring data by one or more of three methods: a) by internal report, in which the Executive Director discloses compliance information to the board, b) by external report, in which an external, disinterested third party selected by the board assesses compliance with board policies, and c) by direct board inspection, in which a designated member or members of the board assess compliance with the appropriate policy criteria.
3. In every case, the standard for compliance shall be any reasonable Executive Director interpretation of the board policy being monitored.
4. All policies that instruct the Executive Director will be monitored at a frequency and by a method chosen by the board. The board can monitor any policy at any time by any method, but will ordinarily depend on a routine schedule.

<i>Policy</i>	<i>Method</i>	<i>Frequency</i>
Quality Assurance	Internal	Each Board Meeting
Treatment of Staff	Internal	Annually
Financial Planning and Budgeting	Internal	Each Board Meeting
Financial Condition and Activities	Internal	Quarterly
	External	Annually
Emergency Executive Director Succession	Internal	Annually
Asset Protection	Internal	Annually
Compensation and Benefits	Internal	Annually
	External	Biannually
Communication and Support to the Board	Internal	Annually
Ends Focus or Grants or Contracts	Internal	Annually
Vision and Mission	Internal	Annually
Results and Priorities	Internal	Annually

5. Starting in June the board will begin a formal evaluation of the Executive Director by an Executive Committee, with input elicited by surveying the full board. The process will be concluded by the end of October of each year.

POLICY TYPE: III. BOARD-EXECUTIVE DIRECTOR LINKAGE
POLICY TITLE: 3.2 DELEGATION TO THE EXECUTIVE DIRECTOR

The board will instruct the Executive Director through written policies that prescribe the organizational Ends to be achieved and describe organizational situations and actions to be avoided, allowing the Executive Director to use any reasonable interpretation of these policies.

Accordingly,

1. The board will develop policies instructing the Executive Director to achieve certain results, for those served, at a specified cost. These policies will be developed systematically from the broadest, most general level to more defined levels, and will be called *Ends Policies*.
2. The board will develop policies that limit the latitude that the Executive Director may exercise in choosing the organizational means. These policies will be developed systematically from the broadest, most general level to more defined levels, and they will be called *Executive Limitations Policies*.
3. As long as the Executive Director uses *any reasonable interpretation* of the board's Ends and Executive Limitations policies, the Executive Director is authorized to establish all further policies, make all decisions, take all actions, establish all practices, and develop all activities.
4. The board may change its Ends and Executive Limitation Policies, thereby shifting the boundary between board and Executive Director domains. By doing so, the board changes the latitude of choice given to the Executive Director. But as long as any particular delegation is in place, the board will respect and support the Executive Director's choices.

POLICY TYPE: III. BOARD-EXECUTIVE DIRECTOR LINKAGE
POLICY TITLE: 3.3 GLOBAL BOARD-EXECUTIVE DIRECTOR LINKAGE

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

POLICY TYPE: III. BOARD-EXECUTIVE DIRECTOR LINKAGE
POLICY TITLE: 3.4 UNITY OF CONTROL

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

Accordingly,

1. Decisions or instructions of individual board members, officers, or committees are not binding on the Executive Director except in rare instances when the board has specifically authorized such exercise of authority.
2. In the case of board members or committees requesting information or assistance without board authorization, the Executive Director can refuse such requests that require, in the Executive Director's opinion, a material amount of staff time or funds, or are disruptive.

POLICY TYPE: III. BOARD-EXECUTIVE DIRECTOR LINKAGE

POLICY TITLE: 3.5 ACCOUNTABILITY OF THE EXECUTIVE DIRECTOR

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

Accordingly,

1. The board will never give instructions to persons who report directly or indirectly to the Executive Director.
2. The board will refrain from evaluating, either formally or informally, any staff other than the Executive Director.
3. The board will view Executive Director performance as identical to organizational performance, so that organizational accomplishment of board-stated Ends and avoidance of board proscribed means (Executive Limitation Policies) will be viewed as successful Executive Director performance.

IV. Executive Limitations Policies

POLICY TYPE: IV. EXECUTIVE LIMITATIONS
POLICY TITLE: 4.1 GLOBAL EXECUTIVE CONSTRAINT

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

POLICY TYPE: IV. EXECUTIVE LIMITATIONS
POLICY TITLE: 4.2 QUALITY ASSURANCE

With respect to interactions with the public, or with other agencies outside the organization, the Executive Director shall not cause or allow conditions, procedures, or decisions that are unsafe, undignified, unnecessarily intrusive, or that fail to provide appropriate confidentiality or privacy.

Accordingly, he or she shall not:

1. Use application forms that elicit information for which there is no clear necessity.
2. Use methods of collecting, reviewing, transmitting, or storing information that fail to protect against improper access to the material elicited.
3. Maintain facilities that fail to provide a reasonable level of privacy, both visual and aural (sound).
4. Fail to establish with outside contact a clear understanding of what may be expected and what may not be expected from the service offered.
5. Fail to notify outside contacts of this policy.

POLICY TYPE: IV. EXECUTIVE LIMITATIONS
POLICY TITLE: 4.3 TREATMENT OF STAFF

With respect to the treatment of paid and volunteer staff the Executive Director may not cause or allow conditions that are unfair or undignified.

Accordingly, he or she shall not:

1. Operate without written personnel policies adopted by the board that clarify personnel rules for staff, provide for effective handling of grievances, and protect against wrongful conditions such as nepotism, sexual harassment, and grossly preferential treatment for personal reasons.
2. Discriminate against any staff member for expressing an ethical dissent.
3. Prevent staff from grieving to the board after (1) internal grievance procedures have been exhausted and (2) the employee alleges that (a) the board's personnel policy has been violated to his or her detriment or (b) the board's personnel policy does not adequately protect his or her human rights.
4. Fail to acquaint staff with their rights under this policy.

POLICY TYPE: IV. EXECUTIVE LIMITATIONS
POLICY TITLE: 4.4 FINANCIAL PLANNING AND BUDGETING

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

Accordingly, the Executive Director shall not allow budgeting that:

1. Contains too little information to enable credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions.
2. Plans the expenditure in any fiscal year of more funds than are conservatively projected to be received in that period.
3. Reduces the current assets at any time to less than current liabilities.
4. Provides less for board prerogatives during the year than is set forth in the Cost of Governance Policy (2.6) under the Governance Process Policies and set forth in the budget for the current fiscal year.

POLICY TYPE: IV. EXECUTIVE LIMITATIONS
POLICY TITLE: 4.5 FINANCIAL CONDITION AND ACTIVITIES

With respect to the actual, ongoing financial condition and activities, the Executive Director shall not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditure from board priorities established in Ends policies.

Accordingly, the Executive Director shall not:

1. Expend more funds than have been received in the fiscal year to date, unless the debt guideline is met.
2. Indebt the organization in an amount greater than can be repaid by certain, otherwise unencumbered revenues within ninety days without consent of the board.
3. Use any long-term reserves.
4. Conduct inter-fund shifting that breaches fiduciary responsibility in amounts greater than can be restored to a condition of discrete fund balances by certain, otherwise unencumbered revenue within ninety days.
5. Fail to settle payroll and debts in a timely manner.
6. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.
7. Acquire, encumber, or dispose of real property.
8. Make a single purchase or commitment of greater than \$2,500 on any single item within one year with a single vendor.
9. Fail to aggressively pursue receivables after a reasonable grace period.
10. Fail to include information on items (2) and (4) above at each meeting.

POLICY TYPE: IV. EXECUTIVE LIMITATIONS
POLICY TITLE: 4.6 EMERGENCY EXECUTIVE DIRECTOR SUCCESSION

In order to protect the board from the sudden loss of Executive Director services, the Executive Director must have an administrative assistant familiar with board and Executive Director issues and processes. In the event there is no administrative assistant, the Board shall assume temporary responsibility for the administration of the corporation until a new successor is hired.

POLICY TYPE: IV. EXECUTIVE LIMITATIONS
POLICY TITLE: 4.7 ASSET PROTECTION

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

Accordingly, he or she may not:

1. Fail to do due diligence on all vendors of investment advice, insurance and corporate trustees and to report any changes in policies to the board when they occur.
2. Fail to insure against theft and casualty losses to at least 80 percent of replacement value and against liability losses to board members (including errors and omissions), staff, and the organization itself in an amount not greater than the average for comparable organizations.
3. Allow un-bonded personnel access to foundation funds.
4. Subject plant and equipment to improper wear and tear or insufficient maintenance.
5. Unnecessarily expose the organization, its board, or staff to claims of liability.
6. Make any purchase (1) wherein normally prudent protection has not been given against conflict of interest; (2) of over \$500 without having obtained documented comparative prices and quality; (3) of over \$2,500 without a stringent method of assuring the balance of long-term quality and cost.
7. Fail to protect information, files, and intellectual property from loss or significant damage.
8. Receive, process, or disburse funds under controls that are insufficient to meet the board-appointed auditor's standards.
9. Invest or hold operating capital outside the bounds of the investment policies.
10. Endanger the organization's public image or credibility, particularly in ways that will hinder its accomplishment of mission.
11. Make purchases by check without obtaining two signatures on each check from the board approved signatories list.

POLICY TYPE: IV. EXECUTIVE LIMITATIONS
POLICY TITLE: 4.8 COMPENSATION AND BENEFITS

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

Accordingly, he or she may not:

1. Change his or her own compensation and benefits.
2. Promise or imply permanent or guaranteed employment.
3. Establish current compensation and benefits that deviate materially from the geographic or professional market for the skills employed.
4. Create compensation obligations over a longer term than revenues can be safely projected, in no event longer than one year, and in all events subject to losses in revenue.
5. Establish or change retirement benefits so as to cause unpredictable or inequitable situations, including those that:
 - c. Incur unfunded liabilities.
 - d. Provide less than some basic level of benefits to all full time employees, though differential benefits to encourage longevity are not prohibited.
 - e. Allow any employee to lose benefits already accrued from any foregoing plan.

POLICY TYPE: IV. EXECUTIVE LIMITATIONS
POLICY TITLE: 4.9 STAFF MEMBERS' CODE OF CONDUCT

The Executive Director shall not participate in or allow from staff any unethical, unbusiness like, and unlawful conduct, including the improper use of authority and inappropriate decorum when acting as representatives of the CFTT.

Accordingly he or she may not,

1. Have conflicted loyalty to the interests of the ownership. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other boards or staffs. It also supersedes the personal interest of any staff member acting as a consumer of the organization's services (conflict of interest).
2. Allow any conflict of interest with respect to their fiduciary responsibility.
 - a. There must be no self-dealing or any conduct of private business or personal services between any staff member and the organization except as procedurally controlled to assure openness, competitive opportunity, and equal access to inside information.
 - b. Allow the board to be unknowing when they are trying to decide upon an issue about which a staff member has an unavoidable personal financial conflict of interest. The staff member must state their conflict before deliberation of the issue by the board and shall not try to influence the board's decision in any way.
 - c. Allow themselves and other staff members to use their positions to obtain employment for family members or close associates.
 - d. Allow themselves and other staff members not to annually disclose their involvements with other organizations, with vendors, or any other associations that might produce a conflict. These disclosure forms will be on file in the Executive Director's office.
3. Allow themselves or other staff members to attempt to exercise individual authority over the organization except as explicitly set forth in board policies.
 - a. The Executive Director's interaction with the Board members or with other staff must recognize the lack of authority vested in individuals except when explicitly board-authorized.
 - b. The Executive Director's interactions with the public, press, or other entities must recognize the same limitation and the inability of any staff member to speak for the board except when explicitly given this role by the board and then only using the board's explicitly stated positions and decisions.
4. Allow themselves and other staff members not to respect the confidentiality appropriate to issues of a sensitive nature.
5. Allow themselves and other staff members to express personal negative judgments of board members, or other staff except during board meetings set to address confidential personnel matters.

POLICY TYPE: IV. EXECUTIVE LIMITATIONS

POLICY TITLE: 4.10 COMMUNICATION AND SUPPORT TO THE BOARD

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

Accordingly, he or she shall not:

1. Neglect to submit monitoring data required by the board (policy on Monitoring Executive Director Performance 3.1) in a timely, accurate, and understandable fashion, directly addressing provisions of board policies being monitored.
2. Let the board be unaware of relevant trends, anticipated adverse media coverage, material external and internal changes, particularly changes in the assumptions upon which any board policy has previously been established.
3. Fail to advise the board if, in the Executive Director's opinion, the board is not in compliance with its own policies on Governance Process and Board-Executive Director Linkage, particularly in the case of board behavior that is detrimental to the working relationship between the board and the Executive Director.
4. Fail to marshal for the board as many staff and external points of view, issues, and options as needed for fully informed board choices.
5. Present information in unnecessarily complex or lengthy form or in a form that fails to differentiate among information of three types: monitoring, decision preparation, and other.
6. Fail to provide a mechanism for official board, officer, or committee communications.
7. Fail to deal with the board as a whole except when responding to officers or committees duly charged by the board.
8. Fail to report in a timely manner an actual or anticipated noncompliance with any policy of the board.
9. Fail to supply for the consent agenda all items delegated to the Executive Director yet required by law or contract to be board-approved, along with the monitoring assurance pertaining thereto.

POLICY TYPE: IV. EXECUTIVE LIMITATIONS

POLICY TITLE: 4.11 ENDS FOCUS OR GRANTS OR CONTRACTS

The Executive Director may not enter into any grant or contract arrangements that fail to emphasize primarily the production of Ends and secondarily, the avoidance of unacceptable means.

Accordingly, the Executive Director shall not:

1. Allow any funds to be used in imprudent, unlawful, or unethical ways.
2. Fail to assess and consider an applicant's capability to produce appropriately targeted, efficient results.