

# **Kickin' Cancer in Redwood County**

## **Board Policies**

**Policy Type: Governance Culture** – The Board's purpose and role

### **I. Board Purpose**

The Board Members represents, leads, and serves Kickin' Cancer in Redwood County (hereinafter "Kickin' Cancer") and holds itself accountable to it by committing to act in Kickin' Cancer's best interests and by ensuring that all Board and organizational action is consistent with law and the Board's policies.

The Board's purpose is to assure that Kickin' Cancer achieves its goals and that it operates according to its values.

The Board and its Board Members are committed to effectively governing Kickin' Cancer, and all of its decisions, maintaining relationships with each other, training new Board Members, working with committee members.

### **II. Governing Commitments**

The Board will govern lawfully; encourage full exploration of diverse viewpoints; act with integrity as ethical leaders; focus on governance matters rather than administrative issues; make all official decisions by formal vote of the Board; and govern with long-term vision.

1. The Board will function as a single unit. The opinions and personal strengths of individual Board Members will be used to the Board's best advantage, but the Board faithfully will make decisions as a group, by formal vote. No officer, individual, or committee of the Board will be permitted to limit the Board's performance or prevent the Board from fulfilling its commitments.
2. The Board is responsible for its own performance and commits itself to continuous improvement. After attending conferences or events, Board Members will report back to the Board at the next meeting about what they have learned.
3. To ensure that the Board's meetings are conducted with maximum effectiveness and efficiency, Board Members will:
  - a. come to meetings adequately prepared
  - b. communicate openly and respectfully with each other and with all board members
  - c. support the Chair's efforts to facilitate an orderly meeting
4. The Board will use an agenda as a means to expedite the disposition of routine matters and to dispose of other items of business it chooses not to discuss. All administrative matters delegated to the Chair of the board that are required to be approved by the Board will be acted upon by the Board.

### **III. Board Job Description**

The Board's job is to represent, lead and serve Kickin' Cancer and to govern by establishing expectations for organizational results, expectations for quality operational performance, and monitoring actual performance against those expectations. A full board consists of 9 board members.

The Board will:

1. Approve and monitor annual budgets.
2. Determining the mission of the organization and understanding its collective purpose
3. Fundraising and resource development
4. Approving and monitoring the organization's programs and services
5. Enhancing the organization's public image
6. Agree to a two-year board term with the option of renewal for three consecutive terms.

### **IV. Officers' Roles**

The officers of the Board are those listed in this policy. Their duties are those assigned by this policy, and others required by law.

#### **Chair**

The Chair provides leadership to the Board, ensures the faithful execution of the Board's processes, exercises interpretive responsibilities consistent with the spirit and intent of the Board's policies, and normally serves as the Board's official spokesperson.

The Chair has the following specific authority and duties:

1. Monitor Board actions to assure that they are consistent with the Board's own rules and policies and with other obligations imposed by agencies whose authority supersedes the Board's own authority:
  - a. Conduct and monitor Board meeting deliberations to assure that Board discussion and attention are focused on Board issues, as defined in Board policy;
  - b. Assure that Board meeting discussions are productive, efficient and orderly;
2. Represent the Board as its official spokesperson about issues decided by the Board and other matters related to official Board business.
3. Execute all documents authorized by the Board, except as otherwise provided by law.
4. Appoint members of all Board committees with the ratification of the full

Board.

5. On behalf of the Board, develop proposed Board meeting agendas consistent with the Board's annual calendar.
6. Participates in the creation and implementation of the strategic plan.
7. Ensures that timelines are met and that parties are accountable to their responsibilities within the strategic plan.
8. Encourages board participation in the strategic planning process.
9. Approves committee chairs and charges committees with work as it relates to the strategic plan.

### **Vice-Chair**

1. Serve as Chair-elect and succeed the Chair when his or her term expires.
2. Serve as Chair in the absence or inability of the Chair.
3. In absence of Chair, coordinates facilitation of board meetings, ensures agendas and minutes are distributed, and implements the strategic plan.
4. Helps guide and mediate Board actions with respect to organizational priorities and governance concerns.
5. Represents Kickin' Cancer as an ambassador at events and other activities.
6. Plays a leading role in revenue generation activities.

### **Treasurer**

1. Oversees all revenues and expenses and requests financial statements (balance sheet, income statement, and cash flow statement) from the RACF and communicates this information to the Board on a quarterly basis or as often as meetings are held.
2. Acts as an official signer on the Society for Nonprofits' bank account and works on large monetary distributions
3. Oversees any financial agreements.
4. Participates in revenue generation activities including cultivation and stewardship.
5. Serves as the chair of the finance committee where applicable.

### **Secretary**

1. Maintaining board records and ensuring effective management of the organization's records.
2. Managing board meeting minutes: Collect and send a draft of the minutes to the Chair for approval and then send on to the rest of the Board. Minutes should reflect the activities of meetings in an objective manner, without unnecessary commentary. They should include the following information:
  - a. Who is present and absent
  - b. Agenda
  - c. Items discussed

- d. Key issues raised
  - e. Votes and action items and
  - f. Any other relevant information
3. Ensuring minutes are distributed to members shortly after each meeting.
  4. Maintaining sufficient familiarity with legal documents (articles, by-laws, IRS letters, etc.) to reference when necessary in board meetings.
  5. Maintaining a chart of starting and ending dates for each Board member.

## **I. Board Committees**

The Board may create committees if they are deemed helpful to assist the Board in the performance of its responsibilities. If committees are established, they will be used exclusively to support the work of the Board and will never be created or used to assist the CEO in any operational area.

1. Board committee and other such entities by whatever name created by the Board will not be used to direct, advise, assist or oversee the staff. Committees customarily will prepare recommendations for Board consideration. Board committees will have no authority over staff, and may exercise demands on staff time and organizational resources only to the extent authorized in this policy.
2. Board committees may not speak or act for the Board unless specifically authorized. The responsibilities and authority of all Board committees are carefully stated in writing to assure that committees fully understand their duties and extent of authority, and to assure that committee work will not usurp or conflict with the Board's own.
3. All Board committees are considered to be ad hoc, or temporary. The date for their termination is listed for each committee. Committees may be renewed or reauthorized upon their expiration, but unless the Board acts to renew the committee's existence, it shall cease to exist upon the date specified.
4. Format for Board Committees will follow:
  - a. Name
    - i. Purpose and Charge
    - ii. Membership
    - iii. Term
    - iv. Authority over Resources

## **II. Board Members' Code of Conduct**

The Board and its Board Members s will conduct themselves lawfully, with integrity and high ethical standards, in order to model the behaviors expected of staff and to build constituent confidence and credibility. The Board will conduct

its official business with social and fiduciary responsibility that encourages public trust.

1. To build trust among Board Members and to ensure an environment conducive to effective governance, Board Members will:
  - a. focus on issues rather than personalities;
  - b. exercise honesty in all written and interpersonal interaction, never intentionally misleading or misinforming each other;
  - c. make every reasonable effort to protect the integrity and promote the positive image of the organization and one another;
  - d. maintain confidentiality appropriate to sensitive issues and information that otherwise may tend to compromise the integrity or legal standing of the Board, especially those matters discussed in executive session.
2. Board Members will not attempt to exercise individual authority over the organization.
  - a. Board Members will not attempt to assume personal responsibility for resolving operational problems or complaints.
  - b. Board Members will not personally direct any part of the operational organization.
  - c. Board Members will respect decisions of the Board and will not undermine those decisions.
3. Board Members will serve the interests of the entire organization. Board Members recognize this responsibility to the whole to be greater than:
  - a. any loyalty Board Members may have as a member; and
  - b. loyalty based upon membership on other boards or staffs.

### **III. Board Member Conflict of Interest**

Board Members are expected to avoid conflicts of interest involving all matters considered by the Board. A conflict of interest exists when a Board Member is confronted with an issue in which the Board Member has, or appears to have, a personal or financial interest or an issue or circumstance that could render the Board Member unable to devote complete loyalty and singleness of purpose to the district's interest.

1. To assure that there is no perception of impropriety or unethical behavior, Board Members will recuse themselves from any discussion or decision which directly involves or affects them. A Board Member will recuse him/herself by notifying the Chair of the potential conflict of interest and leave the room when the issue in conflict is voted upon.

2. If a Board Member does not recuse him/herself when it may be improper for them to participate in discussion or decisions, other Board Members, including the Chair, have the right and obligation to request that the Board Member recuse him/herself.
3. A Board Member shall not receive any compensation for services rendered to the organization. This provision shall not prohibit Board Members from receiving reimbursement for authorized expenses incurred during the performance of board duties.
4. The Board shall not enter into any contract with any of its Board Members or with a firm in which a Board Member has a financial interest.
5. A Board Member is expected to avoid conflicts of interest in the exercise of the Board Member's fiduciary responsibility. Accordingly, a Board Member may not:
  - a. disclose or use confidential information acquired during the performance of official duties as a means to further the Board Member's own personal financial interests or the interests of a member of the Board Member's immediate family;
  - b. accept any gift of value or economic benefit which would tend to improperly influence a reasonable person, or which the Board Member knows or should know is primarily for the purpose of a reward for official action;

**Approved September 18, 2023 Board meeting by members present**