

National Consortium of Breast Center, Inc.

BOARD POLICY

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Chapter 1

The Process for Developing the *National Consortium of Breast Centers, Inc. (NCBC)* Board Policy

1.1: Purpose

The Board, as the NCBC governing body, is entrusted with the authority to establish policy for the governance of NCBC. Board policy establishes the parameters and guidelines for the members of the Board of Trustees, committees of the NCBC organizations, Executive Director (ED) and staff.

The purposes of our policies are to:

- outline the intent, goals and aspirations of the Board;
- outline the organizational structure of the Board
- promote consistency of Board action;
- minimize ad hoc decision making;
- optimize public relations;
- delineate Board member, executive director and staff roles;
- provide clear direction for management from the Board.

1.2: Policy creation

All policy decisions will be made by majority vote of the Board. The proposed policy may be presented to the Board via written submission or upon oral motion and presentation at any board meeting; or via electronic submission (e-mail) to all Board members between board meetings. Refer to chapter 4.14 regarding quorum definitions.

1.3: Source of policies

Policies may be recommended to the Board by individual Board of Trustee members, Chair committee members, or the Executive Director. All proposed policies will be researched under the direction of the Executive Director to ensure legality, and prevent potential contradiction with previously established policy or bylaws of NCBC. If approved by the Board, policies will be written, coded, dated at time of approval and included in all copies of the board policy manual. A copy will be distributed to all current board members and an original copy will be preserved at the home office.

1.4: Considerations for all policies

All policies proposed to the Board should be deemed:

- necessary for efficient and effective operations of NCBC
- consistent with the mission statement
- within the scope of Board authority
- consistent with local, state and federal law
- compatible with other policies of this Board
- practical within the standard operation of NCBC
- broad enough to cover the subject completely
- enforceable for board and Executive Director

1.5: Accountability

The President will be accountable to the Board for ensuring that all Board policies are effectively explained to the Board and will make every reasonable effort to see that they are understood, accepted and abided.

The Executive Director will be accountable to the Board for policy implementation and will ensure that all policies are effectively explained to the employees and make every reasonable effort to further ensure that policies are understood, accepted and abided.

1.6: Distribution of the Board policy manual

A copy of the Board policy manual will at all times be available in the NCBC home office for review and inspection by employees and Board members. Each Board member will be given a revised policy manual annually.

1.7: Amendment or suspension

All policies will be annually reviewed by the board or a committee of the board for accuracy and appropriateness, and recommendations will be made to the board for amendment, addition or elimination. Except as otherwise provided by law, any policy of the board may be suspended, repealed, amended, or waived by a majority vote of the board, provided that at least two full weeks advance notice has been given to all board members of the intention to consider revocation, repeal, waiver, or amendment.

1.8: Management policies

The NCBC board makes the distinction between Board policies and office management policies. Board policies establish the broad parameters within which the Board, Executive Director and staff will operate. Office management policies, developed and implemented by the Executive Director in conjunction with the executive committee of the board of trustees, outline the mechanisms by which the organization and staff will operate within the Board policy.

Chapter 2

Corporate Structure/Board Organization

2.1: Establishment of the organization

NCBC is established as a non-profit corporation under the laws of New Jersey for charitable, scientific, and educational purposes. The board of trustees is established as the authority to operate NCBC in accordance with bylaws and board policies.

NCBC business will be conducted in accordance with the laws of this state, the corporation's articles of incorporation, bylaws of the corporation, board policies and generally accepted business practices that will accomplish the NCBC mission.

2.2: Number of the board of trustees

The activities of the Corporation shall be managed by the Board which will consist of not less than eleven nor more than twenty-five trustees (the "Board"). The Board will include members serving in the executive committee as defined in chapter 7.1 and at least five members-at-large and the Program Chairperson(s) for the upcoming Annual Meeting.

The NCBC Board of Trustees shall be composed of no more than 50% physicians.

NOTE: As of 2013, the board composition does not reflect the above. It is the stated intention of the board to move towards this composition as board members rotate off the board and are replaced.

2.3: Authority of the board of trustees

Each member of the NCBC board is legally, ethically and morally responsible for all activities of NCBC. No single board member may individually exercise authority on behalf of the NCBC. 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 or with express direction of the Board.

2.4: Board member commitment

Serving as a board member of NCBC involves commitment. To meet that commitment, board members will:

- ensure adherence to NCBC's mission;

- attend and actively participate in all of the board's meetings, and notify the president or Executive Director of anticipated absence;
- when absent from a meeting, review minutes and results of the missed meeting;
- prepare and participate fully in board and committee meetings;
- serve actively on at least one committee;
- act only with the full board, not individually unless authorized to do so by the Board; and
- speak for the full board only when the Board sanctions their doing so.

2.5: Board delegation of policy interpretation to staff and public

The board delegates to the Executive Director (ED) the responsibility for policy interpretation and implementation to the staff and to the public. When situations arise that do not have a policy directive, the ED has the authority to render a decision in real time. Subsequently the decision must be vetted by the President or his/her designee, within one week. A policy should then be developed if appropriate.

2.6: Executive Director Responsibility to Board members

Members of the NCBC board are granted certain specific expectations. All board members will be provided access to:

- advance notice of board meetings and the agenda;
- ability to examine NCBC's books, records, meeting minutes, financial statements and contracts
- place items on the board meeting agenda within appropriate timeframe

2.7: Duty of board members not to compete

A board member may not use his/her position on the NCBC board to prevent NCBC from competing with the board member's business. It is expected that board members, even after they complete board service, will not use confidential information acquired by virtue of being a member of the board.

2.8: Conflict of interest

Board members have a duty to keep primary the welfare of NCBC and those we serve. Conflicting interests can include but are not limited to financial, personal relationships, status or power.

Board members and employees are prohibited from receiving gifts, fees, loans, or favors from suppliers, contractors, consultants, or financial agencies, which obligate or induce the board member or employee to compromise responsibilities

to negotiate, inspect or audit, purchase or award contracts, with the best interest of NCBC in mind.

Board members and employees are prohibited from knowingly disclosing sensitive information about NCBC to parties without valid cause or to parties potentially harboring adverse interest to NCBC, either inside or outside NCBC. Board members or employees will not use such information in any way to the detriment of NCBC.

Given the limitations of policy delineation, board members and employees are expected to be alert to and avoid situations which might be construed as potential conflicts of interests.

Any potential conflict of interest on the part of a board member should be disclosed to the other board members and made a matter of record, either through an annual procedure or when the interest becomes a matter of board action.

Any board member having a conflict of interest or potential conflict of interest should not vote or use his/her personal influence on the matter. The member should be recused from any relevant vote at a Board meeting. The minutes of the meeting should reflect that a disclosure was made, the abstention from voting and the quorum situation.

These restrictions should not be construed as preventing the board member from briefly stating his/her position in the matter, nor from answering pertinent questions of other board members, since his or her knowledge could be of assistance to the deliberations.

The NCBC organization will adhere the NCBC's conflict of interest policy for the Board of Trustees, Executive Director, Committee Chairs and Committee Members.

2.09: Conflict of Interests Declaration

All board members, committee chairs and committee members will be required to complete and sign the "Conflict of Interests Declaration". This policy will be reviewed by the board annually and given to each new member for signature during orientation.

2.10: Legal obligations of board members

The NCBC board is both responsible and liable for NCBC. The NCBC 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 the board will not:

- mismanage NCBC by deviating from fundamental management principles, such as planning carefully for the future of NCBC, regularly reviewing the financial status of NCBC, and monitoring compliance with board policies;
- fail to govern by utilizing all control systems to govern NCBC; and
- be involved in self-dealing 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 NCBC's policies and bylaws;
- pay attention to corporate affairs and keep informed about organization activities;
- ensure that NCBC is in compliance with legal requirements; and
- avoid self-dealing.

2.11: Ethical obligations of board members

The board will provide the code of ethics for board members. All board members will be given a copy of the Code of Ethics to be signed annually and submitted to the NCBC.

2.12: Legal requirements of board members

All NCBC board members will be expected to recognize and accept their legal position as governing agents of NCBC. A board member of NCBC occupies the role of a fiduciary with regard to those served. All board members will be insured by the NCBC for actions occurring during board membership. The insurance policy requires review by the executive committee.

2.13: Maintaining credibility

Board members will maintain an appearance of high credibility in adhering to legal and policy requirements, given the impact of public and constituent perception,

Board members will only advance agenda items supported by sufficient evidence.

Board members will keep on file the policy and procedure manuals that are supplied by NCBC,

2.14: Political contributions

The NCBC will not reimburse for political contributions or endorse a political

cause.

2.15: Enforcement of board ethics policies

Board members must be knowledgeable regarding the current board ethics policy. Allegations challenging ethical behavior are a serious undertaking and should be pursued only with the intent to protect the integrity of the Board and the NCBC

If the Board member believes a fellow board member has acted unethically, definitive resolution should be sought through direct interaction with the colleague provided it is believed that this interaction will be productive and provides personal safety.

Otherwise, the board member should bring the concern to the attention of the board president. If the concern relates to the board president the issue should be brought to the attention of the board vice-president or president elect. The acting official must promptly address the situation with legal counsel.

Board members shall cooperate in ethics investigations and proceedings.

2.16: Meetings of the board

There will be a minimum of one (1) meeting every year at such time, date, and place as designated by the board President. The need for interval meetings and their time frame and mode of conduct will be determined by the president.

2.17: Annual Planning

To ensure that planning is based on the needs and preferences of current and potential constituents, NCBC board through the Executive Director will annually conduct an assessment of NCBC service capabilities and analysis of the needs of NCBC constituents with attention to trends likely to impact the future of the NCBC. The board and Executive Director will then annually develop an organizational plan that is based on these results.

2.18: Maintenance of NCBC documents

All major NCBC organizational documents, such as the articles of incorporation, real estate titles, building blueprints and any other historical or archived documents will be held at the NCBC Corporate Office. Current documents will be passed on through presidencies. The ED will provide a copy of all electronic records and documents on a quarterly basis to the president, with the sole purpose of document security. The president cannot use the data for other purposes.

2.19: Nomination and election of board members

It is the policy of the NCBC Board to carefully nominate and elect to the board persons who:

- believe in the mission of NCBC;
- commit to the board member responsibility for NCBC;
- will participate actively as part of the NCBC board;
- are leaders at the community, academic or national/international level;
- will advocate for the constituency of NCBC; and
- are members in good standing of the NCBC
- reflect the interdisciplinary breast health care

Composition of the Board of Trustees will reflect the general membership according to geography, ethnicity, gender and areas of professional practice.

2.20: Vacancies on the board

The trustees may fill any vacancy occurring on the board by a majority vote.

2.21: Resignation and dismissal of board members

It is the policy of the NCBC board to dismiss board members who fail to perform their expected duties. Any trustee may be removed from office for “cause” by the affirmative vote of two-thirds of the trustees. For purposes of this section, “cause” shall mean:

- misconduct as defined in Section 7.6
- failure to attend any two consecutive annual meetings without the prior notification accepted by the President.

A board member may resign at any time by written resignation filed with the President.

2.22: Compensation and Reimbursement of board members

Neither trustees nor officers shall receive any fee, salary or remuneration of any kind for their services in such capacities, provided.

However, trustees and officers may be reimbursed for reasonable expenses incurred while in service to NCBC upon submission of receipts.

2.23: Directors' and officers' errors and omissions insurance

It is the policy of NCBC to provide the Executive Director and Trustees liability

insurance. The insurance policy and its continuing necessity will be reviewed each time the policy is due for renewal.

Review of the insurance policy covering the board is available on request.

2.24: Board legal counsel

The Executive Director will present the recommendation for legal counsel annually to the executive committee at the annual meeting. Legal counsel may be requested to attend board meetings by request of a majority of the board members, by the President, or at the mutual agreement of the President and the Executive Director.

Only the President or the Executive Director may contact legal counsel on behalf of the board.

Should an individual board member contact legal counsel, auditors or other professional consultants without specific authority from the board of trustees, those charges will be billed to the board member making the unauthorized contact.

2.25: Board correspondence

Correspondence from the board will be approved by the board or its President.

All correspondence from the board will be over the President's name, with the exception of reports legally requiring the secretary's or treasurer's name and will be generated by the NCBC corporate office.

All NCBC correspondence will include NCBC letterhead, paper or electronic, and will be generated by the office of the Executive Director as described by the board, or the President. Use of NCBC letterhead will be limited to official agency business only.

No material or information disclosed in executive sessions of the board will be released to any unauthorized person.

2.26: Affiliations

It is important that NCBC affiliate with other organizations such as state and national associations. Therefore, the board will include expenses for NCBC membership fees in the annual budget. The board will annually review all affiliations and assess the cost-effectiveness of each before the expense is included in the annual budget.

2.27: Public speaking by board members

Individual board members may not speak to the public or the media on behalf of the board unless authorized by the board to do so.

When speaking for the NCBC, board members must confine themselves to presenting the position of the NCBC, rather than personal opinion.

When a board member is speaking publically on professional issues separate from NCBC policy, the board member should label the statements as personal opinion and distinct from NCBC policy

2.28: Authority of board members

Board members have authority only when acting as a body in regular or special meetings of the board.

The board will not be bound in any way by any statement or action by any individual board member except when such statement or action is in pursuance of an adopted board resolution or special instructions by the board, or under specified delegation of responsibility.

2.29: Board member term limitations

All elected trustees may serve up to four (2) year terms and may serve consecutive terms as outlined by the bylaws. These terms do not encompass the years served in an executive office, which is covered in Section 7.3.

Exceptions to the term limitations are extended to the Founder, who shall serve as Trustee Emeritus with full Board privilege in perpetuity.

2.30: Political and legislative activity

To ensure that NCBC supports legislative issues that further the basic interests of those we serve, and oppose legislative issues detrimental to our mission, the following guidelines are established:

- The NCBC board is responsible for setting legislative goals for NCBC, and will review those goals annually.
- Any request for endorsement of support for specific legislation or policy from the NCBC by an outside organization shall be submitted to the Policy Committee for review and subsequently presented to the Board for consideration and approval by a majority vote.

2.31: Board member orientation and development

The NCBC Board believes that professional development for board members is vital to good governance of NCBC. Therefore, new board members will be given, within 30 days of election, a thorough orientation about NCBC, board operations, finance, board ethics, responsibility and liability, by the President or his/her designee.

The board will also include in the annual budget of NCBC a funding for board development. This resource will be used for publications and materials for leadership position education operational in-service programs, and fund travel to conferences promoting the development of governance skills.

2.32: Board member orientation

The following will be the guide for orientation of all new board members:

I. Mission/values of NCBC

II. NCBC Bylaws

III. Board Policy

IV. Responsibilities

- A. All board member job description
- B. Complete list of board officers
- C. List of Trustees
- D. Conflict of interests- to sign
- E. Copy of current liability insurance
- F. Abbreviations and acronyms used at NCBC

V. Organizational overview

- A. Organizational chart
- B. Currently monthly financial reports
- C. Relationship to other organizations

VI. NCBC programs

- A. Complete list of current programs with their goals and plans.
- B. List of Committee Chair and Committees members.

2.33: NCBC Promotion

Board members are potentially the most powerful supporters for NCBC programs and services, and are expected to take an active role in promoting NCBC. Opportunities vetted through the board for board members include fund raising, legislative lobbying and public relations.

The board will annually discuss pending and potential legislative issues that will impact NCBC, and develop a report on the official NCBC position on those issues. This report will be distributed, as appropriate, to board members, staff, legislators, constituents and other interested parties.

The Executive Director will regularly bring opportunities, NCBC promotion opportunities, to the board or the President, such as:

- approval of the use of the NCBC logo or name in promotional materials in their organization, e.g. conferences or tradeshow
- requests for NCBC presentations to service clubs and other organizations
- invitations to display NCBC programs at county fairs, home shows and other events
- public events and gatherings.
- letter writing campaigns.
- appearances before funding bodies.

The Executive Director will ensure that each board member has a supply of brochures or other materials about NCBC programs and services, and inform board members about other equipment and materials available for advocacy activities such as slide shows and videos.

2.34: Needs Assessment

The NCBC board recognizes the importance of getting feedback from those we serve. Therefore, the board empowers the ED to regularly survey constituents for feedback about NCBC programs and services. Surveys and the methodology will be vetted through the President or his/her designee.

Results of the constituent satisfaction surveys will be reported at least annually to the NCBC board. Information gathered will be used to develop the NCBC long-range plan.

2.35: Requests for corporate information from NCBC

To ensure the protection of proprietary and other sensitive information, all requests for information, other than routine public information, about NCBC will be channeled to the Executive Director, and the President for a decision.

Nonetheless:

- Information about personnel matters will not be release to anyone outside the organization.
- Information discussed in executive session of the board will not be revealed.
- Proprietary information that could have an adverse effect on NCBC finances will not be released.
- Matters considered confidential under state and/or federal law will not be released.
- Information about legal matters that might have an adverse effect on NCBC will not be released.
- The NCBC mailing list will not be revealed, distributed, released or used except for proper NCBC business purposes and with the assent of a board majority.

2.36: Public communications

It is the NCBC board's policy to encourage release of information to the public regarding programs, board activities and consumer concerns. Under the oversight of the Executive Director and Board, this communication, will:

- maintain integrity in dealing with the public and the news media. The executive director (or designee) is the official spokesperson and shall provide the news media with a formal channel of communication.
- use the various news media for the promotion of NCBC programs and raise the community consciousness regarding NCBC services.
- communicate always in an accurate and honest way consistent with other related board policies.

2.37: Board member management of staff and public concerns

It is the policy of the NCBC board that when a board member is contacted by a staff member or member of the general public who has a concern or complaint about NCBC or persons within NCBC, the board member will follow the following procedures:

- Remember that individual board members have no power or authority to speak or act for the Board.
- Listen to the concern.

- Express a desire to reach a satisfactory solution.
- Explain that the NCBC has established a process for handling concerns.
- Assure the person that the executive will be informed of the concern.
- Ask the person to report back to you about the progress or resolution of the concern, if desired.
- Refer complaints, other than staff complaints, to the official complaint form available in the administrative office. Refer staff to the grievance procedure.
- Inform the executive of the complaint or concern.

2.38: Annual report

It is the responsibility of the Executive Director to assemble and distribute an NCBC annual report. The annual report will contain:

- information regarding type, quantity and cost of services, with the financial report
- summary of meeting results from prior year
- summary of legislative initiatives over the year
- new concerns identified by the ED

The annual report shall receive wide distribution, which may include board, staff, constituents, news media and funding sources.

Target dates for annual report publication shall be three to four months after the close of the fiscal year. Funding shall be budgeted to ensure this policy will be carried out.

Chapter 3

Executive Director Responsibilities & Functions

3.1: The executive's role in the organization

In the conduct of the ongoing business of NCBC, the Executive Director is responsible for all business operations, including management of the assets of NCBC; hiring, training, promotion, discipline and termination of employees; and for establishing and maintaining the business organization and structure to efficiently conduct the management functions of NCBC.

The executive director plans for and administers a program providing service in accordance with NCBC's stated purpose and in such a manner that optimum results are achieved in relation to the resources of the agency, and operates under the general direction of the NCBC board of directors.

3.2: Executive communication/counsel to the board

The Executive Director will provide information and counsel to the board. Accordingly, he/she will:

- make the board aware of special events, relevant trends, material external and internal changes and the assumptions upon which any board policy has previously been established;
- submit required monitoring data in a timely, accurate and understandable fashion, directly addressing provisions of the board policies being monitored;
- marshal as many staff and external points of view, issues and options as needed for fully informed board choices; and
- present information in a form that is understandable and of reasonable length.

3.3: Delegation to the Executive Director

It is the board's responsibility to establish guiding policies, with the expectation of implementation of board policy by the Executive Director. All board authority delegated to staff is delegated through the Executive Director.

The Executive Director is authorized to establish all further office policies, make all decisions, take all actions and develop all activities, which are true to the board's policies. The Executive Director's policies will be upheld by the board. The board may request information regarding activities in the delegated areas.

Only the president, but no individual board member, officer or committee has any authority over the Executive Director. The Executive Director has the ability to honor appropriate requests from such parties at the ED discretion. If the ED finds a request inappropriate he/she may consult with the President.

Acting with the authority granted above, the Executive Director may not perform, allow or cause to be performed any act which is unlawful, insufficient to meet commonly accepted business and professional ethics for the "prudent person" test, in violation of funding source requirements or regulatory bodies, or contrary to explicit board constraints on executive authority.

Should a situation arise wherein the Executive Director deems it unwise to comply with a board policy, he/she will inform the board of directors. Informing is simply to guarantee no violation may be intentionally kept from the board.

3.4: Areas of responsibility delegated to the Executive Director

In the area of **human resources**, the Executive Director relates both to the board and to the staff of NCBC, but has ultimate responsibility to the board.

For the **board of directors**, the Executive Director:

- develops and recommends to the board of directors, specific, written, long and short-range plans for the development of NCBC programs and services;
- maintains appropriate relations with the board and various board committees, and keeps them informed;
- interprets trends in the fields of service in which NCBC is engaged, by maintaining involvement in the professional field as a whole; and
- assists with orientation and training programs for the board.

For the NCBC **staff**, the Executive Director:

- supervises, trains and directs key staff in the performance of their duties;
- evaluates the performance of all staff members;
- provides overall control of and direction for the personnel of NCBC, including active participation in or approval of personnel actions; and
- manages volunteer staff activities.

In the area of **planning**, the Executive Director:

- evaluates the services being provided by NCBC in relation to specified goals and standards, and recommends modifications, where appropriate; and
- recommends new potential programs to the board.

In the area of **finance**, the Executive Director:

- prepares NCBC budgets and is accountable for control of these resources once approved; and
- directs all financial operations of NCBC.

In the area of **constituent relations**, the Executive Director

- manages all activities including coordinating board activities in this area.

In the area of **public relations**, the Executive Director

- interprets the function of NCBC to the community by assisting the board, through direct involvement and through public relations programs, including personal contact, descriptive program literature, and the media.

In the area of **interagency relations**, the Executive Director:

- maintains appropriate relations with other professional and service groups in the community;
- maintains appropriate relations with federal, state, and local government units and
- maintains appropriate relations with other agencies in similar fields of service.

In the area of NCBC **organizational operations**, the Executive Director:

- recommends policies to the board and/or assists the board in the formulation of policies for the effective and economical operation of NCBC and its programs;
- ensures implementation of the policies adopted by the board;
- has chief administrative responsibility for maintenance of agency facilities, and regular reporting to various bodies; and
- carries chief staff responsibility to ensure that legal obligations of NCBC are met.

3.5: Executive Director Performance evaluation

It is the policy of NCBC to annually evaluate the work performance of the Executive Director.

The evaluation will be delivered at the annual board meeting.

Board members participating in the evaluation require a minimum of one full year of interaction and observation of his/her performance to participate in the evaluation of the ED. Committee chairs should direct their evaluation of the ED to the President, by the designated date.

Compensation of the Executive Director will be determined within 30 days after completion of the evaluation. Any increase in compensation will be effective beginning with the pay period in which the employment anniversary date falls.

Although the evaluation will be facilitated by the executive committee or a special committee appointed by the board president, the entire board will participate in review of the evaluation.

Annually there will be a review of the current job description to determine accuracy and appropriateness. A metric system evaluation is based upon the job description and organizational objectives. Respondents will be asked to rate the director's performance for each metric as: good, acceptable, needs improvement. Constructive comments should be encouraged.

All executive committee members are queried and their replies delivered to the President within ten days. Respondents have the option of choosing whether they wish to sign their evaluation forms.

The Executive Director will complete a self-evaluation and recommend performance objectives for the upcoming year and return to the President.

A composite report based on the individual analyses will be created with anonymity. The president will meet with the Executive Director to deliver the written report and a personal evaluation. Should the Executive Director be in serious disagreement with part or all of the evaluation, the right to respond to the Executive Committee will be provided. If successful conclusion is not met, arbitration will be sought.

Once the above process is completed, the full evaluation with recommendations will be presented to the Board. The board must reach consensus on each metric.

Subsequently the plan for the performance objectives for the upcoming year is devised.

The final evaluation is signed by both the Executive Director and the board president. A copy of the evaluation is given to the Executive Director, and the original evaluation is kept on file by the President to be passed on to the succeeding President. A copy of the evaluation is not kept in the corporate office.

3.6: Board/executive relationship

The board of directors recognizes and maintains the following guidelines in the board's relationship with the executive:

- Good management is recognized as one of the key factors in the success of the organization. The board reserves the authority to establish policies, approve plans, and programs and delegate authority to the executive.
- The board will approve policies and long-range plans and programs for NCBC, and delegate authority to the Executive Director to execute and carry out the policies, plans and programs. The Executive Director will be responsible for hiring capable personnel with in alignment of board policy and budget constraints, determining the

appropriate compensation, training, supervision, discipline and potentially termination, with due process, if necessary.

- Management and personnel issues should be directed uniformly through the Executive Director. If this avenue is unsuccessful, the staff may access the President or designee. If a board member is contacted directly by a staff member, they are to redirect to the President. The board, in consultation with the executive committee, may confer with key personnel at regular or special meetings of the board.
- Authority for management of NCBC will be through the board of Trustees to the Executive Director, then to other personnel. The board will require full and timely information from the executive concerning pertinent matters that relate to the management of NCBC.
- Mutual understanding and cooperation between the board and the executive is imperative.
- The Executive Director's employment with NCBC may be terminated upon written notice to the executive and in accordance with the board/executive contract in effect.

3.7: Board/executive responsibilities

To assist the board and executive to work as a team, the following principals will guide the team members to determine responsibilities of each part of the team:

- Responsibility for determining general policy shall be entrusted to the board. The Executive Director shall keep the board informed regarding the progress of all important NCBC programs.
- The board represents the public in setting the goals and establishing the basic policies and long-range goals for NCBC. It shall refrain from involvement in the administrative functions except to monitor and evaluate.
- The Executive Director shall be responsible for administering the program in accordance with board policies and regulations.
- The Executive Director shall be responsible for the selection and assignment of staff. This responsibility may be delegated by the Executive Director to other supervisory personnel.
- The Executive Director and staff shall prepare, and submit for board action, an annual program plan and budget.

- The Executive Director shall provide the board with data and information to enable the board to make effective decisions.
- The Executive Director shall provide the board with periodic reports as the board feels are necessary to allow board members to make accurate decisions.

3.8: Executive Director Succession policy

Resigning or retiring Executive Director

The process for replacing a resigning or retiring Executive Director will be as follows:

- The board will determine the exact retirement date of the current Executive Director.
- The board will determine a specific target date to bring on a new Executive Director. This target date will be flexible to allow the selected candidate some latitude in the beginning date.
- The board will designate an interim Executive Director to serve for the time between the ending date of the current Executive Director and the beginning date of the new Executive Director. Board members are not eligible to serve as the interim Executive Director.
- The board president will nominate a Search Committee of not less than three board members and not more than five board members. If possible, the current Executive Director will be an ex-officio member of the Search Committee. The board chair person may appoint up to two additional Search Committee members from outside the board such as former board members, community leaders or other persons who would be a valuable resource to the committee. The board president will seek board approval of the nominees.
- The board will consider the need for any changes to the management structure before the search for a new Executive Director.
- The Search Committee will seek approval of the full board for all of the above.
- External candidates and current employees will be invited to apply for the position.
- The board will set dates for three-month and six-month reviews of Executive Director performance. These reviews will be informal discussions between board and Executive Director for the purpose of assisting the Executive Director to understand board

needs and intent, as well as affirmation of good Executive Director performance. The board will do a formal written performance evaluation of the Executive Director after approximately one year of employment and then annually.

Sudden loss of Executive Director

The process to continue uninterrupted service in the event of sudden loss of the Executive Director will be as follows:

- The ED will annually nominate one staff person who will assume the duties of the Executive Director if, in the judgment of the board of directors, that becomes necessary.
- The current Executive Director will compile a list of vital instructions for an interim Executive Director and update that list annually.
- The list will include, but not be limited to, such information as:
 1. a staff flow chart showing chain of command and a list of responsibilities of all management personnel. The list will also include special instructions about which staff members should be consulted for special assistance in such areas as personnel management, maintenance, finance, computer operations and other essential functions of the organization;
 2. location of all bank accounts and financial records, and instructions about disbursement authority;
 3. location of all vital documents, such as policies and contracts; and
 4. location of all computer backup files.
- If it becomes necessary to implement these emergency procedures, the board of directors will meet as soon as possible with the designated interim Executive Director to:
 1. establish a plan for continued operation;
 2. officially designate the selected staff person to be the interim Executive Director; and
 3. establish a schedule of board meetings to provide adequate support for the interim Executive Director.
- As soon as possible after the designation of the interim Executive Director, the board will implement the applicable procedures from the first half of this policy.

Chapter 4

Board Meetings

4.1: Conduct of meetings

So meetings may be conducted in the most orderly manner, discussion of agenda items will be limited to communications among board members, between the board and the executive, and among the board, executive and those the board and executive request to make presentations.

4.2: Board calendar

A calendar of agenda items will be established by the board annually before the beginning of the board year. The calendar will list agenda items that regularly require board action during specific time frames each year, such as approval of the budget, renewal of contracts, evaluation of the executive, the board planning retreat and other standard annual events. At its organizational meeting each year, the board will determine the regular meeting dates, time and place for the next year.

4.3: Regular meetings

Regular meetings of the board will be held annually with interval teleconferences recommended every other month. The President, in consultation with the ED will set up the schedule for meetings, however, for any individual year. The board will make every effort to maintain those dates as board meeting dates.

4.4: Special meetings

Special meetings of the board should be called only rarely when the business to be addressed cannot wait until the next regularly scheduled meeting. A special meeting of the board may be called by the president of the board or any three (3) trustees. A call for a special meeting will state the business to be addressed by the board at the special meeting. Such meetings of the trustees shall be held upon not less than two days' notice given via phone or upon not less than four days' notice given by depositing notice by mail. Every member of the board must be notified of the special meeting.

4.5: Absence from meetings

The failure to attend any two consecutive annual meetings without prior notification accepted by the President will result in removal from the Board. The vacancy may be filled by the board within 30 days of the declaration of vacancy.

4.6: Meeting agenda packet

All matters to be considered by the board at the meeting will be included on the agenda and in the board packets provided to board members at least one week prior to the meeting. The board may vote to waive this requirement to discuss only items on the published agenda by a majority vote of the board.

Meeting agendas will be developed by the ED and approved by the board president prior to distribution to other board members.

All board members will have an opportunity to request items be placed on the agenda prior to the agenda being published and distributed.

The agenda may be amended after the meeting is convened only in cases where immediate action on the item is necessary, or when the item is for board information, and only by majority of the board members. A board member or the executive may request changes to the agenda during the item on the agenda that asks the board to approve the agenda.

Agendas will be developed according to standard operating procedures and conducted according to *Robert's Rules of Orders*.

4.7: Staff attendance at board meetings

The ED may invite individual staff to the board meeting that the executive needs as resource for issues the board will consider during the meeting.

4.8: Electronic recordings of board meetings

To ensure the greatest amount of discussion and debate at board meetings and committee meetings, electronic recording devices will be permitted for use by NCBC board member or staff, whoever will be responsible for minutes.

4.9: Voting

When quorum is met, all members of the NCBC board who are present when a question is put will vote upon the question unless excused by the other members present or unless disqualified by conflict of interests. Results of the vote will be recorded.

Voting on all motions will be by voice unless requested otherwise by a member of the board or at the direction of the president.

4.10: Quorum

Fifty-one percent of current Board members shall constitute a Quorum. These members must be in attendance in person (for in person meetings, attendance by phone can qualify) or on the call for planned conference call meetings.

Note: Proxy votes are not counted toward the fifty-one percent for quorum (though they do count toward majority for voting on each single issue).

4.11: Disqualification for voting

No member of the NCBC board may vote on any matter in which the board member has a conflict of interest (See Section 2.8).

4.12: Minutes of the board meeting

Records of all actions of the board will be set forth in the minutes of the meeting. Minutes will be kept in perpetuity as the official record of the NCBC board.

The office of Secretary of the Board will be custodian of the minutes. However, it is vital that all members of the board and the executive be able to fully participate in the discussions and deliberations, so minutes will be recorded in writing. They will be securely maintained electronically at the NCBC home office.

Minutes of the meeting are a record of the actions of the board, not a record of discussion. Minutes of NCBC board meetings will be kept according to standard protocol.

Committee reports or resolutions may be attached to the minutes if these items are important clarification for the minutes of the meeting.

4.13: Parliamentary authority

Meetings of the NCBC Board will be governed by the parliamentary rules as outlined in *Robert's Rules of Order Newly Revised* in all cases where current bylaws and current board policies do not apply.

Chapter 5

Organizational Finance

5.1: Fiscal year

The NCBC fiscal year will be the first day of January to the last day of December.

5.2: Financial management

Financial resources and management of NCBC are the responsibility of the board of directors. The board will:

- develop a strategy to generate financial resources to support the programs and services provided by NCBC
- provide guidelines to manage and allocate of financial resources to produce optimum benefit for those we serve
- monitor and evaluate the financial plans and guidelines of NCBC to ensure the financial integrity of NCBC.

5.3: Budgeting

An annual operating budget will be prepared by the Executive Director and presented to the board for approval at least 15 days prior to the beginning of the next fiscal year. The budget will reflect the cost of carrying out the programs and services of NCBC for the next fiscal year. This budget will also reflect the anticipated revenues of NCBC.

The budget will be reviewed by the board as their financial plan for NCBC in the next year. Board approval of the budget by the board will be authority for the Executive Director to manage NCBC's finances according to the plan without seeking further approval of the board. However, the executive will keep the board well informed of the ongoing status of the financial plan, and will not make expenditures outside of the budget plan without seeking board approval to amend the budget. Amendments to the budget will be presented to the board for approval for any of the following reasons:

- NCBC enters into compacts or contracts that were not included in the approved budget;

- Management proposes a major expenditure that was not included in the approved budget;
- A transfer of funds is necessary; or
- Significant unanticipated revenues are received or cost overruns occur.

5.4: Working capital reserves

A working capital reserve sufficient to keep NCBC operating for more than a 60-day period should be maintained at all times.

5.5: Accounting

The accounting system used by NCBC will utilize generally accepted accounting practices.

The accounting practices and procedures used by NCBC will allow for adequate management of NCBC's revenues and expenses by the ED, and will provide adequate systems of monitoring by the board of directors as well as outside accountants or auditors.

5.6: Financial reports and audits

Reports reflecting the financial condition of NCBC will be presented to the board monthly via email. These financial reports will include a balance statement and an income and expense report.

Committee Chairs may request of the ED a report on the financial activity of the program for which they are responsible at any time.

An internal review and oversight process will be established and maintained by the executive in collaboration with the Treasurer. The executive will report any significant findings to the board. Gross violations or breach of trust will be reported to the board immediately upon discovery.

Annually, the NCBC's finances will be reviewed by a CPA firm who will also file the necessary year-end reports, organizational/corporate reports and all property tax reports.

Every six to seven years, and upon the exit/hiring of the executive, an independent audit of NCBC's finances will be conducted. The executive director, or in the case of there being no executive, the president, will formally solicit bids for the audit from two or more CPA/Audit firms, and will recommend to the board a firm to perform the audit. The board will determine the scope of each audit and follow

guidelines for awarding a contract for service. The board's selection will be based on consideration of cost, professional qualifications, reputation and relevant experience.

5.7: Payment of claims

The NCBC directs the prompt payment of legitimate claims by suppliers of goods and services to that organization.

It is the responsibility of all checks' signers to ensure that there is adequate documentation; consistent with good internal controls, for valid payment of checks they sign.

When a request for payment is received, the Office Manager/Executive Director shall verify that the request is in writing; that acceptable goods provided or satisfactory services were rendered; that the expenditure is included in the board's budget and funds are available for payment; the amount of the request is correct; and shall develop appropriate documentation details for payment review and authorization.

The Executive Director will be sent a disbursements register from the Office Manager in the form of a listing that includes the vendor name; the number and amount of the check; and the description of the item, requesting authorization to sign checks to make payment(s) on invoices. The Executive Director is to review the disbursements register and either authorize or request clarification on select payments within 36 hours after having been sent the disbursements register.

Authorized signatories for all general fund accounts must include the Executive Director. The president shall also have access to all organization funds, and in the absence of the ED will be the authorized signatory for the NCBC.

It is the responsibility of the executive to ensure that signatures can be gained from appropriate signatories so that payment can be made on obligations of NCBC and the president may have access to funds in addition to the executive. It is also the responsibility of the executive to ensure that adequate controls and safeguards have been established to ensure disbursement of funds only for proper purposes.

5.8: Payroll authorization/filings

The Office Manager will compile all employees' timesheets and verify hours along with vacation/personal day requested paid time off. The Office Manager will use the payroll service company to input this information. A copy of the payroll report will be sent to the Executive Director for reference. Any outliners will be brought to the Executive Director's attention before payroll is completed.

The Executive Director will supply the Treasurer a copy quarterly of the payroll summary to ensure that the budgeted payroll is on target.

All payroll and related corporate filings will be completed by the payroll service company and the Office Manager will make the Executive Director aware if this does not occur.

5.9: Use of credit cards

The executive director will recommend to the Treasurer those staff members authorized to use NCBC's credit card. The treasurer will approve and maintain a list of authorized individuals.

NCBC credit cards will only be used for appropriate NCBC business, and all uses will be appropriately documented. The NCBC credit card will not be used for personal expenditures.

Monthly reports of credit card billings will be included on the disbursements listing provided to the Treasurer for review and authorization to pay.

5.10: Purchase orders

Staff purchases of supplies and materials will be made only with a properly authorized purchase order form. Approval of any normal operational office requested will be approved by the Office Manager. Requests that are outside the normal operational office supplies will be sent from the Office Manager to the Executive Director for approval.

5.11: Contracts

The executive director may approve service agreements and contracts that cost less than \$5,000 annually or over the contract life. The executive director may also approve agreements, which continue the same service level and cost from a prior contract. These agreements must be done within the approved budget line item spending limits. The executive committee must approve all other contracts.

All service agreements and service contracts shall be awarded on the basis of cost, experience, and references. Contracts may not be awarded to employees, board members or their family without scrutiny by the executive committee as to ensure the most beneficial outcome to the NCBC in keeping with Conflict of Interest policy.

At a minimum, all contracts must contain the purpose; effective dates, authorized signatures, amount to be paid, how liability risks are covered or met, and services to be provided.

5.12: Investment practices

Funds not required for current operations will be invested according to an investment plan approved and revised annually by the executive committee.

Investments must be government-secured and guaranteed. Investments may be made within the plan delineated by the Board under the supervision of a financial advisor.

The executive director will present reports to the president and the treasurer on a quarterly basis.

5.13: Executive limitation

The executive director may not risk financial losses to NCBC beyond those that may occur in the normal course of business. The executive will:

- ensure against embezzlement, casualty losses to full replacement value, and against liability losses (to board members, organization or staff) beyond the minimally acceptable prudent level;
- ensure that all personnel with access to significant amounts of NCBC money are appropriately bonded;
- ensure that facilities and equipment are properly maintained;
- limit exposure of NCBC, the board or staff to claims of liability;
- disburse funds only under controls sufficient to meet board standards;
- ensure off-site backup of all computer and other financial records in a secure site in compliance with COI as necessary for uninterrupted operation of NCBC.

5.14: Spending authorizations

The Executive Director may make expenditures consistent with the board-approved budget without further board approval. However, the board of directors must formally approve expenditures that are not within the board-approved budget.

A list of anticipated major capital expenditures should be included with the annual budget that is submitted to the board for approval.

The executive director may authorize unbudgeted emergency repairs to the physical plant or equipment that must be completed immediately, and cannot be practically submitted to the board for approval. The board of directors will be informed of the expenditures as soon as possible.

5.15: Delegation of spending authority

The Board is recognized as the ultimate spending authority for NCBC.

The use of a signature stamp is prohibited.

No employee shall approve a transaction which will result in personal gain, or which is executed personally. Approval must be at the next highest level of authority.

The executive director's expenses must be approved by the Treasurer or the President.

5.16: Insurance/bonding protection of NCBC

The executive is responsible to see that staff members who handle NCBC funds are bonded and recommend to the board any appropriate insurance protection for NCBC funds.

5.17: Charitable donations by NCBC

Because of the nature of the mission of this organization, NCBC does not make charitable contributions.

5.18: Bad debts owed to NCBC

If the total receivable from any one individual or organization is \$100 or less, the executive may authorize the debt to be written off if he/she believes the debt is uncollectable.

Write-offs of debts over \$100, which the executive believes are uncollectable, may be authorized for action only by a vote of the NCBC board of directors.

Delinquent accounts may be assigned for collection to either legal counsel or a collection agency, or taken to small claims court, as the executive deems appropriate. Collection efforts will continue even after write-off until actually collected or the attorney, collection agency or small claims court deems further efforts will be futile or not cost-effective. Unpaid voluntary membership is not considered a delinquent account.

5.19: Outstanding checks

All warrants or checks that are drawn on the funds of the organization that are outstanding and unpaid for a period of six months, as of the last day of December of the year are void and will not be honored by any financial institution for payment or deposit. Such funds will be reclassified to their appropriate account.

Chapter 6

Employment Policies

Board policies in this section have been made to be consistent with labor agreements and state and federal law.

6.1: Reporting Structure

The NCBC board adheres to a chain of command:



The board is concerned about the wellness of staff, and will work to facilitate the success of all NCBC staff.

The board expects all in NCBC to respect the described reporting system for

- i. complaints
- ii. suggestions
- iii. and as the primary modality for communication with the board.

Should the need arise for an office staff or mid-level manager to address the board directly, that individual is to direct his/her complaint in writing to the President. The president will reply within 45 days and has a responsibility to communicate the complaint to the executive council in 30 days. The Executive Director will be informed of the issue within 30 days.

The board expects all board members to respect the reporting structure in all communication, both internal and external. Board members will take their suggestions, concerns and requests of the staff through the executive director.

If a board member receives a suggestion, concern or request from a staff member other than the executive director, the board member will direct the staff to first

report through the executive director. If there is a reason this is not possible the board member will direct the staff to the President.

If a board member receives a suggestion, concern or request from a former staff member, the board member will direct this person to the Executive Director. If there is a reason this is not possible the board member will direct the staff to the President.

6.2: Employee grievance procedure

The objective of this policy is to promptly and harmoniously resolve grievances, and to facilitate communication among NCBC employees. This policy applies to all employees. This policy is part of the NCBC Employee Policies Manual, but it is also included here in the Board Policies Book to validate its authenticity. Officers of the Board and any member of the NCBC contacted by NCBC employees regarding a grievance will re-direct these issues to the Executive Director.

The definition of a grievance is: "A dispute by an employee that involves questions of interpretation of application of wages, hours, terms and conditions of employment, employee management or disciplinary actions. Probationary employees may not grieve termination from their positions."

The employee grievance process will follow these steps:

Step 1: The employee will present the grievance verbally to their immediate superior within three working days of the alleged violation or the date the employee becomes aware of the alleged violation, whichever is later. The superior receiving the complaint will attempt to resolve the implement the resolution and respond to the employee in writing no later than five working days from the date the employee brought the complaint. If the supervisor is not the Executive Director, the supervisor will alert the ED of the grievance and the resolution prior to the implementation.

Step 2: If the grievance is not resolved in Step 1, the employee may submit a written grievance to the executive director within two working days of the date the response from the step on was due or received, whichever comes first. The executive director will have five working days from receipt of the written Step 2 grievance to investigate the matter and respond in writing to the grievant.

If a staff member is dissatisfied with the Executive Director's response, he/she may appeal with written communication to the President or his/her designee. The president then will communicate this action the ED within 30 days and render a decision within 45 days.

Employees will try to resolve grievances by the step process described above to be in compliance with NCBC policy.

The executive Director will maintain a file of the grievances for annual review by the President or his/her designee.

6.3: Personnel and benefits policies

Appropriate and complete personnel policies will be adopted by the Executive Director and reviewed by legal counsel for accuracy and completeness. The executive director will report the status with any revisions annually to the board of trustees.

Personnel policies are published in a separate Employee Policy Manual. All employees will be given a copy of the most recent and updated Personnel Policy Manual, and will sign acknowledgment of such receipt.

Employee benefits are published in a separate Employee Benefits Manual. All employees will be given a copy of the most recent and updated Employee Benefits Manual, and will sign acknowledgment of such receipt.

Implementation and administration of all personnel policies and employee benefits are the responsibility of management.

6.4: Professional memberships

The board recognizes the importance of ongoing professional enrichment and the importance of maintenance of certification. Therefore, NCBC may pay for the cost of professional memberships for employees within the limits of the budget and provided such membership is in the best interest of NCBC.

NCBC may also pay the cost for employees to attend meetings related to their professional memberships if the meeting is judged to be in the best interest of NCBC.

Requests for reimbursement must be made to the executive director and be given prior approval by the executive director.

6.5: Nepotism

Board members and members of their immediate families may not be employed by NCBC, except by vote of the board. Members of the immediate family of the executive director may not be employed by NCBC without a vote of the board. The term "immediate family" as used above is defined as the relationship of:

- spouse, sibling, child, parent.

6.6: Equal employment opportunity/affirmative action

All employment decision and personnel actions will be administered with the purpose of promoting and ensuring equal opportunity for all persons. All promotional opportunities will be publicized by one of the following means:

- **Positions covered by labor agreements**--by formal vacancy posting, bid evaluation, and awarded in accordance with the terms of the appropriate agreements.
- **Management and secretarial positions**--by bulletin board notification to employees of the vacancy, inviting submission of a written summary of qualifications for supervisor's consideration. In the absence of qualified in-house applicants, the position may be filled from sources outside NCBC by formal vacancy posting.

All hiring and promotional decisions will be made on the basis of valid, written job requirements set forth in the appropriate position description or vacancy posting.

All NCBC social and recreational programs will be administered on a non-discriminatory basis.

6.7: Safety and loss control

NCBC is committed to maintaining safety in its operations, on its property and in the delivery of programs and services.

The executive director will provide for and actively promote ongoing safety and loss control training for all employees. The executive director will institute procedures, where necessary, to ensure the safety of the work environment, and will provide appropriate equipment to employees sufficient for the performance of their duties.

Accidents and losses due to accidents will be reported to the board.

When necessary, the Executive Director will review safety concerns and risk management plans with legal counsel to ensure legal compliance.

Accidents and losses due to accidents will be reported to the board.

6.8: Sexual and Workplace harassment

Sexual harassment will not be tolerated within this organization. Sexual harassment includes both verbal remarks and non-verbal gestures. All such conduct is forbidden.

Any person who believes that he or she has been subject to unlawful job-related harassment based on sex, sexual orientation, age, race or any other discriminatory factor by a supervisor, fellow employee, board member, or any person calling upon the organization, should contact his/her supervisor or the executive director.

If the person believes the executive director is the cause for unlawful job-related harassment based on sex, sexual orientation, age, race or any other discriminatory factor or believes he or she has been treated in an unlawful manner pursuant to State or Federal laws the cause for a sexual harassment complaint, the complaint should be directed in writing to the President of the NCBC board within three days of the incident who will then, notify the Executive Director and work toward resolution. All harassment complaints will be promptly investigated. When harassment is confirmed, immediate corrective action will be taken.

6.9: Smoking on NCBC premises

Smoking and the use of tobacco is prohibited within all NCBC facilities.

NCBC will assist smokers wishing to quit smoking. Several options in this regard will be available to smokers through the mid-level manager. Those smokers wishing assistance in quitting smoking should contact the mid-level manager.

6.10: Drug-free workplace

Employees are NCBC's most valuable resource, and for that reason their health and safeties are of paramount concern.

The manufacture, distribution, possession or use of alcohol or controlled substances, including amphetamines, barbiturates, heroin or opiate derivatives, or hallucinogens, while on the job or on NCBC property is prohibited and may result in termination.

Alcohol is prohibited on NCBC property and in NCBC operations. No officer or employee of NCBC is authorized to provide or use alcoholic beverages on behalf of NCBC at any location. NCBC funds may not be used to purchase alcoholic beverages.

The legal use of drugs or controlled substances, which are prescribed by a licensed physician, is not prohibited, but employees in positions where such drug usage may affect the safety of themselves or others are required to make such use known to an appropriate NCBC supervisor. Minimally, this obligation applies to employees operating NCBC vehicles and employees using equipment, which, if improperly used, may result in personal injury or property damage.

Any physical examination that NCBC requires may include testing for drug or alcohol use and abuse. Further, if NCBC has probable suspicion to believe that an employee is using or is under the influence of controlled substances or alcohol, the employee must submit to testing. If the employee refuses to submit to the testing or sign the consent form to allow such testing, it will constitute a presumption that the employee is under the influence of alcohol or drugs. Refusal to consent and cooperate in the drug testing will be grounds for immediate discipline.

Law enforcement officials will be notified whenever illegal drugs are found in the workplace, and NCBC will fully assist in any resulting investigation and prosecution.

Whenever possible, NCBC will assist employees in overcoming drug, alcoholism and other problems which may adversely affect employee job performance, but NCBC will not tolerate drug usage that may affect the safety of its work force or others.

6.11: References for employees leaving NCBC

It is the policy of NCBC Board that no employee or board member of NCBC will provide performance references for/about former employees.

When requests for such references are received, with appropriate releases from the former employee, they will be referred to the office manager or the executive director of NCBC. The office manager or executive director will provide the requesting party only the dates of employment for the former employee, and a copy of this policy statement.

Chapter 7

Board Officers

7.1: Officers of the board and job definitions

Officers of the board will include the immediate past president, president, president-elect, vice-presidents, secretary and treasurer elected by a majority vote of the board.

The **President** of the Board will collaborate with the executive director to prepare board meeting agendas, preside at board meetings, appoint committee chairs, sign official documents requiring signature, and may represent the board in public and official capacities as instructed by the board. The President shall be Chief Executive Officer of the Corporation, shall have general charge and supervision over and responsibility for the affairs of the Corporation, and shall preside at all meetings of the Board. Unless otherwise directed by the Board, all other officers shall be subject to the authority and supervision of the President. The President may enter into and execute in the name of the Corporation contracts or other instruments not in the regular course of business, which are authorized, either generally or specifically, by the Board. The President shall have the general powers and duties of management usually vested in the office of President of a Corporation. The President may hire any necessary staff as authorized by the Board of Trustees and is responsible with the Executive Director for the supervision of such staff. The President may delegate from time to time to any other officer, any or all of such duties and authority. The president will also:

- chair the Executive Committee;
- make special assignments and appoint representatives to other organizations;
- act as liaison between Board and Executive Director;
- lead the Board towards long term goals;
- mentor board members;
- adjudicate disciplinary actions for board members;
- ensure equal representation of board members' views
- mentor and transition the president-elect.

The **President-elect** will preside at board meetings in the absence of the President and assume the office of the President when the Board of Trustees has determined that the president can no longer serve.

- serve on the Executive Committee;
serve as the annual meeting Program Director
- work with the president to prepare to assume that office if necessary;
- manage special assignments as requested by the board president.

The Vice-president(s) will preside at board meetings in the absence of the President and President-elect and assume the office of the President when the board determines that the President and President-elect can no longer serve. If the President and President Elect are physician, the vice President must be a non-physician. The Vice-presidents will also:

- serve on the Executive Committee
- manage special assignments as requested by the board president.
- One of the Vice-President spots must go to a non-physician individual.

The Secretary will oversee the records of the board, including meeting minutes, the charter and any historical documents, with the aid of the Executive Director. The Secretary shall oversee that notices of all meetings are served as prescribed in the by-laws and oversee the management of the minutes of all meetings of the Board of Trustees and the Executive Committee. The Secretary will perform such other duties and possess such powers as are incident to the office or as assigned by the President or the Board. When required, the secretary will also sign notes, contracts and other official agreements on behalf of NCBC and at the direction of the President, the Executive Committee or the Board of Trustees. The secretary will also:

- ensure that all official documents are safely passed to the next secretary and
- oversee research of NCBC records when necessary for information for the board.

The Treasurer will oversee but not manage the financial records of NCBC, and ensure that the board regularly receives good reports of the financial condition of NCBC. The Treasurer shall have the custody of the funds and securities of the Corporation and shall keep or cause to be kept regular books of account for the Corporation. The Treasurer is responsible for the oversight of filing all papers and reports to be in compliance with the laws of the State of New Jersey and the federal government, with the aid of the Executive Director. The Treasurer will perform such other duties and possess such powers as are incident to the office or as assigned by the President, the Executive Committee or the Board of Trustees. The treasurer will also:

- assist the board to understand the annual budget before approval;
- oversee arrangements for in-service programs for the board so board members will be better able to understand the financial reporting process;
- Chair the Finance Committee; and
- Ensure that the Board of Trustees arranges for periodic reviews and audits of the NCBC financials, with the Executive Director.

7.2: Officer Election process

All officers will be elected at the annual meeting of the NCBC membership and will at the time of election and during their term of office be Trustees of the Board. Election shall be by a majority vote of the members present at the annual meeting business meeting.

7.3: Terms of office

The President-Elect will serve two years as President-Elect, two years as President, and two years as Immediate Past-President. All other officers shall hold office for a two (2) year term up to a maximum of 6 years. No more than two members of the Board may be affiliated with one breast care organization. All board trustees will be limited to no more than 4 (four) consecutive terms (8 years) on the board. Only the organizations founder, Dr. Barbara Rabinowitz, will be exempt from this term limit as she is granted lifetime membership on the board.

Time spent serving as President Elect, President and Immediate Past President will not be included as part of the 8 consecutive year term limit. For example, if a board member serves 3 years on the board and then 6 years as President Elect, President and Immediate Past President he/she can then serve a maximum of 5 more years on the board before terming out. The Immediate Past-President is not eligible for election to be President-Elect.

7.4: Officer Authority

Officers of the board are elected to be servant-leaders of the board. All authority of the officers is delegated to them by the Board of Trustees. No officers will have any authority to speak or act on behalf of the board other than that authority specifically granted in the NCBC bylaws, in board policy or by majority vote of the Board of Trustees.

7.5: Vacancies of officer positions

If a vacancy occurs in any elected office because of resignation, death, ineligibility to hold office, or formal removal of an officer by the Board of Trustees, the Board will proceed to fill the vacancy at the earliest possible time.

In the case of a vacancy of the office of President, the President-Elect becomes President and at the next annual meeting business meeting a new President-Elect will be elected. The Board of Trustees will appoint a new President-Elect who will serve until the elections are held. In the case where there are vacancies in both the President and the President-elect offices, a Vice-President becomes the President; and at the next duly convened regular or special meeting of the members or the Board of Trustees both a new President and President Elect will be elected. Officers for vacancies in other

positions shall be appointed by the Executive Committee and such officers shall serve until the next election.

A vacancy is filled in the prescribed manner of election of officers in this policy.

7.6: Removal of officers

The Board of Trustees, by resolution adopted by a majority of the entire Board of Trustees, may remove officers.

Officers may be removed from office for:

- gross or willful neglect of the duties of the office;
- misuse of NCBC funds;
- conviction of a felony;
- confirmed volitional counter support for the NCBC mission;
- detrimental secrecy or conspiracy

Chapter 8

Committees, Councils and Task Forces of the Board

8.1: Committee, council and task force purpose

It will be the purpose of any committee, council or task force appointed by the NCBC board to assist the board of directors to govern more efficiently.

Committees, councils or task forces will be used to investigate, deliberate and analyze special issues on behalf of the board. The NCBC staff will supply the manpower resources necessary.

There shall be two standing committees: Executive and Nominating. The Board of Trustees may create other such committees, councils or task forces, as it shall deem appropriate to carry out the goals and objectives of the organization. The Board may abolish any committee, council or task force if existing entity is no longer necessary to carry out the goals and objectives of the organization.

The current list of committees, councils or task forces will be distributed at the annual meeting.

8.2: Committee, council or task force authority

Any committee established by the board will have only the powers specifically delegated to it by the board. Functions of each committee will be in writing as part of board policy or recorded in the minutes of the meeting at which the committee was established.

Committees, councils, and task forces shall not bind the Board or the Corporation through their actions unless said action has been approved by the Board of Trustees. Furthermore these entities shall not:

- (a) create, alter or repeal any by-law of the corporation;
- (b) elect or appoint any Board officer or trustee, or remove any officer or trustee;
- (c) submit to members any action without prior approval by the Board; or
- (d) amend or repeal any resolution previously adopted by the Board.

8.3: Committee, council or task force accountability

Committees are a subsidiary of the board, and will be expected to report their work to the full board on a regular basis. If a committee, council or task force develops a recommendation for a Board decision, a member of the committee,

council or task force shall make such recommendation in the form of a motion at a full board meeting.

The NCBC board will annually review the work of each committee, council or task force and determine which groups will be reappointed and which will be abandoned as no longer necessary.

8.4: Appointment of committees

The President will appoint the chairperson of each committee. Each committee chairperson shall appoint the members of his/her committee with the approval of the board of trustees. Board members will be polled as to their committee preference and will be expected to serve on at least one committee, council or task force. A Board trustee shall chair all standing committees. Chairs of councils or task forces need not be Board members. All committee, council or task force members must be NCBC members in good standing.

Each committee, council or task force will identify a vice-chair. The vice-chair will be chosen by the committee chair with the consent of the President of the Board.

8.5: Ex officio committee members

The President of the board will be an ex-officio member of all committees, but will only vote on the committee to which he/she is assigned. The Executive Director or the executive's delegated representative will be a nonvoting member of all committees as resource to the committee.

8.6: Term of committee, council or task force members

Appointments to committee's chair shall be for 3 years. Re-appointment to a committee will be at the discretion of the Executive Director and President of the Board.

Appointments to committees and councils shall be for 3 years. Re-appointment to a committee or council will be at the discretion of the committee chair with consent of the President of the Board. There is no limit to the number of terms of service.

Task force members have limited terms of service related to the purpose and structure of the particular task force. Terms will be decided by the President of the Board, Committee Chair with Board approval.

Any committee, council or task force member may be removed prior to the end of their term for valid reasons. Some valid reasons include lack of attendance,

failure to participate, conflict of interest as well as other varied reasons not stated here.

8.7: Duties of committee, council or task force members

Duties of the members of individual board committees, councils or task forces will vary, but certain basic member responsibilities remain the same for all committees, councils and task forces. Those responsibilities include:

- Attend all meetings of the committee to which the board member is assigned, either in person or electronically;
- Prepare for committee meetings by studying the agenda and researching issues to be discussed at committee meetings;
- Actively participate in discussions at committee meetings;
- Follow through promptly on any assignments for the committee; and
- Support committee recommendations before the full board.
- Sign conflict of interest policy

8.8: Committee, council or task force meetings

The chairperson will convene all meetings of the committee, council or task force. In addition a majority of the committee members may call a special committee, council or task force meeting. Meeting dates will be coordinated with the Executive Director or ED designee to avoid conflict and to ensure completion of staff support and research for the committee. At a minimum, committee meetings should occur three times yearly.

Minutes will be kept of committee meetings by staff. Attendance is monitored at all committee, council or task force meetings. Committees, councils or task forces will submit a written summary of any group actions and recommendations to the board at the next Board meeting.

8.9: Guidelines for the committee, council or task force chairperson

The committee chairperson will be expected to lead the committee in a manner consistent with its purpose within the mission and goals of the NCBC. At any meeting of any committee the greater of two (2) persons or one-third of the committee shall constitute a quorum for all purposes, and the act of a majority of those present at any meeting at which there is a quorum shall be the act of the Committee.

The committee chairperson is accountable for ensuring the productivity of the committee by:

- planning the agenda for the committee meetings;

- ensuring that all members of the committee are notified of committee meetings;
- convening committee meetings, and keeping meetings focused on the agenda;
- appointing a member of the committee to keep a written record of committee actions;
- encouraging the committee to take action on the issues discussed by the committee;
- ensuring that reports and recommendations for action from the committee are presented to the full board; and
- leading the committee to evaluate its own operations.
- identify potential members who might join the committee and further the goals or duty of the committee

8.10: Executive committee

The executive committee will consist of the officers of the NCBC board. This committee will meet as necessary to prepare issues to be presented to the full board and/or to make emergency decisions on behalf of the board when it is not possible to assemble a quorum of the board. Meetings will be at least four times per year. This committee has the authority to conduct business of the organization and make decisions without the approval of the entire Board between Board meetings if and when such decisions cannot wait until the next Board meeting.

8.11: Board nominating committee

The Board Nominating Committee will be responsible for Board development by:

- providing a list of new Board members
- surveying board members for potential new board members.
- maintaining a file of potential board members.
- serving as the nominating committee to nominate persons for board membership.
- facilitating the orientation of new board members.
- facilitating ongoing board in-service programs.

The Nominating Committee is chaired by the President and co-chaired by the president-elect and reports their nominations to the board at the annual board of Trustee meeting. The Nominating Committee should make an effort to nominate a Board to be representative of the general membership according to geography, ethnicity, gender, and areas of professional practice.

8.12: Past President Emeritus

Past Presidents receive Emeritus status on the Board. This will allow Past Presidents to get complimentary registration at our yearly symposium but would need to pay their way for hotel, airfare and incidentals (if they are not a speaker). They will be welcome at all the board meetings, their input will be encouraged but they will not have voting privileges.

8.13: Advisory council

Purpose: Its purpose is to provide additional leadership and experience to the Board of Trustees. The Advisory Council provides the organization an opportunity to call upon the talents of additional national leaders in the breast health field increasing the diversity of talents and perspective available to the organization.

Appointment: Advisory Council members are invited to serve and appointed by the President of the NCBC. To maintain experience in the organization, Board members who have completed their term on the Board are often considered for the Advisory Council.

Term: Terms are for a one-year period renewable annually. Term expiration occurs in the renewal year at the time of the NCBC's Annual Membership Meeting. Each term of office is extended by invitation of the current or incoming president. The Annual Membership Meeting is held during the National Breast Conference.

Meetings: The Advisory Council does not formally meet but members are informed of, but not required, to attend the Annual Board Meeting(s) which is (are) held during the time of the National Breast Center Development Conference.

Membership Qualifications: Advisory Council members will possess the passion and knowledge to add their voice in collectively shaping the future as the organization seeks ways to help its membership provide excellence in breast health care. Members will have expressed a willingness to devote the time to provide insight to the Trustees. Members will be critical and creative thinkers and view problems as opportunities. Any conflict of interest, real or possible shall be disclosed to the organization.

Responsibilities:

- Contribute to discussions and offer ideas based on critical thought processes on issues that affect the future of breast health care;

- Identify areas of educational enhancement for those in all medical and allied health disciplines involved in providing breast health care;
- Recognize breast health professionals that could serve as future leaders in the organization as Trustees or Advisors;
- Enhance the NCBC National Breast Center Development Conference agenda through the identification of potential topics and speakers; and
- Other mutually agreed upon roles as fit the evolving needs and mission of the organization.

8.14: Committee Advisor

Purpose: Its purpose is to provide additional leadership and experience to the committee they are assigned. The Committee Advisor provides the committee an opportunity to call upon the talents of additional national leaders in the breast health field increasing the diversity of talents and perspective available to the organization.

Appointment: Committee Advisor members are invited to serve in this non-voting designation and are appointed by the Chair of the Committee or by the President of the Board.

Term: Terms are for a one-year period renewable annually. Term expiration occurs in the renewal year at the time of the NCBC's Annual Breast Center Conference. Each term of office is extended by invitation of the current committee chair or the President of the Board.

Meetings: The Committee Advisor is not required to attend conference call meetings or the Annual Breast Center Conference.

Membership Qualifications: Committee Advisor members will possess the passion and knowledge to add their voice in collectively shaping the future as the organization seeks ways to help its membership provide excellence in breast health care. Members will have expressed a willingness to devote the time to provide insight to the committee. Members will be critical and creative thinkers and view problems as opportunities. Any conflict of interest, real or possible shall be disclosed to the organization.

Responsibilities:

- Contribute to discussions and offer ideas based on critical thought processes on issues that affect the future of breast health care;
- Identify areas of educational enhancement for those in all medical and allied health disciplines involved in providing breast health care;

- Recognize breast health professionals that could serve as future leaders in the organization as Trustees or Advisors;
- Enhance the NCBC National Breast Center Development Conference agenda through the identification of potential topics and speakers; and
- Other mutually agreed upon roles as fit the evolving needs and mission of the organization.

Chapter 9

NCBC Facilities

Only if the NCBC facility has separate meeting rooms, do sections 9.1 – 9.5 apply. There will be no use of general office areas or workroom areas for use by outside groups.

9.1: Limited use of NCBC facilities by outside organizations

The board recognizes the need by the community for adequate spaces for meetings and programs of various groups and organizations, and the responsibility of NCBC as a good corporate citizen to help meet this need. Therefore, it is the policy of the NCBC board to allow limited use of NCBC meeting room facilities by community organizations and groups, with the approval of the president or his designee.

9.2: Conflict of usage

Individuals, groups or organizations may be given permission to use NCBC meeting rooms for indefinite or extended periods of time or on a regular schedule, such as a specific date or dates in each week or month. This will be reviewed annually. The executive director may grant such permission, with the approval of the president or his/her designee.

Outside utilization of NCBC facilities will not impact the needs of NCBC. A calendar of approved requests will be maintained to avoid scheduling conflicts.

9.3: Accountability for proper and safe usage

Requests must be made in writing by one person, representing a group or organization, which will be obligated to NCBC for the safe and proper use of NCBC facilities.

Individuals belonging to a group whose request is approved will be required to comply with the security procedures, which are established by NCBC when using NCBC facilities.

A record will be maintained of each request received showing the name of the individual, group or organization requesting use of NCBC facilities, the date and hours of use.

A contract lease agreement will be provided to the user and kept on file. A security deposit will be held until post- event inspection is completed by the executive director or her designee and the user.

9.4: Eligibility of users

The board, through the provisions of this policy, authorizes the use of NCBC facilities as outlined below:

- Individuals may request the use of facilities for and on behalf of a group or organization, but may not use any facilities for private use.
- Groups and organizations such as the following may be granted use of NCBC facilities:
 - civic clubs--Lions, Rotary, Kiwanis
 - community organizations--Red Cross, United Way, Boy Scouts, Girl Scouts
 - educational organizations--school boards, community college
 - religious groups, or other recognized formal interest groups
- NCBC facilities will not be used by persons, groups or organizations for purely commercial or social purposes, political party activities or any private or public activity that will be considered controversial in the judgment of the executive director, with review by the president or his/her designee

9.5: NCBC equipment

All items purchased belong to NCBC and are to be used for NCBC needs. When practical, some items may be rented or used by employees outside normal work hours, provided that:

- there is insurance covering the “non-deductible” value of the items.
- it is not used for an economic gain for the person borrowing.
- does not cost NCBC additional expense.
- being unavailable does not prevent NCBC from using the equipment for the reason purchased.

Prior permission must be granted by the Executive Director before any equipment is borrowed from NCBC.

9.6: Accessibility of facilities

It is the policy of NCBC Board that all facilities will be physically accessible according to the guidelines of the Americans with Disabilities Act (ADA). The executive will annually review the facilities to ensure that all facilities meet the minimum standards of ADA.

9.7: Gifts acceptance

The NCBC board encourages gifts of materials, equipment, money or gifts in kind. However, the board also recognizes that all gifts may not be acceptable to NCBC needs or principles, and may involve expenses beyond the value of the gift.

Therefore, before acceptance, all gifts must be approved by the President or his/her designee as appropriate for NCBC needs and within the boundaries of the established mission and philosophy of this organization. If there is question about the appropriateness of the gift, the president will bring the issue to the board for resolution.

The NCBC board encourages those who give gifts to the organization to allow the most appropriate use of the gift to be determined by the board, executive director and staff who will give serious consideration to the wishes of the donor. However, final decision of how a gift will be used always remains with the president and the board of Trustees of NCBC. If the donor cannot accept this regulation, the gift will not be accepted by NCBC.

NCBC will provide acknowledgement of receipt of all gifts accepted by the organization, but NCBC will not be responsible for appraisal of the value of a gift for income tax or other purposes.

Chapter 10

Board Member Job Description

10.1: Board member responsibilities

Board members are responsible for determining NCBC policy in human resources, planning, finance, community relations, and organizational operations.

Human Resources - board members have three key responsibilities in this area:

- **Board membership:** recruitment of new board members, mentorship for newly appointed board members, and leadership development for existing board members;
- **Executive Director;** recruitment, annual review and evaluation; ongoing career development, delineation of annual work plan, and termination by due process;
- Corporate office **human resource policies**, oversight of HR policies for both Executive Director and ensuring policies for management of full and part-time employed corporate office staff.

Planning - Board members have three key responsibilities in this area:

- Review and modification, if needed, of NCBC mission, philosophy, and goals;
- Evaluation and planning for services and programs provided by NCBC
- Evaluation of corporate operations on a regular basis.

Finance - Board members have four key responsibilities in this area, through the Treasurer and Finance committee:

- Ensuring financial accountability of NCBC;
- Oversight of budget development, approval and review;
- Fundraising and/or assessment of fund adequacy to support NCBC activities;
- Oversight of properties or investments of NCBC.

Community Relations - Board members have three key responsibilities in this area:

- Ensure that NCBC programs and services appropriately address the needs of those we serve;
- Advocate for NCBC services/programs which includes awareness that board members are always emissaries of NCBC in their local and professional communities;
- Cooperative action, which includes determining occasions when NCBC could/should take part in coalitions, joint operations, etc.

Organizational Operations - Board members have four key responsibilities in this area:

- Ensure that NCBC's management systems are adequate and appropriate;
- Ensure adequate and appropriate board operations, including adoption of policies for conduct of meetings and operation of board business
- Ensure adequate organizational and legal structure
- Ensure that NCBC and its board members meet all applicable legal requirements., with the assistance of the executive director

10.2: Performance expectations for board members

In performing duties as a member of the NCBC board, every board member is expected to:

- demonstrate a strong belief in and commitment to NCBC's mission;
- prepare for and participate in board and committee meetings;
- exhibit high ethical standards and integrity in all board actions;
- be an enthusiastic advocate for NCBC;
- take responsibility and accountability for NCBC and all decisions made by the board;
- perform on level at assigned position
- function within the board as a team member ;
- Adhere to management structure as outlined in corporate office policy manual
- Recognize the four levels of delegation:
 - Items that only the board should do are not delegated;

- Items the executive director can do with formal board approval;
- Items the executive director can do without board approval, but must inform the board of the action; and
- Items the executive director can do without asking or informing the board.