

**ANGOLAN COMMUNITY OF  
MAINE**

**BOARD OF DIRECTORS**

**GOVERNANCE MANUAL**

**MARCH 2022**

Approved by the Board of Directors:

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Amended by the Board of Directors:

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## **A. Introduction**

The Board Governance Manual defines the roles and responsibilities of the Board of Directors of the Angolan Community of Maine and clarifies Board governance policies. The Board Governance Policy Manual and the Bylaws of the non-profit are the primary governing documents of the organization.

The purpose of these policies is to

- Define Board obligations and goals
- Guide decision-making
- Promote consistency and regularity among Board actions
- Clarify Board member roles, responsibilities, and commitments.

### **Guide for Board Members of Charitable and Educational Corporations**

As a board member of ACM, you have the privilege and responsibility of serving the public interest. ACM is a “Public Benefit” corporation and therefore, is on the verge to be recognized as tax-exempt under section 501(c)(3) of the Internal Revenue Code. **No matter the size of the Board of Directors, the majority of the board members must not be financially interested in the organization.** This means that most of the board cannot be employed by or have relatives who are employed by the organization. **It is your job as a board member to ensure that the organization is faithfully fulfilling its charitable purpose.** You and your fellow board members are responsible for governing the organization. Your primary duty is to attend board meetings and actively participate in board discussions. Specifically, the board of directors is responsible for evaluating the elected Chief Executive Officer, for ensuring no conflicts of interest exist, and that all charitable assets are safeguarded from fraud, waste and abuse.

### **Distribution and Use**

A copy of the manual will be given to each board member and revisions will be distributed in a timely manner. Board policies are adopted through a majority vote of the Board and may only be adopted at a regular Board meeting. Before adopting any policy amendment, Board members will receive a copy of the proposed policy in advance of the meeting at which time the vote is to be taken. The Board will review policies annually for accuracy and appropriateness, and will make recommendations for amendments, additions, or eliminations.

## **B. Mission and Vision Statements and Commitments**

The Corporation is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

**VISION STATEMENT:** To live in Maine with all the rights and freedoms that come with resettlement and citizenship and to raise our families in peace with the ability to improve our socio-economic standing in every community in which we live, work, play, learn, pray, and engage with others to resolve conflict and improve the living conditions of all Mainers.

**MISSION STATEMENT:** To raise up the standard of living and the peaceful nature of the Angolan people who have chosen Maine to be their home.

The specific purposes of the organization include, but are not limited to

- Supporting the prosperity of Angolan asylum-seekers and refugees in Maine through charitable distribution of food, clothing, supplies, furniture, cash, and other immediate necessities;
- Helping Angolan Asylum-seekers obtain legal assistance in getting work authorizations, asylum applications, and green cards;
- Providing and supporting opportunities for general and specialized education and training, networking and contracting, and other forms of socio-economic activity;
- Coordinating with other agencies, organizations, and service providers to support health literacy, financial literacy, environmental literacy, home health and safety literacy.
- Supporting and managing after-school mentoring, homework help, tutoring, and improving relationships with Ed Techs, teachers, administrators, and special needs educators;
- Minding and supporting the special needs and requirements of young people seeking meaningful and rewarding employment and an equal “voice” in the decision-making processes of the organization and in civil society;
- Creating a climate of respect for the Maine workforce that will continue to be increasingly made up of asylum-seekers and refugees—in all industries and trades;
- Hosting conferences, open houses, meetings, and other congregations of social service providers and/or employers and job seekers in person and by Zoom, Google Meet or other digital communications forums to facilitate meaningful and effective linkages to fulfill the needs of the people, to close gaps in access and quality care, and to build long term partnerships so that the Angolan community is prepared for the next “shock”;
- Helping the community recover from traumas by teaching enhanced prevention and control techniques.

### **C. A Culturally Competent Organization**

ACM is an ethnic-based organization and, as such, places cultural competency first on our action agenda. We accept and respect individual differences in all facets of our work. Diversity within the organization provides the organization with a full range of perspectives and contributes to the ability to better meet the needs of the diverse community we serve. ACM's commitment will be reflected through an environment that not only promotes the awareness of ethnic, cultural, racial, economic, sexual orientation and gender issues, but also values diversity. ACM will provide quality services without regard to a person's culture, ethnicity, economic status, sexual orientation, gender, or ability to pay. To realize this goal, the organization trains staff to be culturally sensitive, and actively recruits culturally diverse staff. In addition, the organization will continue to actively recruit Board members who represent the diverse community.

### **D. Role of the Board of Directors**

The Board of Directors are responsible for:

- Assuring **MISSION**
- Embracing **VISION**
- Making **VALUES** explicit
- Setting high **STANDARDS**
- **MONITORING** performance

#### **1. Assuring MISSION:**

- a. The Board ensures clarity around what we do, for whom we do it, and at what cost
- b. The Board is responsiveness to the community it serves
- c. The Board makes sure that staff and volunteer services and programs appropriately address targeted community needs
- d. The Board makes decisions on the basis of our Mission

#### **2. Embracing VISION:**

- a. The Board actively plans for tomorrow by thinking beyond today
- b. The Board instills our vision through leadership and setting high standards for action

#### **3. Making our VALUES explicit:**

- a. The Board enunciates clearly what we believe
- b. The Board behaves in a way that manifests what we stand for
- c. The Board takes action on what is important

#### **4. Setting high STANDARDS:**

- a. The Board establishes financial, personnel, and programs/service policies

- b. The Board maintains high standards for current programs and ensures that monitoring and evaluation activities review and assess standards on a regular basis

## 5. MONITORING performance:

- a. The Board ensures regular reviews are conducted of staff productivity
- b. The Board supports recruitment and retention needs
- c. The Board makes sure resources are available
- d. The Board evaluates Chief Executive Officer effectiveness.

## E. Job Description and Responsibilities

The Board serves as the Directors of the organization. The Board acts in the public interest to meet the needs of the community we serve. Toward this end, the Board is responsible for:

1. Establishing goals and monitoring outcomes of the organization
2. Monitoring the organizational performance in fulfilling the mission of the organization
3. Assuring the organization has necessary resources and is fiscally healthy
4. Establishing policies, including but not limited to,
  - Certify the election and dismissal of the Chief Executive Officer (CEO)
  - Review the performance of the CEO
  - Establishing operating policies including human resources and financial management policies
  - Establishing policies including scope and availability of services, location and hours of services
  - Assuring the organization is operating in compliance with federal, state, and local laws and regulations
  - Evaluating services or programs of the organization
5. The Board of Directors will perform a self-evaluation of Board operations on an annual basis. The Board will use the results to identify problems and set goals for improvement

## F. Size and Composition and Elections

According to the ACM Bylaws, the number of Directors constituting the Board of Directors shall be **not less than five (5) or more than nine (9)**. The exact number of Directors shall be fixed from time to time by a resolution adopted by the affirmative vote of a majority of the Directors then in office. The composition of the Board should be representative of the community primarily served by the organization. Non-community members do not usually serve on the ACM Board of Directors.

Board composition will be assessed annually, prior to Board elections, to determine whether the composition meets the aforementioned guidelines. Deficiencies in diversity of Board membership will be addressed when filling any Board vacancies.

To be considered for a Board of Directors' position, a member's candidacy must be supported by at least **20 members** and satisfy at least the following nine (9) essential criteria:

1. **Passion for the mission:** Nothing replaces a potential board member's commitment to mission. What attracts the potential board member to the organization? Why do they care? Do they have a personal connection to the organization?
2. **Expertise and ability:** What expertise does the board member bring to the organization? What is his/her backgrounds.
3. **Philanthropic history:** As a general rule, they should have financially supported the organization in the past in order to be considered for board membership. All candidates must be educated on the giving expectations the organization has for board members, because *donors look to board members to set an example for them*.
4. **Reputation:** All potential board members should have a positive reputation in the community. Most importantly, they need to be seen as having integrity.
5. **Willingness to advocate for the organization:** One of the key things that distinguishes a board member from a general supporter is a willingness to advocate on behalf of the organization. Board members should be very comfortable promoting the organization to family, friends and colleagues.
6. **Ability to work in groups and to lead:** It is incredibly important for potential board members to have the ability to both work in a group and to lead. Should have the ability to "win some and lose some."
7. **Connection to resources:** One of the primary functions of a board member is to get the organization in front of people who can help it: government, donors and foundations and willingly use those connections to benefit the organization.
8. **Time:** As member of the board the organization will need your time.
9. **Diversity:** A diverse board is more inclined to respond to community needs faster and more effectively. Let consider age, religion, gender, physical ability, geography, political affiliation and province of origin, among others.

## G. Commitments

Board members are elected and agree to serve for a **three-year term. Members may serve no more than three consecutive terms.** During the three-year term, Board members make the following commitments:

**To be Accountable:** Board members should understand ACM 's mission, goals, objectives, and programs. Board members should make decisions on issues, policies, goals and objectives based on careful consideration of the facts and all relevant data. Board members should participate fully and openly in meetings; share insights, ideas, and suggestions.

**To be in Attendance at Board Meetings:** As pledged in the organization's Board Member Expectations, Board members are to commit to a high priority of attendance at all Board and Committee meetings.

**To be in Attendance at Committee Meetings and Annual Strategic Planning Retreat:** As pledged in the Board Member Expectations, all Board Members agree to serve on at least one Committee or task force and participate in the accomplishment of its objectives. If the Board member chairs the committee or task force they are to: Call meetings as necessary until objectives are met, ensure that the agenda and support materials are e-mailed to all members in advance of the meetings, conduct the meetings in an orderly, fair, open and efficient manner, and make committee progress reports/minutes to the Board at its scheduled meetings. To participate in the annual strategic planning retreat, the Board self-evaluation program; Board development workshops, seminars, and other educational events that enhance skills as a Board member.

**To make the Time Commitment:**

- Board members are expected to review all pre-meeting reading materials in advance of the Board or Committee meeting.
- When absent from any meeting, board members are expected to review minutes and materials from the missed meeting
- During the Director's three-year term, each member is expected to:
  - Attend a new member orientation meeting
  - Participate on at least one standing committee
  - Participate in an annual strategic planning retreat
  - Attend at least one Board training/development meeting annually

**To Play a Recruitment Role:** During the Director's three-year term, each member is expected to recommend one viable candidate for membership on the agency's Board of Directors.

**To Accept Leadership Role:** During the Director's three-year term, each member is expected to be willing to serve in at least one leadership role. Leadership roles might include Officer position, Committee Chair, or Ad-Hoc Committee Chair.

**To State any Conflict of Interest:** Board members shall support the Mission and goals of the organization and the community it serves. Board members must avoid any or all conflicts of interest and thus:

- No board member shall be an employee of the organization
- Board members shall, upon installation, sign an Annual Disclosure of Potential Conflict of Interest Statement, and will update the form on an annual basis. If a Board member has any perceived conflicts of interest, these must be disclosed to the Board
- When the Board is to decide upon an issue about which a member has an unavoidable conflict of interest, the member must remove themselves from comment during the deliberation and the vote

**To Speak as One Voice:**

- Board members may not attempt to exercise individual authority except as explicitly set forth in Board Bylaws and/or policies
- Board members may not speak individually for the organization unless authorized by the full Board or the Chief Executive Officer
- Once a decision has been reached on any ACM issue, the Board will speak with one voice.

**To Maintain Confidentiality:**

- Board members shall not disclose information about ACM's activities unless those activities are already known by the public or have become a part of public record
- Board members shall, upon installation, sign a Confidentiality form, and will update the form on an annual basis.

**To Interact Appropriately with Staff:**

- Board members must not use their positions to obtain employment in the organization, or for preferential services for themselves, family members or close associates
- Board members should not attempt to resolve staff complaints
- When confronted with a staff complaint, Board members will:
  - express concern and desire that the complaint be handled appropriately as outlined in the Personnel Policy and Employee Handbook
  - explain that an individual Board member has no authority to deal with staff complaints; therefore, the Board member will not attempt to mediate or resolve their complaint
  - explain that the Board has delegated staff, including complaints, to administration and the staff person should address their concern to the Chief Executive Officer.

## **H. Training and Development**

Board members agree to participate in ongoing training and development.

**New Board Member Orientation:** New Board members will attend an initial orientation and training session prior to their first regularly scheduled Board meeting. Additional orientation and training sessions will be held prior to consecutive Board meetings to ensure that new members are oriented appropriately and are familiar with the proposed information. Throughout the orientation and training, new Board members will receive the following documents for review and consideration:

- Board of Director's Governance Policy Manual
- Board Bylaws and Articles of Incorporation
- Minutes of meetings for the last year
- Federal grant applications, including budget
- Most recent audit and financial statements
- Mission Statement and Core Values
- Board Approved Operating Policies including Personnel and Finance
- Current list of all Board Members
- History/Brochures/Program Descriptions

- List of Commonly Used Acronyms

ACM staff will assist in the orientation, which will include a tour of the space, instruction on how to read budget and financial reports, and an overview of Board meetings.

**In-services for Board Members:** In-services for Board members are essential to Board development. ACM will pay for Board members to attend state or national meetings. Travel expenses will be reimbursed according to the organization's Travel Policy. Board members who attend conferences will make a presentation at the next Board meeting of the new ideas and insights gained at the conference.

**Ongoing Board Development:** Board development may be included in the agenda of Board meetings. A speaker may be invited to the meeting, or a Board or staff member may update the Board on a relevant topic.

## I. Committees

The Board appoints both standing committees and ad-hoc committees. This policy applies to both, whether or not they include non-Board members:

- Board standing and ad-hoc committees are created to advise the Board. When the Board takes action to establish a committee, they will also assign a specific charge and suggested membership
- Membership on committees may include currently elected Board members, former ACM Board members, ACM staff and other individuals from the community
- Committee meetings are open to all Board members. Only the appointed members of the committee are allowed to vote
- The Chairperson of the Board will be an ex-officio member of all committees, but will only vote on the committee to which they are assigned
- The Chief Executive Officer, or delegated representative, will be a nonvoting member of all committees as a staff resource to the committee
- Only the full Board or Executive Committee can exercise authority over the Chief Executive Officer
- Only the full Board or Executive Committee may speak or act for the Board
- Board committees do pre-Board work by clarifying issues, identifying alternatives, and determining implications of proposed actions
- The chairperson, or a member of the committee, in the form of a motion at a full board meeting, will present recommendations resulting from committee action
- Minutes and attendance will be taken at all committee meetings.

## J. Standing Committees

There are typically four standing committees of the Board, including the

- Executive Committee
- Finance Committee

- Nominating Committee
- Policy Committee.

The Chairperson of the Board of Directors will appoint the Chairpersons and members of each standing committee at the beginning of each calendar year or at such other times as the Chairperson shall determine. Ad-hoc committees are established whenever a special need arises, and then disband once their charge is completed.

**Executive Committee:**

- The purpose of the Executive Committee is to take actions on behalf of the Board between its meetings, as necessary, to conduct the business of the organization
- Membership will include Board officers, and the past Chairperson of the Board (in an advisory role if no longer a member of the Board)
- The Executive Committee oversees the evaluation of the Chief Executive Officer including developing the criteria used for evaluation, interviewing staff participating in evaluation, and preparing summary information for consideration by the full Board
- All business transacted by the Executive Committee will be reported at the next Board meeting
- Executive Committee meetings will be called as necessary
- The Chairperson of the Board will serve as the Executive Committee's Chair.

**Finance Committee:** The purpose of Finance Committee is to

- Oversee the financial operations of the organization, including revenues and expenses as related to provider productivity.
- Financial Performance Measures
- Oversee the preparation of the annual budget and monitor budget variances with actual revenue and expenditures
- Review year-end financial statements
- Ensure that an annual financial audit is conducted by a professional auditing firm in accordance with federal guidelines and fully reported to the Board.
- Review financial statements on a monthly basis
- The Finance Committee will meet monthly
- There will be a minimum of three Directors on the Finance Committee
- The Treasurer of the Board will serve as the Committee's Chair.

**Nominating Committee:** The purpose of Nominating Committee is to

- Conduct the election of new Board members
- Prepare Board member and Officer Slates
- Develop and provide new Board member orientation, Board development and training, and an annual Board training schedule
- There will be a minimum of three Directors on the Nominating Committee
- The chairperson of the Nominating Committee shall be a director.

**Policy Committee:** The purpose of Policy Committee is to

- Review and amend all policies on an annual basis or as needed prior to approval by the full Board
- Meetings of the committee will occur at least quarterly, or as otherwise necessary
- There will be a minimum of three Directors on the Policy Committee
- The chairperson of the Policy Committee shall be a Director.

## K. Officer Roles

There are four directors of the Board

- Chairman/President
- Vice-Chairman/Vice President
- Secretary
- Treasurer

As determined in the ACM's Bylaws Section B, Election and Term of Directors. The term of office of all Directors shall commence upon their election or appointment and shall continue until the next annual meeting of the Board of Directors of the Corporation and thereafter until their respective successors are chosen or until their earlier resignation or removal.

In addition to the duties outlined in the Bylaws, the officers have the following roles.

**Chairman's Role:** The chairman/president is responsible for:

- Planning and leading Board meetings
- Assuring the integrity of the Board process
- Managing the participation of Board members
- Appointing committee chairpersons and membership
- Chairing the Executive Committee
- Assuring the Board's work is completed.

**Vice-Chairman's Role:** The vice chairman/vice president is responsible for:

- Performing duties of the Chairman in his or her absence
- Manage special assignments as requested by the Board Chairman.

**Secretary Role:** The secretary is responsible for:

- Integrity of ACM's reporting systems re legal, program, budget
- Assuring the Board remains knowledgeable of reporting requirements of ACM
- Chairing the Policy Committee.

**Treasurer Role:** The treasurer is responsible for:

- Maintaining the integrity of ACM's financial affairs
- Assuring the Board remains knowledgeable of the financial status of ACM
- Chairing the Budget and Finance Committee.

## L. Meeting Structure and Logistics

- Board meetings are held **monthly, twelve times per year**
- Board meetings will be held on the **second Wednesday of each month** at a designated location, or as so determined by the Directors in office from time to time
- The Board will receive a packet for the upcoming meeting postmarked or electronically emailed or delivered 24-48 hours prior to the meeting which includes a tentative meeting agenda, the previous month's minutes, the Chief Executive Officer's report, key financial reports, and any information requiring review prior to the meeting
- At the beginning of each calendar year, the Board Chairperson will prepare a work plan and objectives for the upcoming year, as well as measures of success.

**Activities at the May meeting might include:**

- New Board member orientation (as appropriate)
- Review and approval of Scope of Services, locations and hours of operation
- Review and approval of starting salaries
- Board training – roles and responsibilities
- Review and approval of staff salary adjustments

**Activities at the June meeting include:**

- General Business Meeting
- Assessment of the Board's composition Review and approval of HR policies

**Activities at the July meeting include:**

- Review Mission Statement/Bylaws
- Review facility needs
- Election of members due to vacancies from term expirations
- Committee appointment
- Update Biographical Information
- Review and Update Board Governance Manual
- Recognize departing Board members and previous year's officers
- Proposal and approval of activities for the November Angola Celebration
- Orientation of CEO's preparative for November Angola Celebration

**Activities at the August meeting include:**

- Engagement with program staff and beneficiaries for celebration

**Activities at the September meeting include:**

- Review Program polices and approve
- Review agency Compliance Plan
- Review compliance with state, local, and federal regulations

**Activities at the October meeting include:**

- Review the performance of the Chief Executive Officer
- Review CEO Salary Survey
- Review Market Salary Survey

**Activities at the November meeting include:**

- Launch of November Angola Celebration
- Review annual community needs assessment
- Review and approve operating budget for the upcoming fiscal year
- Annual funding grant review
- Review and approval of the business plan, and grant budget
- Annual Board Retreat/Strategic Planning

**Activities at the December meeting include:**

- Review and approval of Financial Policies
- Review and approval of the organization plan and grant budget

**Activities at the January meeting**

- Discuss agency fundraising and sustainability of services and programs

**Activities at the February meeting include:**

- Approval of holiday bonuses
- Review and approval of agency benefits
- Review and approval of annual Continuous Performance Improvement Plan (CPI)

**Activities at the March meeting include:**

- Review and approval of program policies
- Sign annual Conflict of Interest forms
- Sign Confidentiality forms

**Activities at the April meeting include**

- Election of officers
- Distribution of the annual calendar of meetings for the upcoming year
- Presentation of the annual audit by an independent CPA firm.

**M. Board Member Liability**

1. The governing Board of Directors is a legally responsible entity and can be sued
2. Minimizing liability can be done by
  - a. Keeping well informed – attend meetings, review reports, ask questions, know what's going on
  - b. Perform your duty wisely, honestly and to the best of your ability
  - c. Keep in mind the following principles:
    - 1) **Conflict of Interest** – declare any conflict of interest and refrain from attempts to influence when there is a conflict of interest
    - 2) **Corporate Liability** – follow the law and assure that the legal obligations of the corporation are being met
    - 3) **Duty of Care** – perform your duties in good faith with the best interests of the center in mind
    - 4) **Duty of Loyalty** – ACM should come before your own interests.

d. Practice “Risk Management” by having

- 1) Adequate insurance coverage
- 2) Written policies, adequate controls, and reporting systems to govern operations
- 3) “Paper trails” – written documentation of all important activities – meetings, hiring and firing processes, medical records, etc.
- 4) Files – especially personnel and financial – should be kept up to date and retained even after an organization closes its doors (at least three years). Lastly, keep in mind this “Not-for-Profit law, Directors and Officers shall discharge their duties in good faith and with the degree of diligence, care and skill which ordinarily prudent men would exercise under similar circumstances in like positions.”

## N. Director’s Liability

### Guidelines for Board Membership to Reduce the Possibility of or to Prevent Lawsuits

1. Attend Board and Committee meetings regularly
2. Become familiar with the minutes of Board meetings and the minutes of your committee assignments
3. Become familiar with ACM’s publications, written and online
4. Treat the affairs of the organization as you would your own
5. Ensure that ACM records are audited by a reputable CPA firm
6. Become familiar with ACM’s goals, objectives and programs
7. Insist that all committee meetings are reported at Board meetings in either oral or written form
8. Know the budget, the budget process, and financial situation
9. Know who is authorized to sign checks and in what amount
10. Avoid self-serving policies
11. Inquire if there is something you do not understand or if something comes to your attention which causes you to question a policy
12. Insist that there is a well-established personnel program with a competent staff Chief Executive Officer
13. Avoid the substance or appearance of conflicts of interest
14. Be certain that ACM is fulfilling all aspects of its not-for-profit and tax-exempt status
15. Insist on a written and followed Board membership and nominating Committee procedure
16. Monitor the community and professional image of the organization
17. Be certain that “policies” are clearly identified, and the Board acts on them as a whole rather than action by a small group of individuals
18. Know the Board of Directors financial condition, programs and staff before accepting Board membership
19. Require that ACM has proper legal counsel
20. Monitor the activity of your Executive Committee to ensure it does not overstep its authority
21. Insist on the Board having a policy relative to Board volunteer liability.

## O. Board Member Position Description

## **Duties and Responsibilities of Individual Board Members**

1. To put the interests of the organization above any personal or other business interest
2. To maintain the confidentiality of Board information
3. To serve on at least one Board committee
4. To attend Board and committee meetings regularly
5. To review information provided to the Board
6. To exercise reasonable business judgment in the conduct of Board business
7. To participate actively in Board issues by critiquing reports and providing innovative resolutions to problems

## **Required Skills and Knowledge of Board Members**

1. Ability to read and understand standard financial statements. Angolan Community of Maine is an ethnic based organization; if an interpreter is required, we will provide or if approved by the board, the CEO will provide interpretation and translation services. If a board has a question about finance or services, they can request the agency's CPA to a meeting to explain.
2. Training and/or experience in one or more of the following areas (does not apply to ethnic community members):
  - A. Management
  - B. Financial management
  - C. Marketing/public relations
  - D. Employee relations
  - E. Personnel management
  - F. Community affairs
  - G. Social services delivery
3. Ability to work with others on the Board and in the committee setting.

## **P. Board Role in Operations**

<b>Board Role</b>	<b>Chief Executive Officer Role</b>
Develop Mission Statement	Communicate Mission Statement
Guide Long-Range Planning	Implement Long-Range Planning
Establish/Approve Policy	Implement Policy
Evaluate Operations	Manage Operations
Review Quality of Service	Monitor Quality of Service
Represent Community Interest	Represent Angolan Community of Maine Needs

## **Board-Staff Relationships**

**Board:**

The Board of Directors provides the continuity on which your community is based. Individual members of the staff and the Board come and go, but the entity of the Board exists as long as your organization does. Individual members of the Board, together form a corporate body that has the overall responsibility for the organization.

What are the specific functions of the Board of Directors? Board members generally assume responsibilities in the following areas:

- A. Budget and Finance: Board members approve the budget, which is generally prepared by the Treasurer, and reviewed by the Executive Committee or the Chief Executive Officer. They monitor program expenditures and determine sound fiscal policy and internal control practices. They assume responsibility for the fiscal accountability of the office.
- B. Fund Raising: Board members ensure that adequate funds are available for financing operations. They approve the general fund-raising methods used by ACM , and they may participate in fund-raising activities. Individual Board members may serve as a contact for ACM for specific funding sources.
- C. Program Evaluation: Board members review program effectiveness. They review program-evaluation procedures on a regular basis, and they advise staff on ACM 's self-evaluation.
- D. Planning: Members of the Board of Directors approve the long-range plans of ACM , including the program's goals and objectives. They assist the staff in the development of these plans and set organizational priorities for action.
- E. Personnel: The Board of Directors certifies the Chief Executive Officer, monitors the effectiveness of the CEO's performance, and removes the CEO when his or her performance is unsatisfactory. It determines the salary scales and benefits for the staff, and it develops personnel policies. (However, staff members are hired, evaluated, and, if necessary, terminated by the Chief Executive Officer, not the Board.)
- F. Board Development: The Board of Directors determines the structure of the Board and committee membership. It nominates for elections new Board members and sets the standards for its own periodic self-evaluation
- G. Public Relations: The Board of Directors may communicate with funders, community leaders, and other interested parties about the programs in place. It represents ACM in the community, and it may advise the CEO in the development of a public relations plan.
- H. Policy: Members of the Board determine ACM's policies. Policies can be defined as the broad guidelines that provide a framework for future decision-making. Policies are reflected in procedures, which are the more specific, narrow parameters that are used in organizational decision making.

Procedures clarify what steps must be taken, what rules must be followed, and who must be included in the process. The Board generally formulates policy developed by the staff while staff develops implementing procedures.

#### **Chief Executive Officer:**

The Chief Executive Officer is certified by and responsible to the Board of Directors as the Chief Executive Officer and is charged with providing leadership and over-all direction and

administration of the operations of the organization. He or she interprets and applies the policies of the Board of Directors; establishes basic policies within which the various activities are carried out; guides and develops short and long-range planning; and evaluates activities in terms of objectives.

- A. Planning: Develops and gains Board approval on the goals, objectives and priorities for the organization
- B. Budget and Finance: Reviews and approves the budget for Board approval as prepared by the Chief Executive Officer and staff.
- C. Staff: Supervises staff in carrying out the plans and programs of the organization. Determines responsibilities and authority among staff and assures that high standards of performance are being met
- D. Resources: Works with Board to secure adequate resources to carry out ACM programs and monitors the allocation of these resources to insure they are used effectively and efficiently
- E. Administration: Is responsible for the day-to-day administration of the activities of the office
- F. Review and Evaluation: Monitors, and revises, when necessary, the activities of the office in order to gain greater program effectiveness. Assists Board in evaluating progress and outcomes of programs and recommends revisions of goals or objectives when needed in order to improve organizational performance.
- G. Public Relations: Works with Board to ensure community awareness of ACM 's goals, mission, objectives and programs obtain community support for the center.

## DIVISION OF RESPONSIBILITIES

FUNCTION	BOARD	Chief Executive Officer
Budget & Finance	X	X
Planning	X	X
Review and Evaluation	X	X
Securing Resources (Fund Raising included here)		X
Public Relations	X	XX
Certify/Fire Chief Executive Officer	X	
Hire/Fire Other Staff		X
Day-to-Day Administration		X
Setting Policy	X	

Board Development

X