



BOARD GOVERNANCE DOCUMENT

Administrative Policies

Wood-Pawcatuck Watershed Association
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Acting As Fiscal Agent for Other NGO/Charitable Organizations

Adopted 20 June 2013

CONTEXT

WPWA may act as a temporary/limited engagement fiscal agent on grant proposals of charitable/nonprofit organizations with similar and/or overlapping missions, in instances where it is not possible or practical for the requesting organization to acquire the grant(s) without an Acting Fiscal Agent. The underlying context is that providing such assistance to like organizations will further the overall goals of WPWA and further its over arching mission of watershed conservation.

DESCRIPTION

For WPWA's review, the requesting organization must clearly define:

1. The overlap of, and consistency between, organizational missions.
2. The nature and need for an Acting Fiscal Agent and why WPWA best fills that need.
3. The limitation of WPWA's responsibility should noncompliance with grant requirements occur, including a date of termination of WPWA services, and a mechanisms for the disbursement of any remaining/unspent grant funds.
4. The types and number of anticipated fiscal transactions, and a realistic estimate of the time commitment expected of WPWA as Acting Fiscal Agent.
5. The indemnification of WPWA from: proposal writing, grant reporting, project evaluation, and/or any and all other duties associated with the grant funding and proposal process other than its submission to the funder/granting agency. This indemnification is to be clearly articulated in the grant proposal, and in a manner that the funder clearly sees that the sole role, purpose and responsibility of WPWA's engagement is as a temporary agent and as a mechanism by which to submit on behalf of the requesting organization.

and agree that:

6. An overhead fee of 15% of the total funding received will be assessed by WPWA for its services as Acting Fiscal Agent under the conditions defined in adherence to the above, and that this fee will be paid upon receipt of the requested funds.

IMPLEMENTATION

The Executive Director will make initial assessment of any request to act as fiscal agent for another organization, and will decline to engage in any that do not rank well, based on the above guidance, in their opinion. If the Executive Director finds the proposed engagement agreeable, and staff are capable of acting as fiscal agent, then the Executive Director will bring the request to the Executive Committee of the Board for consideration, which may be undertaken via electronic meeting. In such case where the proposed engagement is complicated but considered worthy, the matter will be brought to the entire Board of Trustees for consideration and deliberation.



Endowment Spending Rule

Adopted 15 September 2011

CONTEXT

Endowments help provide for the long-term economic viability of organizations, but are often tied to a specific project, task, or event. It is an accepted practice to take a small percentage of the principal and allocate it to non-endowment uses. Provided the percentage is small, the process allows the endowment to see continuous growth while allowing use of limited funds for other needs.

DESCRIPTION

This policy applies to the following WPWA endowment accounts:

1. Polly Fund Securities
2. Sisson Fund
3. Cherenzia Fund

This policy does not apply to the following WPWA endowment accounts:

1. Saila Fund managed by the Rhode Island Foundation
2. Salomon Fund managed by Community Foundation of Eastern Connecticut

This policy encompasses those investment accounts for which WPWA has full control of, as noted above, and with a balance of \$10,000 or more at the time of Spending Rule calculation. The Spending Rule calculation is very conservative, and will take no more than 4% of the end-of-quarter balance calculated for each fund and averaged over the previous 16 quarters.

IMPLEMENTATION

The Spending Rule Calculation will be conducted in October of each year, and will determine the maximum amount that WPWA can remove from the fund in support of its annual budget. The Executive Director, in consultation with the Treasurer, will determine the most appropriate use of the income derived from endowments for any given year.



Trustee Giving

Adopted 17 October 2013

CONTEXT

Board giving is a critical element of organizational success, and 100% participation is the desired benchmark. When everyone on the board provides financial gifts, it shows unified support of mission, and builds faith in the organization and its ability to achieve its goals. Members, the public, and potential donors, feel that if board members—often friends, relatives, and peers—are comfortable in providing financial assistance to the organization, they should be as well. Trust that their financial gift will be used wisely to achieve mission goals and objectives if a key element of donor giving; full board giving is a critical element of building that trust.

DESCRIPTION

Each individual member of the Board of Trustees of the organization shall make an annual cash donation, to the best of their financial ability, above and beyond that given as membership dues.

IMPLEMENTATION

It will be the responsibility of the chair/president, or their designee, to ensure that trustees contribute on an annual basis, and that such giving is completed before the end of each calendar year.



WPWA Overhead Rate

Adopted 17 October 2013

CONTEXT

Every organization has basic operational costs associated with simply “doing business.” Electricity, phones and data lines, administrative costs, and property maintenance, to name a few, are costs that are accrued regardless of ongoing projects and streams of funding. In order to account for such operational costs, organizations apply an “overhead charge” to all grants and contracts that engage the organization and/or utilize its services. Overhead can be a fixed fee, but most broadly is applied as a percentage of the total cost of services rendered (e.g., grant or service contract total).

DESCRIPTION

An organizational, base overhead rate of 15% shall be applied to all grants, contracts, and other vehicles that define an agreement for the use of WPWA services.

IMPLEMENTATION

The overhead rate may be negotiable, depending upon requirements of granting entities and/or as deemed appropriate to foster important partnerships or to take advantage of unique and/or special opportunities. In such cases where the base overhead rate applied needs alteration, it will be the responsibility of the Executive Director to justify, in writing, deviation from the base rate, and to show that benefits will outweigh the increased financial burden, if any, to the association.



Monitoring of Conservation Easements

Adopted 27 August 2015

CONTEXT

WPWA is the legal holder of properties in conservation easements, and as such is responsible for occasional inspection of the property to ensure that easement restrictions are being adhered to as stated in the easement agreement. This policy sets forth a process by which WPWAs conservation easement properties will be inspected to ensure it is upholding the terms of easements in a responsible fashion.

DESCRIPTION

The Wood-Pawcatuck Watershed Association will regularly inspect properties for which it is the legal holder of a conservation easement. The purpose of the inspection is to determine whether there are any violations of the restrictions set forth in the grant of the easement.

IMPLEMENTATION

Easement inspections will take place no less frequently than annually. The inspector will review the key provisions and restrictions of the conservation easement prior to every monitoring visit, as well as the baseline documentation or management plan (if available) for the property, past monitoring reports (if available), and a map for orientation and property navigation. The inspector will call the landowner in advance and obtain verbal permission to visit the property on a specified date. The landowner shall be encouraged to meet with the inspector and shall be invited to join the inspector in walking the property, although neither is required if the landowner cannot be present. This inspector will use the WPWA inspection checklist (on file in the WPWA office) to guide the inspection, and will file a completed copy of the checklist in a conservation easement file. Such file will be created and maintained, and will include the easement documents, maps, and completed inspection checklists.

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An easement violation may be discovered through an inspection or by casual observation or reported by a third party. The violation may have been caused by the property owner, an adjacent property owner or a third party trespasser. WPWA will document the violation upon discovery and present it at the next regularly scheduled Board meeting, if time permits, or if not, to the attention of the Board President. In the event a violation is found, WPWA will take action as follows:

- ***Relatively minor violations*** may be addressed in a written monitoring report and a request for a planned response or remediation from the landowner, with appropriate follow-up. A minor violation is one that will not cause substantial harm or diminution of conservation values.
- ***Serious violations*** require a swift and definitive response, which may include appropriate legal action. A serious violation is one that is expressly prohibited by the easement's terms and one that, if allowed to continue, will substantially impair or diminish the conservation values protected by the easement.



Fund Development Committee

Adopted 21 August 2014

CONTEXT

Development of funding sources is critical to the long-term financial stability of an organization. While grants are an important potential funding source, the purpose of a Fund Development Committee is to create, nurture, and maintain an ever-growing base of philanthropic givers that provide funds towards achieving the mission and vision of the organization because they too believe in and agree with the WPWA vision and mission. The job of a Fund Development Committee is to find donors whose philanthropic desires can be achieved by giving to WPWA, and to then help them achieve their goals through WPWA's activities and accomplishments. Fund development is therefore a process that requires long-term commitment from the organization, and will be best accomplished through the actions of a standing committee.

DESCRIPTION

As a standing committee of the Board of Directors, the Fund Development Committee (FDC) helps the Board assure the fiscal health of WPWA through philanthropy and fund development. The FDC partners with staff to institutionalize the philanthropic process within the Board and its individual members, assuring a donor-centered organization

IMPLEMENTATION

Method of Work

1. The FDC reports to the Board of Directors and takes direction from the institution's strategic plan.
2. The executive director acts as primary staff to the FDC and ensures that plans and activities are within the capacity of the organization, that they do not conflict or negate other activities, and that there is reasonable fit with existing, annual Plan of Work events and activities.
3. FDC members include both Board and non-Board members, and all committee work is done in partnership with and through the leadership and enabling of assigned staff—the executive director dictates all staff assignments.
4. The FDC does not usurp the authority of the Board, and neither directs nor oversees

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staff.

5. The FDC meets as necessary, but not less than three times per year.
6. The FDC develops an annual Plan of Work that is integrated with the overall WPWA Annual Plan of Work.

Scope of Work

1. Assure appropriate articulation of roles and performance expectations in fund development for the FDC, the Board, and individual board members.
2. Devise and recommend philanthropy and fund development policies and recommend to the Board for action, including any limitation policies.
3. Help nurture a culture of philanthropy throughout the organization, and assure that all donors of time and money are respected, honored and recognized.
4. Assure that the Board and individual Board members are adequately educated about the basic principles and best practices in fund development, including the design of a donor-centered organization.
5. Through the fund development planning process the FDC will:
 - a. help establish charitable contribution goals for the annual budget;
 - b. devise the annual fund development plan of action by the Board;
 - c. recommend results and benchmarks for action by the Board.
6. Review results and evaluate return on investment (ROI) compared to the plan. Identify trends and implications and engage the Board in strategic dialogue and decision-making regarding philanthropy and fund development.
7. Help the Board articulate the case for philanthropic support directed at specific audiences.
8. Establish task forces to carry out specific fund development activities and monitor task force performance.
9. Provide personal follow-up to individual Board members to monitor their participation.
10. Convene fund development workshops for the board twice per year, that include tutorials by FDC members and outside FR professionals so that the board stays abreast of best available knowledge for non-profit fund development initiatives.

Reporting

1. Bi-monthly reports serve as the FDC's opportunity to report on recently completed campaigns, and provides an opportunity to request support of and/or assistance from the board on upcoming campaigns. On a bi-monthly basis the FDC should report on:
 - major donations
 - campaigns are under development and in-progress
 - progress toward accomplishing short and long term campaign goals
 - changes to annual FD Plan of Work.



Membership Development Committee

Adopted 27 August 2015

CONTEXT

Members are one of the greatest of assets of WPWA. Membership dues provide a source of unrestricted funds for use by the organization in achieving mission and vision, members provide volunteer effort that fuel programs and activities dedicated to WPWAs mission. Building and retaining the WPWA membership base is a long-term commitment that is best implemented by a standing committee.

DESCRIPTION

As a standing committee of the Board of Directors, the Membership Development Committee (MDC) helps the Board assure that the WPWA membership roster is grown and maintained in a fashion that helps sustain the fiscal and political health of the organization.

IMPLEMENTATION

Method of Work

1. The MDC reports to the Board of Directors and takes direction from the institution's strategic plan.
2. The executive director acts as primary staff to the MDC and ensures that plans and activities are within the capacity of the organization, that they do not conflict or negate other activities or philosophies of the organization, and that there is reasonable fit with existing, annual Plan of Work events and activities.
3. MDC members include both Board and non-Board members, and all committee work is done in partnership with and through the leadership and enabling of assigned staff—the executive director dictates all staff assignments.
4. The MDC does not usurp the authority of the Board, and neither directs nor oversees staff.
5. The MDC meets as necessary, but not less than three times per year.
6. The MDC develops an annual Plan of Work that is integrated with the overall WPWA Annual Plan of Work.
7. The MDC collaborates closely with the Fund Development Committee to ensure that goals and objectives, events and activities, are coordinated in a way to removes conflict and builds upon shared purposes of improving the long-term fiscal health and stability of WPWA.
8. It is NOT the intent of the MDC to develop, plan, and/or implement programs or activities for the membership of WPWA; it is recognized that this should be the

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purview of staff and/or a WPWA Programs Committee. It is the intent of the MDC to collaborate with staff and/or other appropriate committees and task forces to enhance membership growth and member retention in keeping with the purpose of the MDC.

Scope of Work

1. Assure appropriate articulation of roles and performance expectations in member development for the MDC, the Board, and individual board members.
2. Devise and recommend member development policies and recommend to the Board for action, including any limitation policies.
3. Nurture a culture of honoring members as “owners” of WPWA throughout the organization, and assure that all members are respected, honored, recognized, and valued as the most valuable asset of the organization.
4. Assure that the Board and individual Board members are adequately educated about the basic principles and best practices in membership development and member retention.
5. Through a membership development planning process the MDC will:
 - a. help establish membership growth and member retention goals for the annual budget;
 - b. devise an annual membership development plan of action for adoption of the Board;
 - c. recommend results and benchmarks for action by the Board.
6. Review results and evaluate return on investment (ROI) compared to the plan. Identify trends and implications and engage the Board in strategic dialogue and decision-making regarding membership development and member retention.
7. Help the Board articulate the case for membership support directed at specific audiences.
8. Establish task forces to carry out specific membership development and/or member retention activities and monitor task force performance.
9. Provide personal follow-up to individual Board members to monitor their participation.
10. Convene membership development and member retention workshops for the board on an occasional and/or as needed basis, that include tutorials by MDC members and/or outside membership development professionals so that the board stays abreast of best available knowledge for non-profit membership development and member retention initiatives.

Reporting

1. Bi-monthly (at minimum) reports serve as the MDC’s opportunity to report on recently completed campaigns, and provides an opportunity to request support of and/or assistance from the board on upcoming campaigns. The MDC should report on:
 - status and trends in membership growth and member retention
 - campaigns under development and in-progress
 - progress toward accomplishing short and long term goals
 - changes to annual MDC Plan of Work.
