

POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: GLOBAL GOVERNANCE COMMITMENT

The purpose of the board, on behalf of [identify the ownership here – to be determined by the board at its first 2003 meeting], is to see to it that CCPH (a) achieves appropriate results for appropriate persons at an appropriate cost, and (b) avoids unacceptable actions and situations.

POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: GOVERNING STYLE

The board will govern lawfully with an emphasis on (a) outward vision rather than an internal preoccupation, (b) encouragement of diversity in viewpoints, (c) strategic leadership more than administrative detail, (d) clear distinction of board and chief executive roles, (e) collective rather than individual decisions, (f) future rather than past or present, and (g) proactivity rather than reactivity.

Accordingly:

1. The board will cultivate a sense of group responsibility. The board, not the staff, will be responsible for excellence in governing. The board will be the initiator of policy, not merely a reactor to staff initiatives. The board will not use the expertise of individual members or staff to substitute for the judgment of the board, although the expertise of individual members or staff may be used to enhance the understanding of the board as a body.
2. The board will direct, control and inspire the organization through the careful establishment of broad written policies reflecting the board's values and perspectives. The board's major policy focus will be on the intended long term impacts of the organization, not on the administrative or programmatic means of attaining those effects.
3. The board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policymaking principles, respect of roles, and ensuring the continuance of governance capability. Although the board can change its governance process policies at any time, it will observe them scrupulously while in force.
4. Continual board development will include selecting new board members, orienting new board members in the board's governance process and periodic board discussion of process improvement.
5. The board will allow no officer, individual or committee of the board to hinder or be an excuse for not fulfilling its commitments.
6. The board will monitor and discuss the board's process and performance at each meeting. Self-monitoring will include comparison of board activity and discipline to policies in the Governance Process and Board- Executive Director Linkage categories.

POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: BOARD JOB DESCRIPTION

Specific job outputs of the board, as an informed agent of the ownership, are those that ensure appropriate organizational performance.

Accordingly, the board has direct responsibility to create:

1. The link between the ownership and the operational organization.
2. Written governing policies which address the broadest levels of all organizational decisions and situations.
  - A. Ends: Organizational products, impacts, benefits, outcomes, recipients, and their relative worth (what good for which recipients at what cost).
  - B. Executive Limitations: Constraints on executive authority which establish the prudence and ethics boundaries within which all executive activity and decisions must take place.
  - C. Governance Process: Specification of how the board conceives, carries out and monitors its own task.
  - D. Board- Management Linkage: How power is delegated and its proper use monitored; the Executive Director role, authority and accountability.

The board has direct responsibility to assure successful Executive Director performance.

POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: AGENDA PLANNING

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

1. The cycle will conclude each year on the last day of the last meeting of the year so that administrative planning and budgeting can be based on accomplishing a one year segment of the board's most recent statement of long term Ends.

2. The cycle will start with the board's development of its agenda for the next year.

A. Consultations with selected groups in the ownership, or other methods of gaining ownership input will strategically be determined at the CCPH annual meeting and be held during the balance of the year.

B. Governance education and education related to Ends determination, (e.g. presentations by futurists, demographers, advocacy groups, staff, etc.) will be held during the balance of the year.

3. Executive Director monitoring will be included on the agenda if monitoring reports show policy violations, or if policy criteria are to be debated.

4. Executive Director remuneration will be decided after a review of monitoring reports received in the last year during the first meeting of the year.

POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: CHIEF GOVERNANCE OFFICER'S ROLE

The Chief Governance Officer (CGO), a specially empowered member of the board, assures the integrity of the board's process and, secondarily, occasionally represents the board to outside parties.

Accordingly:

1. The CGO and CGO-elect are selected by the board at the first meeting of the year with one year terms beginning at the CCPH annual meeting.
2. The assigned result of the CGO's job is that the board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
  - A. Meeting discussion content will be on those issues which, according to board policy, clearly belong to the board to decide or to monitor.
  - B. Information which is for neither monitoring performance nor board decisions will be avoided or minimized and always noted as such.
  - C. Deliberation will take place in an environment that encourages broad participation and will be fair, open, thorough, timely, orderly, and kept to the point.
  - D. Policy decisions will be made by majority vote after deliberation.
3. The authority of the CGO consists in making decisions that fall within topics covered by board policies on Governance Process and Board-Executive Director Linkage, with the exception of (a) employment or termination of an Executive Director and (b) where the board specifically delegates portions of this authority to others. The CGO is authorized to use any reasonable interpretation of the provisions in these policies.
  - A. The CGO is empowered to chair board meetings with all the commonly accepted power of that position, such as ruling and recognizing.
  - B. The CGO has no authority to make decisions about policies created by the board within Ends and Executive Limitations policy areas. Therefore, the CGO has no authority to supervise or direct the Executive Director.
  - C. The CGO may represent the board to outside parties in announcing board-stated positions and in stating chair decisions and interpretations within the area delegated to her or him.
  - D. The CGO may delegate this authority, but remains accountable for its use.

POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: BOARD MEMBERS' CODE OF CONDUCT

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

1. Members must have loyalty to the ownership, unconflicted by loyalties to staff, other organizations, and any personal interest as a consumer.
2. Members must avoid conflict of interest with respect to their fiduciary responsibility.
  - A. There will be no self-dealing or business by a member with the organization or compensation from CCPH or from a third party using CCPH dollars. Members will annually disclose their involvements with other organizations, with vendors, or any associations which might be or might reasonably be seen as being a conflict.
  - B. When the board is to decide upon an issue, about which a member has an unavoidable conflict of interest, that member shall absent herself or himself without comment from not only the vote, but also from the deliberation unless specific information is requested by the board.
  - C. Board members will not use their board position to obtain employment in the organization for themselves, family members, or close associates. Should a board member apply for employment, he or she must first resign from the board.
3. Board members may not attempt to exercise individual authority over the organization.
  - A. Members' interaction with the Executive Director or with staff must recognize the lack of authority vested in individuals except when explicitly board authorized.
  - B. Members' interaction with public, press or other entities must recognize the same limitation and the inability of any board member to speak for the board except to repeat explicitly stated board decisions on behalf of the Executive Director.
  - C. Except for participation in board deliberation about whether reasonable interpretation of board policy has been achieved by the Executive Director, members will not express individual judgments of performance of employees of the Executive Director.
4. Members will respect the confidentiality appropriate to issues of a sensitive nature.
5. Members will be properly prepared for board deliberation.

6. Board members will be required to be dues paying members of CCPH and will contribute financially and as organizational volunteers to the extent possible.

7. Board member participation and attendance at board meetings:

- A. Board members are expected to attend all scheduled meetings of the full board.
- B. Board members are expected to provide advance communication with the board chair or executive director before missing any board meeting.
- C. Board members who miss two consecutive meetings, or two meetings in any given calendar year will be reviewed by the board for consideration for removal.

POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: BOARD COMMITTEE PRINCIPLES

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

Accordingly:

1. Board committees are to help the board do its job, not to help or advise the staff. Committees ordinarily will assist the board by preparing policy alternatives and implications for board deliberation. In keeping with the board's broader focus, board committees will normally not have direct dealings with current staff operations.
2. Board committees may not speak or act for the board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the Executive Director.
3. Board committees cannot exercise authority over staff. Because the Executive Director works for the full board, he or she will not be required to obtain approval of a board committee before an executive action.
4. Board committees are to avoid over-identification with organizational parts rather than the whole. Therefore, a board committee which has helped the board create policy on some topic will not be used to monitor organizational performance on that same subject.
5. Committees will be used sparingly and ordinarily in an ad hoc capacity.
6. This policy applies to any group which is formed by board action, whether or not it is called a committee and regardless whether the group includes board members. It does not apply to committees formed under the authority of the Executive Director.

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POLICY TITLE: BOARD COMMITTEE STRUCTURE

A committee is a board committee only if its existence and charge come from the board, regardless whether board members sit on the committee. The only board committees are those which are set forth in this policy. Unless otherwise stated, a committee ceases to exist as soon as its task is complete.

[As of 9/28/02, no board committee will exist until the need arises]

POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: COST OF GOVERNANCE

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

Accordingly:

1. Board skills, methods, and supports will be sufficient to assure governing with excellence.

A. Training and retraining will be used liberally to orient new members and candidates for membership, as well as to maintain and increase existing member skills and understandings.

B. Outside monitoring assistance will be arranged so that the board can exercise confident control over organizational performance. This includes, but is not limited to, fiscal audit.

C. Outreach mechanisms will be used as needed to ensure the board's ability to listen to owner viewpoints and values.

2. Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior capability.

A. Up to \$ 5,000 in fiscal year 2003 for training, including attendance at conferences and workshops.

B. Up to \$ 5,000 in fiscal year 2003 for audit and other third-party monitoring of organizational performance.

C. Up to \$ 60,000 in fiscal year 2003 for surveys, focus groups, opinion analyses, and meeting costs.