



## The Monterey Bay Holistic Alliance

*"Your Health and Wellness Friends"*

P.O. Box 249, Marina, CA 93933 (831) 272-2781 MBHolistic@gmail.com www.montereybayholistic.com

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### **MBHA Code of Ethics and Governance**

#### **I. Integrity**

All directors, officers, employees, and volunteers of MBHA shall act with honesty, integrity, and openness in all of their dealings as representatives of MBHA. MBHA shall maintain a working environment that values integrity, fairness, and respect.

#### **II. Mission and Vision**

The Monterey Bay Holistic Alliance is a registered 501(c)(3) educational nonprofit organization, founded in August of 2002. Its mission is:

- To network with other healthy living enthusiasts and provide free access to a wide variety of health education resources, referrals, activities, videos, products, events, news, educational information, and services.
- To support and work cooperatively with other health and wellness enthusiasts, professionals, educators, and products by sponsoring events, freely promoting information, or scheduling demonstrations and lectures of local and healthy living events, news and services (including but not limited to yoga, swimming, hiking, nutrition, senior events, Tai Chi, acupuncture, chiropractic, meditation, jogging, psychotherapy, dance therapy, art therapy, Reiki, homeopathy, music therapy, physical therapy, therapeutic massage, hypnotherapy, essential oils, naturopathy, animal communication, and others)
- To educate and awaken others to the importance of healthy living and alternative choices of wellness by working cooperatively with private businesses, self-employed individuals, community service organizations, news media, social media, nonprofits, and educational organizations.
- To represent an open-minded, holistic attitude, supporting each person's individual right to seek out successful solutions to wellness of body, mind, and spirit, appropriate and unique to their way of life.
- To operate as a heart-mind organization in all our decisions and actions, incorporating wholeness and wellness of body, mind and spirit, in all policies and procedures.

### III. Governance

The MBHA is governed by the Executive Director and the Board of Directors. Having the lead responsibility for something does not rule out information sharing, monitoring of performance, consultation, assistance, cooperation, or discussions between the Executive Director, the Board of Directors, employees and volunteers. All MBHA employees, volunteers, and board members work cooperatively and respectfully of one another, knowing that each person is a valuable asset to the team.

#### A. MBHA Chief Executive Officer, Administrator and Staff

##### 1. Executive Director

The Executive Director is the Chief Executive Officer and Administrator responsible for all management issues of the MBHA. The Executive Director will:

- Interview, train, hire and fire full-time and part-time staff members, volunteers, including maintenance workers, office administration, accountants, with the assistance of the Office Administrator using the *MBHA Employee and Volunteer Application Form*
- Enforce MBHA policy among volunteers and staff and ensure that the Office Administrator provides each person with codes, policies and procedures
- Ensure the training of board members in cooperation with other board members
- Supervise the training of all volunteers and staff members in cooperation with the Office Administrator
- Formulate long-term goals and plan objectives in cooperation with the Board
- Direct and supervise the operational planning process
- Make daily managerial administrative decisions
- Prepare performance reports on achievement of objectives and supervise the office administration staff in providing these reports
- Ensure and is responsible for the efficiency of all communication from MBHA, supervise office administrative staff returning all phone calls, emails, and online messaging
- Ensure and is responsible for the supervision, confidentiality and storage of all files, records, and forms as overseen by the Office Administrator
- Supervise the serving branches, teams, and working committees of MBHA
- Represent MBHA to the public and with the media
- Propose the implementation of new programs and service,
- Plan and supervise all meetings with public and staff
- Set agendas for board meetings and give to the MBHA Board for approval
- Be responsible for providing employees and volunteers with the MBHA Code of Conduct
- Work with the MBHA board to propose funding for MBHA programs in cooperation with the MBHA Program Coordinator and present the board with necessary information and reports regarding current financial status
- Work cooperatively with the MBHA Board

- Assess client needs and determine effectiveness of the MBHA in carrying out its mission by using assessment and evaluation forms or surveys or holding meetings with constituents or clients etc.
- Oversees evaluation of products, services and programs
- Develop, propose, supervise and implement new programs or hire and oversee staff and volunteers to supervise and administer programs
- Prepare operating budget, working with MBHA accountant, and the MBHA Board of Directors Treasurer

## 2. Office Administrator

The office administrator oversees the management of the daily office duties under the supervision and in cooperation with the Executive Director. The Office Administrator:

- Meets directly with the Executive Director yearly for personal assessment
- Maintains and updates files, forms, policies, records, contact lists, mailing lists, membership lists
- Maintains Constant Contact mailing list
- Ensures that all records are kept confidential
- Creates and maintains the MBHA resource directory of health and wellness professionals.
- Responds and handles MBHA inquiries, complaints, and messages by phone, email, and social networks under supervision of Executive Director
- Works with health and wellness professionals and organizations to provide services to the public and/or MBHA members as directed by the Executive Director
- Assigns and monitors clerical, administrative and secretarial responsibilities and tasks among other office staff and volunteers as directed
- Submits requests for office supplies, and orders office supplies, monitor and maintain office supplies inventory and reviews and approves office supply acquisitions in cooperation with Board and Executive Director
- Organizes orientation and training of new MBHA staff members as directed by the Executive Director, and coaches and trains volunteers
- Designs and implements filing systems
- Assures that all employees, volunteers, and board members receive all MBHA policies and procedures, *Conflict of Interest*, *Codes of Conduct* and signs yearly statements of affirmation
- Personally adheres to MBHA policies and procedures and Code of Conduct
- Maintains and cheerful, efficient, supportive, and professional demeanor as representative for MBHA, with the public when communicating on the phone, in person and through emails
- Listens attentively and compassionately to all complaints and grievances made by staff or customers and practices confidentiality, following proper grievance procedures

- Documents procedural and policy changes and edits documents as directed by the Executive Director and is responsible for notifying staff, board members and volunteers.
- Schedules meetings, types agendas, and arranges for staff development training as designated by the Executive Director
- Takes minutes at staff and volunteer meetings and takes notes as needed and directed
- Sends out notices and updates to staff members and volunteers.
- Prepares operational reports and schedules to ensure efficiency
- Maintains an efficient, safe and secure working environment
- Coordinates and schedules all MBHA sponsored health and wellness educational lectures and events and programs in the community, in cooperation with the Program and Events Coordinator and MBHA volunteers. Updates and maintains calendars, and assures events are available to the public. Works with media
- Works in cooperation with website and social media coordinators and volunteers to maintain websites, edit, write, and post, online health articles, post announcements and information on the MBHA WordPress blog, Facebook, Twitter, YouTube, LinkedIn, Meetup and other social media.
- Works with online MBHA store
- Works with board members, Executive Director, health professionals and health enthusiasts to increase membership and help design or update brochures, forms, and specific membership benefits packages, under supervision of Executive Director
- Works with Program Coordinator or Hearts-to-Hands Coordinator, to provide application forms, type reports, type letters requesting donations for MBHA charitable forward-giving program, keep records
- Working with Accountant or Treasurer of the Board of Directors to provide updated information to IRS to maintain tax-exempt nonprofit status and to report changes in board policies, procedures and finances as occur.

### **3. Program and Events Coordinator**

The MBHA Program and Events Coordinator supervises all MBHA programs and events including Hearts-to-Hands forward-giving program and other MBHA Programs as developed

- May coordinate, monitor or supervise the activities of volunteers and subordinates as recommended by the Board and Executive Director.
- Coordinates and schedules all MBHA sponsored health and wellness educational lectures and events and programs in the community, supervising volunteers in cooperation with Executive Director.
- Updates and maintains events calendars, and assures events are available to the public, working in cooperation and with the assistance of the Office Administrator.

- Works with media, presenters and with the supervision of the Executive Director and the Board of Directors and with the assistance of the Office Administrator to provide posters, radio announcements, TV announcements, newspaper ads, brochures, and articles
- Works in cooperation with Grants Coordinator to generate funding for Board approved programs
- Develops and recommends new or revised program goals and objectives in cooperation with Executive Director and Board.
- Develops and schedules program work plan in accordance with specifications and funding limitations; oversees daily operations and coordinates activities of program; determines priorities and reports to Executive Director
- Monitors and approves program expenditures ensuring that budget allocations are not overspent, working cooperatively with Chief Financial Officer or Accountant, and reporting to Board and Executive Director
- Prepares or assists in preparation of proposal for funding and/or funding continuation from outside sponsors, working cooperatively with Office Administrator, Board and Executive Director
- Confers with consumers, students, volunteers, and others to provide technical advice, problem solving assistance, answers to questions and program goals and policy interpretation; refers to appropriate person when unable to respond.
- Assures that volunteers are knowledgeable in the MBHA policies and procedures and *MBHA Codes of Conduct*.
- Coordinates activities of programs with inter-related activities of other programs, departments or staff to ensure optimum efficiency and compliance with appropriate policies, procedures and specifications, and following the *MBHA Codes of Conduct*
- Prepares periodic reports, financial statements and records on program activities, progress, status or other special reports for management or outside agencies in cooperation with Office Administrator, and reporting to Board and Executive Director
- Evaluates program effectiveness to develop improved methods; devises evaluation methodology and implements; analyzes results and recommends and/or takes appropriate action.
- Reviews applications or other program documents independently or in conjunction with supervisor to determine acceptance or make decisions pertaining to program.
- Recruits program participants, members and volunteers utilizing most appropriate promotional or marketing methods, such as individual letters, brochures or presentations at meetings.
- Develops, compiles and writes communications and promotional literature for distribution such as newsletters, brochures or flyers; coordinates process from development through printing and distribution, in cooperation with Office Administrator and with the approval of the Board of Directors and the Executive Director

- Develops and facilitates workshops, meetings or conferences; coordinates logistics, scheduling and participant communications.
- Coordinates delivery of charitable items to clients
- Schedules and coordinates special yearly events such as *MBHA Awards Ceremonies, Crystals for Christmas, Celebration for Life, Membership Drive, ROTA Psychic Fair* booth, and other events and fundraisers in cooperation and with the approval of the Board and Executive Director

## **B. The Board of Directors**

### **1. Board Members**

The members of the MBHA Board of Directors is responsible for setting the mission and the strategic direction of MBHA and for exercising oversight of its finances and policies. The Board of Directors shall:

- Ensure that MBHA board members possess the requisite skills and experience to carry out their duties and that all directors understand and fulfill their governance duties, acting for the benefit of MBHA and its public purpose as stated in *MBHA Board Policy and Procedures*
- Engage in board recruitment to insure that a minimum of 9 board members and no more than 15 members of a wide and diverse cultural background are working board members
- Adopt and implement a *Conflict of Interest Policy* so that conflicts of interest, as well as the appearance of conflicts of interest, are avoided or properly managed through disclosure, recusal, or other means.
- Support and work cooperatively with the Executive Director and be responsible for the hiring and regular performance review of other employees and volunteers
- Ensure that the compensation of the Executive Director is reasonable and appropriate and work in cooperation with the Executive Director to allow for reasonable pay raises
- Ensure that the Executive Director and appropriate staff provide the Board of Directors with timely and comprehensive information so that the Board of Directors can effectively carry out its duties
- Ensure that MBHA conducts all transactions and dealings with integrity and honesty and that all Board Members practice and follow the *Code of Conduct* as outlined in the MBHA Board Policies and Procedures
- Ensure that MBHA promotes working relationships with Board members, management team, staff, and volunteers based on mutual respect, fairness, and openness
- Ensure that MBHA is fair and inclusive in its hiring and promotion policies and practices for all Board, management team, staff, and volunteer positions as stated in the *Fair and Equal Employment Statement*.
- Ensure that all board members refrain from management issues and allow the Executive Director to interview, train, and employ all staff members and employees, make daily managerial decisions, communicate with the public, supervise and be responsible for the storage of all files, records, and forms, supervise the serving branches of MBHA, represent MBHA as spokesperson

with the media, propose the implementation of new programs and services, organize committees, plan and supervise all meetings with public and staff, and set agendas for board meetings.

- Ensure that the Executive Director is skilled and trusted to handle the management of MBHA and assess and evaluate yearly using the *MBHA Executive Director Evaluation Survey*
- Ensure that key policies of MBHA are in writing, clearly articulated, and adopted so as to support the Executive Director, employees and volunteers
- Ensure that the resources of MBHA are responsibly and prudently managed and actively engage in fundraising, knowing that the MBHA board is responsible for keeping the MBHA financially solvent
- Ensure that MBHA has the capacity to carry out its programs effectively.
- Work with the Executive Director to approve an agenda for board meetings
- Approve new programs as presented to the board by the Executive Director, or suggest alterations to existing programs
- Determine if the organization is being effective in achieving its mission by conducting a *MBHA Board Self-Assessment*, client/customer survey, or holding meetings with constituents or clients etc.
- Finalize and approve budget and suggest and actively seek out sources of funds to support the MBHA and allow its Executive Director to effectively administer and supervise programs

### **C. President of the Board of Directors**

#### The MBHA Board President

- Serves as a member of the Board of Directors and carries out the duties as described for the Board of Directors.
- Leads the board meetings and executive committee meetings, in accordance to parliamentary procedure and *Robert's Rules of Order*
- Works in partnership with the Executive Director to make sure board resolutions are carried out according to MBHA policies and procedures
- Recommends to the Executive Director who can serve as volunteers on special committees as needed.
- Assists Executive Director in preparing agenda for board meetings
- Assists Executive Director in conducting new board member orientations
- Oversees and coordinates board searches for a new Executive Director
- Coordinates Executive Director annual performance evaluation using the *MBHA Executive Director Evaluation Survey* in cooperation with the board members and provides the board members with the Executive Director evaluation forms
- Coordinates annual self-assessment of the board and provides board members with *MBHA Board Self-Assessment Survey*
- Works with the other board members to recruit new board members
- Acts as an alternate spokesperson for the organization if the Founder or Executive Director are not available

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

- Attends all board meetings and carry out all duties as described above for Board of Directors
- Serves on the Executive Committee if one exists
- Ensures the safety and accuracy of all board records
- Participates in board meetings in accordance to parliamentary procedure and *Robert's Rules of Order*
- Provides and is responsible to board members with minutes for review and approval within two weeks after the quarterly meeting
- Is responsible for providing all board members, two weeks in advance, with agenda and quarterly meeting date and time

#### **E. Treasurer of the Board of Directors**

- Maintains knowledge of the organization and personal commitment to its goals and objectives
- Can also serve as the Chief Financial Officer
- Participates in board meetings in accordance to parliamentary procedure and *Robert's Rules of Order*
- Understands financial accounting for nonprofit organizations
- Serves as the chair of the finance committee
- Manages, with the finance committee, the board's review of and action related to the board's financial responsibilities
- Works with the MBHA Executive Director and the accountant to ensure that appropriate financial reports are made available to the board on a timely basis, when requested.
- Presents the annual budget to the board for approval in cooperation with the Executive Director
- Coordinates and presents the annual financial review, and answers board members' questions

#### **IV. Law and Ethics**

MBHA shall comply with all applicable federal, state, and local laws and regulations and shall seek the advice of counsel when necessary or appropriate. Compliance with the law, however, is the minimum standard of expected behavior. MBHA shall also adhere to the highest ethical standards. All resolutions and other legal actions by the Board of Directors shall satisfy two requirements: (1) they shall be legally permissible, and (2) they shall also reflect the highest ethical standards as determined by *MBHA Board Policies and Procedures*, including the *Code of Ethics and Governance* and the *Code of Conduct*. The MBHA Board of Directors will review and maintain Policies and Procedures and the Executive Director will supervise and manage the operation of MBHA, working cooperatively in the exercise of its sole discretion.

#### **V. Stewardship**

In managing its funds responsibly and prudently, MBHA shall:



- Devote a reasonable percentage of its annual budget to programs in pursuance of its mission
- Incur administrative costs adequate to ensure effective accounting and legal compliance systems, internal controls, competent staff, and other expenditures critical to professional management
- Pay compensation, in return for services, that is reasonable but not excessive
- Avoid accumulating MBHA funds excessively
- Draw prudently from restricted funds in a manner consistent with the restrictions
- Follow spending practices and policies that are fair, reasonable, and appropriate to fulfill the mission of MBHA.

## **VI. Diversity**

MBHA shall promote diversity and inclusiveness in its Board of Directors, management team, staff, and volunteers. MBHA, shall adhere to the *Fair and Equal Treatment Statement* and the *MBHA Grievance and Whistleblower Policy and Procedures*, and the *MBHA Board Member Diversity Assessment Survey*.

## **VII. Evaluation**

MBHA is committed to improve, continually, with its public programs and its organizational quality as a health and wellness educational 501(c)(3) organization. MBHA shall periodically review its program and incorporate lessons learned into future programs. MBHA shall be responsive to new developments in its field of activity and shall be responsive to the interests of its audiences and other constituencies. MBHA shall develop, improve upon, revise, and implement evaluation procedures and policies whereby the performance of the Board of Directors as a whole, each Board committee, staff members, and volunteers are evaluated and given constructive feedback. The *MBHA Board Self-Assessment Survey* will be used annually to evaluate the effectiveness of all of the members the board and to provide board members with a focus for improvement. The *Executive Director Evaluation Survey*, the *MBHA President Assessment Survey*, the *MBHA Board Secretary Assessment Survey* and the *MBHA Board Treasurer Survey*, used to evaluate the Executive Director and the Executive Board. Evaluation and assessment procedures are described in detail in the *MBHA Board Policy and Procedures*. New surveys will be developed annually and old surveys will be updated by the Staff and Board Development Committee and used to annually evaluate MBHA Committees and employees, using specific objectives as clearly described and outlined in the *MBHA Committee Meeting Policy*. Surveys will be developed and used for community events and programs to allow feedback from the public. The *MBHA Grievance and Whistleblower Policy and Procedures* will be used to allow others to register complaints and a follow-up evaluation and investigation will be immediately initiated.

## **VIII. Fundraising**

MBHA shall comply with the fundraising requirements of California's Nonprofit Integrity Act of 2004. MBHA shall respect the privacy concerns of individual donors and shall follow donor intent in making expenditures. MBHA shall disclose important and relevant information to potential donors. In raising funds from the public MBHA shall:

- Inform donors of the mission of MBHA, how resources will be used, and the integrity of MBHA causing donations to be used effectively for their intended purposes;
- Inform donors of the identity of those serving on MBHA's Board;
- Disclose MBHA's most recent financial reports
- Represent that contributions will be used for the purposes for which they were given;
- Provide appropriate acknowledgement, letters of appreciation and recognition of contributions
- Treat information about donations with respect and with confidentiality to the extent provided by the law;
- Provide an opportunity for donors to delete their names from mailing lists that may be used by others;
- Encourage donors to ask questions when making a donation, and provide prompt, truthful, and forthright answers.

### **IX. Transparency**

MBHA shall provide comprehensive and timely information to the public, the media, and all stakeholders and shall be responsive in a timely manner to reasonable requests for information.

All information about MBHA shall fully and honestly reflect the policies and practices of MBHA. All solicitation materials shall accurately represent MBHA's policies and practices. All financial and program reports shall be complete and accurate in all material aspects.

The following governance documents shall be made public: *Articles of Incorporation, Bylaws, Conflict of Interest Policy, Code of Ethics and Governance, Code of Conduct, Gift Acceptance Policy, Grievance and Whistleblower Policy, MBHA Executive Director Assessment Survey* and the *MBHA Fair and Equal Treatment Statement*, and more documents as developed, approved implemented and added to the Policies and Procedures of MBHA.

### **X. Confidentiality**

All directors, officers, employees and volunteers have a duty to safeguard information that is proprietary to MBHA. Information about MBHA that is confidential or proprietary and obtained by a director, officer, employee or volunteer as a consequence of such person's association with MBHA may not be disclosed to third parties unless expressly authorized by MBHA.

### **XI. Complaints**

Any person, whether or not connected with MBHA, may lodge a complaint of unethical conduct against a director, officer, employee, or volunteer of MBHA by filing such complaint, written or oral, with any director or officer as outlined in the *MBHA Grievance and Whistleblower Policy*. No employee, board member, or volunteer should be threatened with termination by another person and publicly humiliated, harassed or criticized before staff, employees, board members or volunteers at meetings, in person or through electronic communications. Complaints should be filed with full consideration of the *Code of Conduct* and following the guidelines within the *MBHA Grievance and Whistleblower Policy*. The complainant has rights as outlined in the policy to ask for the issue to be brought before a grievance committee if necessary. The person accused of wrongdoing has the right to defend or explain the issue and to also request a more thorough investigation if he or she believes he is wrongfully accused. Termination or request for resignation will occur only after thorough investigation.

## **XII. Reasonable Cause for Immediate Termination**

Immediate termination or resignation can be asked of the person, yet this situation would be harsh and rare, and would only occur if the person in question has intentionally, grossly and severely undermined the integrity, ethics, and ideals of the MBHA and its mission statement as described in its *MBHA Code of Conduct*, *MBHA Conflict of Interest Statement*, and herein this *MBHA Ethics and Governance Policy*. Reasonable cause for immediate termination is as follows:

- A. Inappropriate use of company resources, such as using the Internet to visit adult-rated, explicit sites while working or volunteering for MBHA
- B. Intentional and inappropriate use of email lists, member lists, and MBHA telephones that endangers or destroys the image and intention of MBHA
- C. Missing work or missing board meetings without reasonable notification for four consecutive days or four consecutive meetings
- D. Vandalism and destruction of MBHA property.
- E. Theft against MBHA, or theft is against another employee, such as stealing a coworker's or customer's wallet.
- F. Committing criminal acts in the workplace or outside of the workplace.
- G. Leaking confidential information about MBHA and/or sharing private
- H. Sexual harassment
- I. Verbal abuse of other clients, customers or co-workers
- J. Violence and physical assault of MBHA employees, customers, board members and associates.
- K. Knowingly endangering other employees by bringing dangerous items, such as weapons, to work.
- L. Attending work while intoxicated by drugs or alcohol or using drugs or alcohol on the job or frequently using recreational drugs outside of MBHA so as to affect the person's ability to work the following day
- M. Endangering the health and safety of other employees by violating safety policies
- N. Public harassment or defamation of character of MBHA or its associates, such as sending out email to all staff or all board members that openly criticizes another MBHA employee or board member to intentionally cast doubt upon the person's values or intentions, or posting derogatory remarks or images on social media, radio or the newspaper, creating a "hate website" or publicly criticizing or gossiping about MBHA staff on the radio or television.

## **XIII. Remedies**

Any director who willfully and intentionally fails to comply with this *MBHA Code of Ethics and Governance* may, in the discretion of the Board of Directors, be given warning and given a three-month probation in order to make changes, in which case another evaluation and assessment would occur. If the board is not satisfied at that time, this person may be removed from the Board of Directors. The procedure for assessment and evaluation is outlined in the Board of Directors Policies and Procedures. If any employee or volunteer fails to comply with this Code of Ethics and Governance, that person may be put on three-month notice or terminated, depending on the severity of the situation and in the discretion of the Executive Director or the Board of Directors.

#### **XIV. Annual Affirmation Statement**

MBHA shall provide a copy of this *Code of Ethics and Governance* to every director, officer, employee, and volunteer. Each year the *MBHA Annual Affirmation Statement*, shall be signed by each director, officer, and employee, affirming that such person has received a copy of this *Code of Ethics and Governance*, has read and understands it, and agrees to comply with it. All Annual Affirmation Statements shall be submitted to the Executive Director and then filed with the minutes of the first meeting of the Board of Directors held each year after January 31.