



The Monterey Bay Holistic Alliance

"Your Health and Wellness Friends"

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MBHA Board Policies and Procedures

Purpose

The purpose of the MBHA Board is to assure that the organization is accomplishing its mission of providing free access to health and wellness activities, resources, referrals, products and services by developing policies that guide the operation of organization and by monitoring the finances of the organization. Board members also contribute to the organization accomplishing its purpose by being advocates for the organization, including soliciting financial support. An MBHA board member may also serve as a volunteer. In this role they report to the staff of the organization and are responsible to the Executive Director or his or her designated staff.

Membership of the Board

The purpose of a board member is to serve as a voting member. A board of a minimum of 9 people but no more than 15 people should be chosen in order to best be able to operate MBHA and achieve a high level of engagement. Board members should be people who are interested in governing the organization not in hands-on volunteer activities and not in a management role. The MBHA Board should be composed of members who share the common interest in health as health enthusiasts, not necessarily or exclusively health professionals, and bring diversity of skills and background to the organization, including but not limited to, ability to raise funds, contacts in the community, expertise, and demonstrated leadership in the skills needed to assist the Board and Executive Director in meeting goals.

Role and Authority of Board Member and/or Board Officer

The MBHA Board role and focus is on governance of the organization, and it is accomplished through policies. The MBHA does not govern the MBHA staff and volunteers. Individual board members are not authorized to set policy or make a commitment on behalf of the Board or the organization. All decisions are made through parliamentary procedure and *Robert's Rules of Order*. Motions are made and passed or denied. No board member can supervise or manage another board member, staff, or volunteer.

The role of the board member is to work collectively with other board members to:

- Plan toward the future of MBHA
- Establish board policies for MBHA that articulate the values that support future goals
- Employ and support a first-rate Executive Director
- Advocate for and champion MBHA's mission statement
- Fundraise and generate revenue to ensure that MBHA is financed now and in the future.

Specific Responsibilities of the MBHA Board

All governing employee and board member descriptions and specific responsibilities of MBHA Board and its relationship to other MBHA administrative staff, employees, and volunteers are outlined in detail in the *MBHA Code of Ethics and Governance*. All employees and volunteers are required to read and adhere to this document and to sign a statement of agreement each year. This ensures that everyone knows how to work cooperatively with one another with a full and complete understanding and respect of each person's role as a valuable contributor to the success of MBHA as an organization.

General Responsibilities of the MBHA Board Member

- Allow the Executive Director to be chief administrator and manager of MBHA
- Ensure effective organizational planning
- Determine, in cooperation with the Executive Director, MBHA's mission and vision
- Select and work cooperatively with the Executive Director
- Assess and evaluate the MBHA Board of Directors performance
- Support the Executive Director and review his or her performance
- Track progress toward meeting the goals defined by the MBHA strategic plan
- Work toward providing adequate resources needed for MBHA to succeed
- Oversee the effective management of resources
- Volunteer to serve on MBHA long standing and AdHoc committees
- Approve and monitor MBHA's programs and services
- Enhance MBHA's public image
- Adhere to all MBHA policies and procedures and Code of Conduct.

Board Member Expectations

- Fulfill the roles and responsibilities of board members described above
- Attend at least 75% of all Board meetings (in person or by phone)
- Review the agenda and supporting materials at least two weeks prior to Board and committee meetings, and be prepared to discuss and/or take action as needed
- Serve on committees and take on special assignments, as needed if agreed
- Personally contribute to MBHA or raise funds, as agreed upon annually by the Board
- Remain informed about MBHA's mission, services, and policies
- Promote MBHA within the community and attend MBHA sponsored events
- Keep up-to-date on issues pertaining to MBHA services
- Provide support and advice to the Executive Director
- Suggest nominees for Board membership

Board Member Code of Conduct

All employees and volunteers are required to review and sign an MBHA Code of Conduct every year. By joining the MBHA Board membership, a board member is committing to honor the following code of conduct. The MBHA policies and procedures require that the MBHA Board Member Code of Conduct will be reviewed and a *MBHA Board Member Code of Conduct Agreement* will be signed immediately when a person becomes a board member and yearly, thereafter. It will be presented to the MBHA Executive Director each year by January 31.

Process for Selecting New Board Members

The MBHA Executive Director and one or two board members will meet with potential candidates for board membership. If the candidate is interested, they can be asked to fill out the *MBHA Employee and Volunteer Application Form* and attend the next board meeting as an observer. A vote on membership may be brought up at that meeting, after the candidate has been asked to step out of the room, or may occur at the next board meeting.

Process for Selecting Board Officers

The board shall elect board officers each year at the annual membership meeting. Candidates for board office shall be proposed at a meeting of the board development committee. The candidates will be asked if they are willing to serve. The proposed slate of officers will be reviewed with all board members prior to the meeting in order to identify any objections to the slate of officers and give a member not nominated the opportunity to put their name forward.

Board Meetings

MBHA Board meetings are held quarterly on the fourth Thursday of every month. Board meetings will last about one hour. Board meetings are attended by the Executive Director and can include one or more staff or employees such as the accountant or office administrator, if appropriate. The Executive Board (President, Secretary, and Treasurer should be at each meeting. If the Secretary is unable to attend the meeting, arrangements should be made for another person to take minutes prior to the meeting. The Secretary is responsible for sending reminders to board members about the date and time of the meeting. Board meetings should always be announced with an agenda, and a planned starting and ending time of the meeting so as not to inconvenience board members.

Committee Meetings

The MBHA has a working Board of Directors who may or may not serve on committees. Committees include non-board members, staff and volunteers. Board of Directors Meetings are held quarterly, but the committees can meet more frequently to develop and suggest programs, evaluate and assess MBHA, design brochures, update member records, gather research, develop a budget, plan fundraising campaign, plan an event, make promotional phone calls, recruit members or engage in other various and necessary tasks in cooperation with the Executive Director and staff. The Executive Director and the Board of Directors would work together to suggest committees and to support, train, and assist board members and employees in their work on committees. Committee members can be employees, non-board volunteers, and board members working in cooperation for a common goal. Committee members can also include ex officio members (administrative staff such as the Executive Director) who would attend but not be including in the voting process, as needed. Committee Meetings are generally held monthly but can be held more often. Standing committees and possible Ad Hoc Committees and their definitions and roles, are listed in the *MBHA Committee Meeting Policies and Procedures* and will be updated or revised as needed during yearly policy reviews. Ad Hoc meetings, by definition are not permanent, and are terminated once goals are reached. Committees are evaluated for their effectiveness by a committee assessment and evaluation survey as explained in committee meeting policies.

MBHA Meeting Location

Although the meeting is informal, social settings should be avoided. MBHA meeting place should be in a quiet public place with tables if possible. Meetings can be held in hotel conference rooms, bank community rooms, restaurants, or community centers.

Holding a discussion around a conference table offers a place to set papers, and is a setting that provides equal seating for each board member, as opposed to a home environment with lounging chairs. A public meeting place sets the stage, supports equality, and implies that work is to be done. Holding board meetings in a person's home, although friendly, is not the location of choice, but if a meeting must be held in a person's home, it is best to rotate locations so no one person is at an advantage as frequent "host" of the meetings. Recliners and sofas should be avoided. Board meeting locations should be convenient for each board member in attendance, if members are traveling from different cities. Locations should be quiet and convenient. Members should not be criticized or discouraged from suggesting alternate, less-social, locations supportive of the MBHA policies and procedures, but instead applauded for envisioning a proper setting. Dinner or Luncheon meetings should be avoided if possible. If not possible eating should occur before or after the meeting, so that the agenda at large can be focused on rather than socialization and refreshment. The Executive Director and President work together to choose and ensure a proper working atmosphere, and to inform the board members, well in advance of the location and time of the meeting.

Board Meeting Agenda

The regular MBHA board meeting agenda is formatted to include approval of minutes, old business, treasurer's report and new business. Routine agenda items that require no discussion and are informational will be placed on the consent agenda. Examples of the items that may be placed on the consent agenda are:

- Routine financial information or updates
- Minutes of regular and special board meetings

Any board member wishing to discuss an item on the consent agenda may ask that that item be pulled from the consent agenda and placed on the regular agenda so that there can be a full discussion of the item. This would be done prior to the meeting when the agenda and/or past meeting minutes are provided to the board members.

Old business items and new business items should include discussion items, action items and information items. Board members should be notified and/or reminded at least two weeks prior to meetings if there are special items on the agenda (or past meeting minutes) that specify that require action or preparations be made before that meeting, such as a special verbal presentation be given by a board member or that materials or written reports will be prepared or distributed, that are not usually expected as a part of the regular meeting agenda.

Developing the Board Meeting Agenda

The Executive Director sets the agenda, and presents it to the board. The President (or Vice President, in his/her absence) then can take suggestions from the board and make a request for information or present questions about any agenda item to the Executive Director prior to the meeting. The President is responsible for providing the agenda to board members at least two weeks prior to meetings. A board member may submit a request to the executive director or board president that he/she wishes to have an item considered for placement on the agenda. Any such request shall be submitted in writing. The President shall ensure that all items requested by board members will be placed on an agenda at the next board meeting or, if this is not possible, the President will recommend it being placed on the agenda of another upcoming meeting. No requested agenda items should be delayed more than two meetings. The President will report back to the Executive Director to approve the agenda at least one week prior to the meeting.

Items on the Agenda

Meeting should be planned to take an hour. Agenda items should be submitted and timed by the Executive Director and approved by the Board of Directors

Sample MBHA Agenda

- Taking attendance or calling roll - 1 minute
- Welcome and introductions, expression of gratitude - 5 minutes
- Approval of past meeting minutes - 5 minutes
- Old business (updates on business from past meeting minutes) - 5 minutes
- Treasurer's report - 5 minutes
- Administrative updates (upcoming events, social media, videos, forms, brochures, membership update, marketing, etc.) – 5 minutes
- Correspondence and public communication updates (email requests, phone call requests, form replies, volunteer applications, etc.) - 5 minutes
- New business (new action items, new discussion items, announcement of new goals or proposed ideas for approval, review of staff self-evaluation forms, requests for financial support, calls to action, calls for volunteers, calls for committees, and committee meeting updates) - 20 minutes
- Recognition for accomplishments and expression of gratitude – 2 minutes
- Announcement of next meeting – 3 minutes

Items which should not be on the agenda

- Personal issues or personality issues or disagreements among targeting specific individual volunteers, or employees, should never be an agenda item and if brought up during the meeting should be stopped by the President who would suggest that these things be handled through an MBHA grievance report as explained in the *MBHA Code of Ethics and Governance*. The Executive Director is in charge of all managerial problems related to staff and volunteers and their abilities. The grievance procedure would be followed privately as outlined in the *MBHA Board Policies and Procedures*.
- Board self-assessment, should only be an agenda item if the *MBHA Board Self-Assessment Survey* has been used prior to the meeting. An individual board member is *never* openly assessed in front of others at a board meeting, or criticized openly in written communications that go out to the board members. If this happens spontaneously during a meeting, the President should stop this and remind others that it is handled through *MBHA Board Self-Assessment Survey* or grievance report. A review of the *MBHA Board Code of Conduct*, or the *MBHA Code of Ethics and Governance* should be presented to all members of the board, emphasizing that if someone openly criticizes another person at a meeting they are at fault for going against the MBHA codes of ethics and conduct.

- The assessment of the President, Secretary, Treasurer or Chief Financial Officer, and Executive Director, committees and committee members, and any other employee should not be on the agenda unless the respective *Assessment Survey* has been completed prior to the meeting (outside of the meeting), and unless specific measurable goals have been provided according to guidelines, before the assessment. Again, individual criticism is not tolerated during the meeting. The Executive Director meets with the board to determine annual goals, one year prior to all assessments. Evaluations and assessment surveys are to be completed the following year to allow people to meet goals. Assessment would be done at a closed meeting and the person, or persons, would be asked to leave while the board members reviewed the survey results. Assessments can be done before that time if a grievance is submitted requiring a board investigation.
- The Executive Director will work with the MBHA President to train new members about policies and procedures. Specific internal problems and individual questions regarding policies and procedures are addressed to individuals prior to the meeting, or in a staff development training seminar, so that time is well spent during board meetings on organizational issues, and not helping one particular person understand policies and procedures. A review and update of forms, brochures, policies and procedures is an important agenda item that is done annually at the board meeting, as this is the purpose of the board, as no one board member has the right to set policy outside of meetings. When policies are reviewed annually, each board member should be provided copies of all of the MBHA brochures, forms, policies, and procedures one month prior to attending the meeting, so time will not be spent going over policies in detail during the meeting.
- Agenda items which do not support the MBHA mission statement should not be allowed on the agenda. All agenda items should be working toward the common goal as established by MBHA ethics, codes, policies, articles and bylaws.

Meeting Minutes

Meeting minutes are to be taken at every MBHA board meeting. Minutes are to be mailed to board members two weeks after the meeting for their approval. Minutes will include a brief description of the item, and motions. Minutes should be kept brief and never include a detailed account or transcript of the discussion. Minutes will include the following items:

- Attendance
- Approval of Past Minutes
- Old Business
- New Business
- Treasurer Report
- Attached Financial Statement
- Date for Next Meeting
- Secretary's Signature

Conduct During Board Meetings

While the Board will operate informally, formal action will be taken in accordance with the procedures in *Robert's Rules of Order*. All discussion shall be directed solely to the business under deliberation. The President has the responsibility to keep the discussion to the motion at hand and shall halt discussion that does not apply to the business before the Board.

The voting process will follow *Robert's Rules of Order*.

- A formal vote will be taken on any items identified on the agenda as "for decision" and any other items where the president, the executive director, or a board member request a vote be taken

- The board president shall have the right to discuss agenda items, to make motions and resolutions, and vote on all matters coming before the Board.
- No member should vote on a motion in which he or she has a conflict of interest. Board members who have a conflict of interest should abstain from voting.
- Dissenting and abstaining votes shall be recorded in the minutes of the board meeting.

Closed Session and Open Session Meetings

General quarterly board meetings are attended only by board members and the Executive Director and/or one or two of his or her designated staff as deemed necessary and requested for informational purposes. Board meetings can be open session or closed session. Open session meetings would include meetings where prospective board members are visiting to decide if they would like to be a board member, or if the Executive Director has invited staff to attend to make a presentation to the board and update the board on current events or activities. Other open board meetings would be membership meetings or special awards meetings where community members are recognized for their achievements and given awards or certificates by the board.

Closed board meetings can be quarterly board meetings. The board members will act in closed session whenever the subject of the discussion is highly confidential or sensitive. All of the board members shall have the option of asking staff as well as any observers to leave the board meeting area during a closed session. The board members have the right to ask the Executive Director to leave the meeting when an evaluation is being made of the Executive Director at the annual review (see policy below about evaluation).

Request or Complaint by and Employee, Volunteer or Client

All concerns or complaints made to an individual board member shall be referred to the Executive Director for action. Board members are not to be involved with management and administration. This is the duty of the Executive Director. A board member or officer who receives a request or complaint from a community member, a client, an employee or a volunteer shall follow the following process.

- The board member should hear the request/complaint for general understanding of persons involved, date and place.
- If necessary, the board member should repeat the problem back to the person to bring clarity and confirm understanding.
- As appropriate, the board member should remind the person that this is a managerial matter and suggest that the information be communicated directly to the Executive Director
- The board members should refrain from providing or expressing his/her opinion.
- In addition to informing the Executive Director, a board member may or may not inform the board President of the complaint, depending on the situation

Communications/ Media Inquires

- The Executive Director and/or Founder will be the official spokespersons for the MBHA, with the media, except that the board may designate or the Executive Director may request that the Board President or another board member may be the spokesperson, when appropriate and needed.
- All board members who receive calls from the media should direct them to the Executive Director, the Founder, or the designated spokesperson and should notify the Executive Director and the designated spokesperson of the contact immediately.
- All volunteers, employees and board members should fill out a *Release for Publication* form. This form can be found within the MBHA *Volunteer and Employee Application*. This form is written

permission or refusal for volunteers and/or employees to be photographed, filmed and/or to appear in media.

Legal issues

- All communications with legal counsel shall be through the executive director and/or the board president.
- The board shall have a conflict of interest policy and process for disclosure of conflict of interest. The board should monitor its adherence to the conflict of interest policy annually.
- The MBHA has a *Fair and Equal Employment Statement*. All board members and volunteers will be provided with a copy of the *MBHA Fair and Equal Employment Statement* and understand the legal consequences of not adhering to this MBHA policy.

Evaluation of Executive Director and Executive Board

- The Executive Director and Executive Board Members (President, Treasurer, Secretary) shall annually be evaluated by the entire board which should include a minimum of six board members, to ensure diversity and a quorum.
- The evaluation should be based on MBHA board policies with measurable goals clearly established a year prior, in advance of the evaluation.
- Each person should have a clear understanding of his or her duties and goals before evaluation. These duties are clearly outlined in the *MBHA Ethics and Governance Policy*. Duties and responsibilities, would also include those listed within the *MBHA Code of Conduct*, *MBHA Conflict of Interest Statement*, and include all board policies and procedures, bylaws and articles of association
- Approval or disapproval would be determined by a quorum vote and a quorum vote is a 2/3 majority as stated in the bylaws
- The board members would create a written evaluation report based on the evaluation.
- Regarding the Executive Board: *The MBHA Employee or Volunteer Evaluation Survey* will be filled out by board members for the President, Secretary and Treasurer. This will be completed one month prior to the evaluation and submitted to a board member volunteer, who will tally the results and report at an upcoming closed Executive Board Assessment meeting attended by all board members, except for the Executive Board.
- Regarding the Executive Director: *The MBHA Executive Director Evaluation Survey* will be filled out by board members for the Executive Director. This will be completed one month prior to the evaluation and submitted to the Assessment Committee, who will tally the results and report at an upcoming closed Executive Director Assessment meeting attended by all board members.
- The Assessment Committee or another committee can be appointed to the board to discuss the results with the Executive Director, or Executive Board Members respectively, individually, and privately.
- The person being evaluated shall have the right to submit a response or self-evaluation report to the board, using the *MBHA Board Self-Assessment Survey*, the *MBHA Employee or Volunteer Assessment Survey*, and/or the *MBHA Executive Director Evaluation Survey*.
- 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 *MBHA Ethics and Governance Policy*. Reasonable cause for immediate termination is described in the *MBHA Ethics and Governance Policy*.

- If a person has not met one or more of the projected goals, then suggested revision of goals will be made, and/or suggestions as to why goals are not being met. The Executive Director and Executive Board members are allowed to give feedback regarding why goals were not met, when they fill out the assessment form.

Committee Evaluation and Assessment

Committees set yearly goals in cooperation with board approval and are evaluated yearly by the board using the MBHA Committee Assessment Survey.

- Committee members fill out their own assessment survey
- The results of the survey are discussed openly with the board and with the committee in attendance. It is a closed board meeting. Suggestions are made for new goals for the following year.
- Committee members are asked yearly by the MBHA Board President, if they would like to continue serving on the committee or switch to service on another committee, or resign as a member of the board.
- Termination as a board member or committee member is harsh and severe and is only carried out 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 *MBHA Ethics and Governance Policy*. Reasonable cause for immediate termination is described in the *MBHA Ethics and Governance Policy*.
- If a person has not met one or more of the projected goals, then a suggested revision of goals will be made by the entire board, based on discussion and/or suggestions as to why goals are not being met, and following parliamentary procedure as described in Robert's Rules of Order,
- Committee members give feedback to the board regarding why goals were not met, which goals were met, which goals were exceeded, when they fill out the assessment form.
- Results are shared with the Executive Director who works in cooperation with the board to establish needed committees
- The Executive Director should be invited to attend after reports have been established and goals are projected for the next year, to approve, give feedback to the board, and work cooperatively with the board with new yearly committee goals

Board Self-Evaluation and Assessment

- The board shall conduct a board self-evaluation privately through written responses.
- This self-evaluation and assessment will be conducted annually using the *MBHA Board Self-Assessment Form*
- The board's responses and or decisions based on the self-evaluation will be tallied by a volunteer, presented at the next meeting and summarized in the minutes
- All assessment responses will be kept anonymous
- The president or other board members will never evaluate individual board members in front of other board members, through email, telephone conference calls, or openly at a board meeting
- Board members will only evaluate themselves as a team
- All board members will refer to the *MBHA Code of Conduct* for board members outlined above in this *MBHA Board Policies and Procedures* document regarding proper conduct for assessing, evaluating, and communicating concerns about board members and among board members
- All board members will refer to the *MBHA Code of Ethics and Governance* to have a clear understanding as to how board members, volunteers, administrators, and employees work with one another and the MBHA
- Specific grievances will be addressed following the grievance procedure and not openly at board meetings. All grievances are to be submitted in writing.

Emergency Meetings

MBHA Board Meetings are held quarterly except in the event of an emergency. An "emergency meeting" is defined as one where there are circumstances that could not have been reasonably foreseen which require immediate attention and possible action by the board and which of necessity make it impracticable to provide notice. Emergencies are by definition extremely rare and urgent, and therefore emergency meetings would most likely never occur, but MBHA staff and board members must have a policy in place in the event of emergency meetings. The following events are examples of emergency meetings:

- Natural disaster such as fire, wind, hail, or flood which damages MBHA building or property
- Illegal entry by an outsider in the MBHA building or property, causing property damage
- Endangerment of MBHA staff requiring all staff to vacate the premises and/or requiring a long-term shut down of the facility and or its services, needing board decisions to carry on.
- Unexpected severe illness, attack, or death of administrative staff, requiring immediate action, and decisions by board members for replacement and recruitment
- Any other unexpected urgent, emergency similar to that listed above that creates a financial crisis and an administrative crisis, requiring immediate fundraising or administrative decisions by board members.

Calling an Emergency Meeting

The Executive Director, the MBHA Board President, or any one or more employees or board members may call an emergency MBHA Board meeting for any of the reasons listed above, or similar *emergency situations*.

Form of Emergency Meeting

A quorum is required (2/3 majority vote) for a decision. Once a quorum is present, emergency action can be approved by a majority of directors present. It is important that someone is designated at the emergency meeting to take minutes. Emergency meetings are different than emergency situations. Emergency situations are best handled by the Executive Director. Everyone on the board should be notified regarding an emergency meeting and have the opportunity to attend and vote. Emergency meetings must be qualified as true emergencies as defined above and may be held by any of the following methods:

- *In Person*. The Board of Directors can gather together at a physical location and convene a meeting to address the emergency.
- *Email*. Email may be used as a method of conducting emergency meetings provided, however that all members of the board consent in writing to the action
- *Telephone-Video Conference*. If one or more directors do not agree to meet in person or via email, the board can meet by teleconference or video conference. Motions can be made verbally to consent to action. If the phone conversation is recorded the recording should be transcribed into written documentation.
- *Online Live Chat Texting*. Live chat texting might be the preferred method of emergency meeting. All members of the board must consent in writing to the action.

Minutes of Emergency Meeting

As with regular meeting minutes, the minutes should reflect the action taken by the board, not a transcript of the discussion. If an emergency meeting is conducted live online chat, email, or video, the consent by directors must be made part of the minutes of the next open meeting of the board. Only the signed consent needs to be filed with the minutes--not the discussion. If the meeting is held on the phone, email, video, or live chat, and the board members are unable to see what is transpiring, the person is notified that minutes are being taken.