

Agenda Item No.:	10
Topic:	Board Governance
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SUMMARY

The purpose of this agenda item is to provide an opportunity for the Oregon Board of Forestry and Department of Forestry staff to deliberate and discuss the development and implementation of an intentional Board governance approach. This will be accomplished through a facilitated work session to review the framework for the proposed governance model and kick off work between the Board and Executive agency leadership. This is an informational item.

DISCUSSION

1. **Recap October and November 2022 Efforts** – concerning Board governance for the future, set the stage by providing a brief recap of the Oregon Board of Forestry’s October Planning Retreat and the results of the November Board Meeting.
2. **Board Policy Development** – review and discuss the overarching ‘roadmap’ for governing board policy development including a high-level walk-through of the methodology and basic development template.
3. **Sample Board Policy** – review and discuss two sample Board Policy Manual (BPM) documents to provide ‘real world’ examples of a BPM in action.
4. **Scope of Work and Plan Moving Forward** – review and discuss the major phases and milestones of the Board policy development and initial implementation effort.
5. **Next Steps** – review and discuss the next steps of the first phase of work, including informal one-on-one conversations with Board members and initial activation and engagement of the project work group.

ATTACHMENTS

- (1) *Board Governance Through Board Policy* – A Background Paper
- (2) Board Policy Manual Template
- (3) Board Policy Manual Sample - Society of American Foresters
- (4) Board Policy Manual Sample - Sample Organization
- (5) Project Scope of Work

Board Governance Through Board Policy¹

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Effective Governance in a Partnership Relationship

A Background Paper

What is Governance?

“Governance is the exercise of authority and influence over an organization through deciding what and what not to do to further the mission and achieve intended outcomes.”²

What is Policy?

“Policy is a definite course of strategic action adopted (usually in writing) by a decision-making body to guide a path towards and achieve an end result.”

What is Board Governance Through Board Policy?

- Governing boards of all types – public, private, for profit, nonprofit, governmental – adopt some system and style for conducting their business.
- Sometimes it is loosely defined and relatively informal, and sometimes very structured and formal (often because of external requirements), with many points in between.
- Sometimes the system and style are based on past practice, carried forward, without much regard to current needs and ‘goodness of fit’. In fact, at the extreme, no one on the current board or the chief executive may know why certain things are done the way they are, or how it was decided that a particular role or responsibility is placed on some element of the governing structure or with some individual – ‘it’s just the way we’ve always done it.’
- Other times, the governing system is quite intentional and purpose-built for the organization’s needs now and in the future, and of course as a principle of modern organizational management and best practice, this is the preferred approach.
- And while nearly every governing body has some sort of system in place, the approach and framework around which that system is built can be based on differing principles and requirements, e.g., legal, operational (programmatic or functional), collective, management, constituent, advisory.
- In more recent times, many boards of all stripes and persuasions which have a governing responsibility have gravitated toward using a framework or approach that is based on establishing policy as the key element to their governance methodology.
- This is due, in part, because boards are typically accustomed to working in the realm of policy, even though most of it is operational in nature. So, this familiarity helps transition to a governance system that is built around the use of policy.

¹ Prepared by Clark W. Seely, Seely Management Consulting, Inc., based (1) specifically on the Governance Roadmap Approach expressed in *Good Governance for Nonprofits*, Fredric L. Laughlin and Robert C. Andringa, 2007, and other related Andringa Group materials; and (2) generally on *Boards That Make A Difference*, Third Edition, John Carver, 2006 and *Reinventing Your Board*, John Carver and Miriam Carver, 2006.

² See other definitions and perspectives on the concept of governance in Appendix 1 of this paper.

- Thus, in this approach, the formation and implementation of policy is the ‘framing structure’ and ‘system tool’ for board governance.

Why is Board Policy Required for Effective Board Governance?

- Most governing boards today are not in need of complete ‘tear-down and reconstruction’. This is in part due to the significant focus on the subject of governance in both public and private sectors over the past four decades, ironically often due to catastrophic failures in governance, e.g., the Enron story. And there have been catastrophic failures in the nonprofit and governmental arenas as well.
- Because of this intense focus, there has been much study and knowledge developed around the subject of governance generally and best practices specifically that many boards have adopted or incorporated into their existing governance systems, either by choice or by legal direction.
- However, the vast majority of boards have areas of need, sometimes significant, that are constraining or confounding effective and efficient governance.
- Yet they often have incorporated governance changes in a fragmented, piecemeal fashion, rather than in a deliberate, wholistic, systems approach. This may meet an immediate, isolated need, but is rarely durable for the long term.
- According to Fredric Laughlin and Robert Andringa in their 2007 book, *Good Governance for Nonprofits*, some of the more significant benefits or values that a policy-driven governance approach provides can be seen at both a strategic level and a tactical level.³

Strategic Value and Benefits

- Governance scholar John Carver suggests that there are three basic products or contributions of the nonprofit board that it cannot delegate. He calls them, “the irreducible minimum contributions of governance.” They are:
 1. ***Linkage to the Ownership*** – Connecting the moral owners with the organization.
 2. ***Explicit Governing Policies*** – Expressing the values and perspectives of the organization in explicitly enunciated and properly catalogued policies.
 3. ***Assurance of Organizational Performance*** – Ensuring organizational performance that is consistent with applicable policies.
- The order here is intentional and important – ownership; governing; assurance. Carver goes on to say that

“Boards can contribute any number of products to an organization, but these three products cannot be delegated, and this irreducible trio applies to all governing boards. The board may add other products to this list, but it cannot shorten it and still govern responsibly.”⁴
- A governance approach that rests upon board policies allows a board to adequately define, articulate, and implement the ‘why, what, and how’ of these three strategic contributions.

³ Fredric Laughlin and Robert Andringa, *Good Governance for Nonprofits* (New York: AMACOM, 2007), 24-29.

⁴ John Carver, *Boards that Make a Difference, Third Edition* (San Francisco: Jossey-Bass, 2006), 199.

Tactical Value and Benefits

- Laughlin and Andringa go on to articulate seven values and benefits of a policy approach at what they call a ‘tactical’ level. They are:
 1. ***The Board Speaks with One Voice*** – When the board finally speaks to an issue in the form of policy, it should speak with one voice. The policy approach ensures that the board’s voice is clear, consistent, and current. This is the primary benefit, at a tactical level, of the policy approach.
 2. ***Policies are Explicit*** – The board codifies its intentions through written policy. It does not govern or function on the basis of ‘unwritten rules’ or ‘wisdom from the past.’
 3. ***Clear Guidance to the Chief Executive*** – There is no more important job of the board than assuring the performance of the chief executive, and thus the organization. Guidance comes in the form of delegation, limits on authority, and performance evaluation.
 4. ***Efficient Orientation of New Board Members*** – The policy approach ensures that new board members are confident in assuming their new roles and responsibilities from the beginning and can effectively contribute and ‘play their role’ early on.
 5. ***Eased Policy Development and Elimination of Duplication*** – The policy approach ensures that boards see all their governing policies in context of one another and allows for consideration of the linkage of their governing policies to the organization’s operational policies.
 6. ***Efficiency of Having Board Policies in One Place*** – While this value seems simple on the surface, due to regularly occurring turnover and change of board members (in most situations), many boards collectively, and members individually, lose track of where policies are and how to recall and use them as needed. Technology has greatly improved this situation over time, but the value of ready access and availability is ensured with the policy approach.
 7. ***Modeling Efficiency and Competence to the Owners, Chief Executive, and Organizational Staff*** – Through the policy approach, the board makes clear that its system of governance is effective, efficient, and robust, and provides assurance to the owners and models competence to the chief executive and staff. This is a subtle, but very important value and benefit of the policy approach. In many respects, this is the key to boards continuing to have the ‘license to operate’ from the owners.
- Thus, we understand that the policy approach addresses the most core aspects of organizational governance while providing significant tactical and ‘day-to-day’ benefits.

How is Effective Board Policy Developed and Implemented?

- Laughlin and Andringa say that, given the significant examination of governance over the past four decades, many ‘best practices’ have been formulated to express and define what ‘good governance’ looks like, particularly for nonprofits. The organization, BoardSource, is nearly exclusively dedicated to examining and formulating these governance best practices for nonprofits.
- So, for Laughlin and Andringa, the key question is no longer the ‘what’ to do, but rather, ‘how to do it.’
- This is the point at which many boards get stuck – they understand the need (usually), they begin to understand the ‘what’ of best practices, but they can’t figure out the ‘how.’ Laughlin and Andringa put it this way, as they reflected on the work of Jim Collins and his seminal organizational management research in his 2001 book, *Good to Great*:

“...Our concern is not so much with the lack of definition of ‘great’ or ‘exceptional’ boards, but rather with how one moves into that category, i.e., how a nonprofit board goes from good to great.”⁵

- A bit later in their book, they make the point more directly:

“The fundamental reason for not developing a board policies approach is that boards and chief executives don’t know how to do it.”⁶

- This has become the crux of the matter for many boards and organizations. Yet, through the work of experienced guides like Laughlin and Andringa, coupled with some supportive expertise, boards and chief executives can, in fact, learn how to do it and achieve success.
- Board Policy must be intentional and described. This is achieved by the creation and implementation of what is known as a ‘Board Policies Manual’, or BPM.
- The BPM is a thorough, clear, concise, written expression of the governance policies of the board in a way that addresses three interrelated aspects:
 1. The roles and responsibilities of the board and how the board governs and functions;
 2. The authorities delegated to the chief executive of the organization; and
 3. The governance partnership relationship between the board and the chief executive including roles, responsibilities, and accountabilities.
- Once the BPM is created and implemented, it becomes the expression of the ‘what, how, who and why’ of governance of the organization, agreed upon by the board members and the chief executive. In this way, it is assured that there is a common understanding and agreement between the board and the chief executive of roles, responsibilities, expectations, and accountability. Everyone is, as they say, ‘singing off the same sheet of music.’
- It also becomes a living document, adaptable through time as governance needs change.
- The BPM is built in three primary stages:
 1. **Committing to the BPM** – Developing a BPM requires the full buy-in from the board and the chief executive. Without this commitment, pursuing this approach does not make sense, and frankly, is not worth the time, and in fact, may do more harm than good.
 2. **Developing the BPM** – Notwithstanding the importance of the BPM for a board, its development does not have to be a daunting task or process. Board member involvement is key and required, but with support, does not have to be burdensome or overwhelming. A time-tested methodology is in place in the work of Laughlin and Andringa, and much of the ‘heavy lifting’ of structure and best practices have already been incorporated into their model and accompanying template, which is based on six overall parts or sections. They suggest that BPMs of most organizations can be 15-25 pages in total length. Through eight progressive steps, the BPM is developed in an orderly and complete manner.

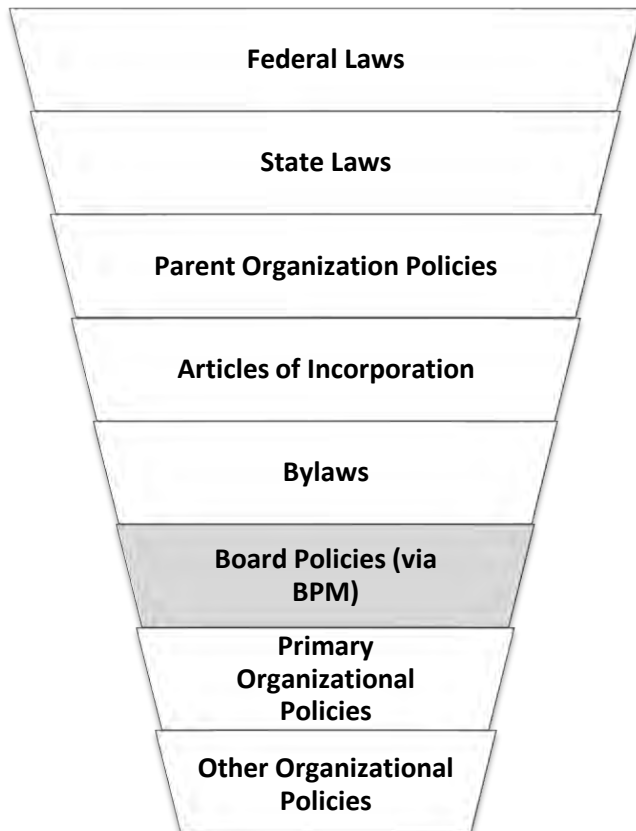
⁵ Laughlin and Andringa, *Good Governance*, 13.

⁶ Laughlin and Andringa, *Good Governance*, 29.

⁷ Laughlin and Andringa, *Good Governance*, x-xi.

3. **Implementing and Integrating the BPM** – The BPM is not intended to be a static document, ‘one and done’. Its role is to be a part of the governance process, like a tool, on a continuing basis. Like any effective policy, it must be kept current, up-to-date, and relevant.

- The BPM exists within a hierarchy of other organizational ‘policies’ that influence, and may even direct, the governance and management of the organization. A simplified model of this hierarchy in western societies looks like this:



- A key principle with the hierarchy is that the policies at a particular level must not conflict with nor contradict the policies above it.
- As the BPM is built, checks are made to ensure that coherence and compatibility is maintained up and down the hierarchy.
- The ‘Primary Organizational Policies’ would be the key organizational policies that typically would be found in such documents or materials as strategic plans, HR policies, financial and accounting policies, internal controls and audits policies, public involvement and participation policies, etc.
- The ‘Other Organizational Policies’ would typically be policies at levels below the organization itself, i.e., divisions, programs, units, etc.

- Laughlin and Andringa’s experience reveal that (1) each step in the process is necessary, and (2) the overall process is sufficient to move an organization from its present level of governance to where it wants to go.
- Key to their approach is that, at the end of the day, the results must be practicable and useable. If done well, the result will be serviceable and long-lasting.
- Finally, realistic expectations are important:
 - Is the policy approach to governance and a BPM a ‘silver bullet’ to correct all the issues and concerns of governance that a board may have? No.
 - Is the approach a guarantee that the board will not encounter issues or concerns in the future? No.
 - Does the policy approach and BPM ensure that the board and chief executive make gains and strides in governance, leadership, and management of the organization together, in an effective partnership relationship, that serves the owners and the organization effectively? Yes, most assuredly.

Appendix 1 – Governance Considered

“The purpose of governance is to ensure, usually on behalf of others, that an organization achieves what it should achieve while avoiding those behaviors and situations that should be avoided.” John Carver, *Boards That Make A Difference*, 2006, page xxvii

“Governance comprises the arrangements (includes political, economic, social, environmental, administrative, legal, and other arrangements) put in place to ensure that the intended outcomes for stakeholders are defined and achieved.” Good Governance in the Public Sector—Consultation Draft for an International Framework, CIFPA, 2013

“Governance is concerned with structures, processes for decision making, accountability, control, and behavior at the top of organizations.” Governance in the Public Sector: A Governing Body Perspective, IFAC, 2001

“Governance is the process by which decisions are made and implemented (or not implemented). Within government, governance is the process by which public institutions conduct public affairs and manage public resources.” Manual On Fiscal Transparency, IMF 2007

“Public sector governance encompasses the policies and procedures used to direct an organization’s activities to provide reasonable assurance that objectives are met and that operations are carried out in an ethical and accountable manner.” The Role of Auditing in Public Sector Governance, Institute of Internal Auditors, 2012

Note the Common Themes or Keywords: (1) outcomes, achievement; (2) assurance, accountability; (3) decision making, directing, controlling; (4) public resources, public affairs; (5) policies, processes, procedures, arrangements, structures

Board Policies Manual (BPM)

for

[Fill in your nonprofit's official name]

(Put the Organization's Name and Date of Each Updated BPM in the Footer)

Initial Note by Bob Andringa: Hundreds of organizations have used this template to help draft or renew their own BPM. Many keep several parts of this template when they fit. The biggest failure is not reviewing/updating their BPM during most board meetings. An Introduction to a BPM and other free downloads re good governance are at <https://theandringagroup.com/>

Part 1: Introduction and Administration

This Board Policies Manual (BPM) contains all the current standing (on-going) policies adopted by the board of (INSERT NAME OF ORGANIZATION) since the initial approval on [INSERT DATE OF THE BOARD MEETING WHEN PARTS OR THE WHOLE BPM WERE FIRST APPROVED].

1.1 Reasons for Adoption. Our reasons for adopting this BPM include:

- * Efficiency of having all on-going board policies in one place
- * Ability to quickly orient new board members and key staff to current policies
- * Elimination of redundant, or conflicting, policies over time
- * Ease of reviewing current policy when considering new issues
- * Clear, pro-active policies to guide the chief executive officer (CEO) and staff
- * Reduce risks of losing organizational integrity from unexpected events
- * Models an approach to governance that sister organizations might use

1.2 Consistency. Each policy in this document is expected to be consistent with the law, the Articles of Incorporation, and Bylaws, all of which have precedence over these board policies. Except for time-limited or procedural-only board decisions (approve past minutes, elect an officer, approve a budget, etc.), which are recorded in regular board minutes, all standing policies are expected to be included or referenced in this document. The CEO is responsible for developing organizational and administrative policies and procedures that are not inconsistent with this BPM.

1.3 Transition. Whether adopted in whole or in part, as soon as some version of the BPM is voted on as the "one voice" of the board, those policies are deemed to supersede any past policy that might be found in old minutes or any compilation of board policies over the years, unless a prior board resolution or contract obligates the organization to a specific matter. Paragraphs not yet approved by the board will be identified by a # and reviewed for approval at a later date. If any actual or apparent conflict arises between the BPM and other policies or board resolutions,

the matter is expected to be resolved by the Chair or the entire board as may be appropriate.

1.4 Changes. These policies are meant to be reviewed constantly and even quarterly revised and refined to reflect new wisdom. The CEO helps the board formulate new language in the BPM by distributing proposed changes in advance. We will use software and editing techniques that show all changes for readers to review easily. Each previously approved numbered paragraph with a proposed change will be shown with the change highlighted to help readers quickly locate proposed changes. Any final change to this BPM must be approved by the full board. Any board member as well as the CEO may submit proposed changes. Proposed changes often will be referred to and reviewed by an appropriate committee before being considered by the board for action. Whenever changes are adopted, a new document should be dated (at the top and in the footer) and quickly made available to board members and key staff. The previous version should be retained for future reference if needed.

1.5 Specificity. Each new policy will be drafted to fit in the appropriate Part and Section within the BPM. Conceptually, policies should be drafted from the "outside in," i.e., the broadest policy statement should be stated first, then the next broadest, etc. down to the level of detail that the board finds appropriate for board action and below which management is afforded discretion as to how it implements the policies in this BPM.

1.6 Oversight Responsibility. Below are the parts, the committees primarily responsible for drafting and reviewing those parts, and the individuals given authority to interpret and make decisions within the scope of those policies: (NOTE: EDIT TO REFLECT YOUR COMMITTEE STRUCTURE DESCRIBED IN 3.7)

	Part/Chapters	Oversight Committee	Implementation Authority
1	Introduction	Governance Committee	CEO
2	Organization Essentials	Full board	CEO
3	Board Structure/Processes	Governance Committee	Chair
4	Board-Staff Relationship	Executive Committee	Chair/CEO
Executive Parameters			
51	Finance	Finance Committee	CEO
52	Programs	Programs Committee	CEO
53	Advancement	Advancement Committee	CEO
54	Audit and Compliance	Audit and Compliance Committee	CEO
6	Miscellaneous	Any Committee	CEO

1.7 **Maintenance of Policies.** The Secretary should ensure that staff record and publish all standing policies correctly. The CEO or the CEO's designee should maintain the policies file and provide updated copies to the board whenever the policies change, or upon request. The board should ask that legal counsel review this BPM periodically to ensure compliance with the law. Discrete documents referred to in the BPM and listed at the end for easy tracking will be provided to board members in digital format for their own hard drives or kept in an online board website or other agreed upon web tool.

1.8 **Context of Different Policies.** This BPM fits into a hierarchy of policies within which authority flows down and accountability flows up. The Board is accountable for levels 1-5. The CEO is accountable for levels 6 and 7. No level may be inconsistent with the levels above it.

1 .	Laws and Applicable Regulations
2 .	Parent Organization, Accreditation Requirements, etc. (if any)
3 .	Articles of Incorporation
4 .	Bylaws
5 .	Board Policies Manual
6 .	CEO-approved Organizational Policies
7 .	Policies Set by Managers Under the CEO

Part 2: Organization Essentials

(NOTE: Not every numbered section may be critical for you. If you don't use one, just delete and renumber. You may also want to ADD some new sections that are critical to defining who you are.)

- 2.1 Our **vision** is ...
- 2.2 Our **mission** is ...
- 2.3 The **values** that guide all we do are ...
- 2.4 The **moral owners** to whom the board feels accountable are ... (*e.g.: members, alumni, donors, taxpayers*)
- 2.5 The primary **beneficiaries** of our services are ...
- 2.6 The major general **functions** and the approximate percentage of total effort that is expected to be devoted to each are ...
- 2.7 The primary **strategies** by which we will fulfill our mission include ...
- 2.8 The major S.M.A.R.T. (specific, measurable, achievable, realistic, time-related) organizational **goals** and monitoring indicators for the next three years are:

- 2.9 **Strategic Plans.** The board is expected to think strategically at all times. The CEO is expected to develop a staff strategic plan based on the policies in this BPM, update it as necessary, link major activities in the plan to the relevant sections of this BPM, and provide copies of the plan to the board for information by [insert a date] each year (See Exhibit 1 for latest copy of the Strategic Plan).

Part 3: Board Structure and Processes

3.1 Governing Style. The board will approach its task with a style that emphasizes outward vision rather than an internal preoccupation, encouragement of diversity in viewpoints, strategic leadership more than administrative detail, clear distinction of board and staff roles, and pro-activity rather than reactivity. In this spirit, the board seeks to:

3.1.1 Enforce upon itself and its members whatever discipline is needed to govern with excellence. Discipline may apply to matters such as attendance, respect of clarified roles, maintaining confidentiality, leaving questions about organizational activities and issues to the CEO, speaking to management and the public with one voice, and self-policing of any tendency to stray from the governance structure and process adopted in these board policies.

3.1.2 Be accountable to its stakeholders and the general public for competent, conscientious, and effective accomplishment of its obligations as a body. It will allow no officer, individual, or committee of the board to usurp this role or hinder this commitment.

3.1.3 Monitor and regularly discuss the board's own process and performance, seeking to ensure the continuity of its governance functions by selection of capable directors, orientation and training, and evaluation.

3.1.4 Be an initiator of policy, not merely a reactor to staff initiatives. The board, not the staff, will be responsible for board performance.

3.2 Board Job Description. The job of the board is to lead the organization toward desired performance and help ensure that it occurs. The board's specific contributions are unique to its trusteeship role and necessary for proper governance and management. To perform its job, the board will endeavor to:

3.2.1 Determine the mission, values, strategies, and major goals/outcomes and hold the CEO accountable for developing a staff strategic plan based on these policies.

3.2.2 Determine the parameters within which the CEO is expected to achieve the goals/outcomes.

3.2.3 Monitor the performance of the organization relative to the achievement of the goals/outcomes within the executive parameters.

3.2.4 Maintain and constantly improve all on-going policies of the board in this BPM.

3.2.5 Select, fairly compensate, nurture, evaluate annually and, if necessary, terminate a CEO, who functions as the board's sole agent.

3.2.6 Ensure financial solvency and integrity through policies and behavior (including help as volunteers in fundraising).

3.2.7 Require periodic financial, legal, and other external audits to ensure compliance with the law and good practices.

3.2.8 Evaluate and constantly improve our board's performance as the governing board and set expectations for board members' involvement as volunteers.

3.3 Board Member Criteria. In nominating members for the board, the board Governance Committee will be guided by the board-approved profile. (See Addendum A). (**NOTE:** See <https://theandringagroup.com/resources/> for a template of this and other tools.)

3.4 Orientation. Prior to election, each nominee will be given this BPM along with adequate briefings on the role of the board, officers, and staff, and an overview of programs, plans, and finances. Soon after election, each new board member will be given additional comprehensive orientation material and training.

3.5 Chair's Role. The job of the Chair is, primarily, to maintain the integrity of the board's process. The Chair "manages the board." The Chair is the only board member authorized to speak for the board, other than in rare and specifically board-authorized instances.

The Chair ensures that the board behaves consistent with its own rules and those legitimately imposed upon it from outside the organization. Meeting discussion content will be those issues that, according to board policy, clearly belong to the board to decide, not staff.

The authority of the Chair consists only in making decisions on behalf of the board that fall within and are consistent with any reasonable interpretation of board policies in Parts III and IV of this BPM. The Chair has no authority to

impose policies beyond policies created by the board. Therefore, the Chair has no authority to supervise or direct the CEO's work, but is expected to maintain close communication, offer advice, and provide encouragement to the CEO and staff on behalf of the board.

3.6 Board Meetings. Ideally, board events often will include time for guest presenters, interaction with staff and beneficiaries, board training, committee meetings, social activities, and plenary business sessions. Policies that are intended to improve the process for planning and running meetings follow:

3.6.1. The schedule for board meetings should, ideally, be set two years in advance.

3.6.2. The CEO will work with the Chair and committee chairs in developing agendas which, along with background materials for the board and committees, monitoring reports, the CEO's recommendations for changes in the BPM, previous minutes, etc. should be sent to all board members approximately two weeks in advance of board meetings or placed on the board's website.

3.6.3 Minutes and the updated BPM are expected to be sent to board members within 14 days of board meetings (or placed on the board's website).

3.6.4 Regular board meetings normally will be held __ times a year in the months of __ , ____, and ____, preceded by a reminder notice approximately __ days in advance of the meeting date. The __ meeting normally will include a review of the planning and budgeting for the upcoming year. The __ meeting normally will include a review of the performance of the CEO and the organization for the past year. Special meetings of the board can be called according to the Bylaws [*if not in the Bylaws, define that process here*].

3.6.5 The Governance Committee is expected to prepare a meeting evaluation survey for completion by each board member who attends the board meeting. The completed surveys will be reviewed, analyzed, and summarized by the Governance Committee, which will then report the results of the meeting evaluation to the board members within two weeks of the board meeting.

3.7 Standing Committees. Committees help the board be effective and efficient. They speak "to the board" and not "for the board." Unless authorized by the whole board, a committee may not exercise authority that is reserved to the whole board by the Bylaws or by the laws of [*name of state*] governing not-for-profit organizations. Committees are not created to advise or exercise authority over staff. Once committees are created by the board, the board Chair will recommend committee chairs and members for one-year terms, subject to board approval. The board Chair and the CEO are *ex officio* members of all committees except the Audit and Compliance Committee. The CEO, or a designee, will assist the work of each committee.

3.7.1 Governance Committee. This committee recommends policies to the board pertaining to governance issues and processes including the orientation and training of new board members, the evaluation and improvement of the contribution of individual board members and officers, and the recommendation of Bylaw changes. The committee will also develop a roster of potential board members based on the board profile and nominate all board members and officers.

3.7.2 Finance Committee. This committee develops and recommends to the board those financial policies, plans, and courses of action that provide for mission accomplishment and organizational financial well-being. Consistent with this responsibility, it reviews the annual budget and submits it to the board for its approval. In addition, the committee makes policy recommendations with

regard to the level and terms of indebtedness, cash management, investment policy, risk management, financial monitoring and reports, employee benefit plans, signatory authority for expenditures and other policies for inclusion in this BPM that the committee determines are advisable for effective financial management.

3.7.3 Audit and Compliance Committee. This committee oversees the organization's internal accounting controls; recommends external auditors for board approval; reviews the external auditors' annual audit plan; and reviews the annual report, management letter, and the results of the external audit. The committee, or its delegate, should have an annual private conversation with the auditor and, as appropriate, legal counsel, all of whom may be contacted by the committee chair directly. In addition, the committee provides oversight of regulatory compliance, policies and practices regarding corporate responsibility, and ethics and business conduct-related activities, including compliance with Federal, state, and local laws governing tax-exempt entities. The committee oversees written conflict of interest policies and procedures of directors, officers, and staff. (**NOTE:** Many small nonprofits merge the Finance and Audit functions into one committee, although separating them is a trend in best practices.)

3.7.4 Advancement Committee. This committee studies and recommends policies relating to communications and public relations as well as policies relating to raising financial and other resources for the organization.

3.7.5 Programs Committee. This committee studies and recommends board-level policies relating to programs and services of the organization.

3.7.6 Executive Committee. This committee (*if created*) includes the Chair, other officers, and the Chairs of the other committees in Section 3.7. Except for the actions enumerated below, it has authority to act for the board on all matters so long as the Executive Committee determines that it would be imprudent to wait for the next board meeting to take such action. With respect to any action taken on behalf of the board, (1) the Executive Committee is required to report the action to the board within 10 days, and (2) the board may ratify the action at the next board meeting.

The Executive Committee is **not** authorized to make decisions with respect to the following matters:

- 3.7.6.1 Dissolve the corporation
- 3.7.6.2 Hire or fire the chief executive
- 3.7.6.3 Enter into major contracts or sue another entity
- 3.7.6.4 Make significant changes to a board-approved budget
- 3.7.6.5 Adopt or eliminate major programs
- 3.7.6.6 Buy or sell property
- 3.7.6.7 Amend the Bylaws
- 3.7.6.8 Change any policies the board determines must require a board vote.

3.7.7 [Insert other board-created committees and their areas of responsibility]

3.8 Advisory Groups, Councils, and Task Forces. To increase its knowledge base and depth of available expertise, the board supports the use of groups, councils, and task forces of qualified advisers. The term "task force" refers to any group appointed by the CEO or the Chair to assist him or her in carrying out various time-limited goals and responsibilities. Although either the Chair or the CEO may form a task force, he or she should notify the board of its formation, purpose, and membership within 10 days of its formation. The CEO may assign a senior staff member to serve advisory groups. The board has established the following advisory groups that are currently active:

3.8.1 (Insert name, membership, function, etc. of each advisory group as created.)

3.9 Board Members' Code of Conduct. The board expects of itself and its members ethical and businesslike conduct. Board members must represent unconflicted loyalty to the interests of the entire organization, superseding any conflicting loyalty such as that to family members or friends, a business, advocacy or interest groups and membership on other boards or staffs. Board members must avoid any conflict of interest with respect to their fiduciary responsibility. There must be no self-dealing or any conduct of private business or personal services between any board member and the organization except as procedurally controlled to assure openness, competitive opportunity, and equal access to "inside" information.

Board members will make no judgments of the CEO or staff performance except as the performance of the CEO is assessed against explicit board policies and agreed upon written personal and professional performance objectives following each annual performance review of the CEO by the board.

Each board member is expected to complete and sign an Annual Affirmation and Conflict of Interest Statement (See Addendum B), which covers, inter alia, board conflicts of interest, in accordance with the laws of [the State] governing not-for-profit organizations, and other expectations of board members. (**NOTE:** Go to <https://theandringagroup.com/resources/> for an Annual Affirmation template.)

3.10 Board Finances. Every board member (other than the CEO/staff) is expected to serve as an unpaid volunteer and be a donor of record in the first quarter of each calendar year. Expenses incurred to fulfill board activities normally can be an individual tax deduction; however, any board member may submit for reimbursement any expenses incurred to attend board or committee meetings.

Part 4: Board – CEO/Staff Relationship

4.1 Delegation to the Chief Executive (CEO). While the board job is generally confined to establishing high-level policies, implementation and subsidiary policy development is delegated to the CEO.

- 4.1.1 All board authority delegated to staff is delegated through the CEO, so that all authority and accountability of staff -- as far as the board is concerned -- is considered to be the authority and accountability of the CEO.
- 4.1.2 Organizational Essentials policies (Part II) direct the CEO to achieve certain results. Executive Parameters policies (Part V) define the acceptable boundaries of prudence and ethics within which the CEO is expected to operate. The CEO is authorized to establish all further policies, make all decisions, take all actions, and develop all activities as long as they are consistent with laws and regulations and any reasonable interpretation of the board's policies in this BPM.
- 4.1.3. The board may change its policies during any meeting, thereby shifting the boundary between board and CEO domains. Consequently, the board may change the latitude of choice given to the CEO, but so long as any particular delegation is in place, the board and its members will respect and support CEO choices. This does not prevent the board from obtaining information in the delegated areas.
- 4.1.4 Except when a person or committee has been authorized by the board to incur some amount of staff time and expense for study of an issue, no board member, officer, or committee has authority over the CEO or the CEO's employees. Only officers or committee chairs may request information, but if such request -- in the CEO's judgment -- requires a material amount of staff time or funds or is disruptive, it may be refused until the Chair determines that the work is critical for board work and should be completed.
- 4.2 CEO Job Description.** As the board's single official link to the operating organization, CEO job performance will be considered to be synonymous with organizational performance as a whole. Consequently, the CEO's job contributions can be stated as performance in two areas: (a) organizational accomplishment of the major organizational goals in Section 2.8, and (b) organization operations within the boundaries of the law, prudence and ethics established in board policies on Executive Parameters in Part V.
- 4.3 Communications and Counsel to the Board.** With respect to providing information and counsel to the board, the CEO is expected to keep the board informed about matters essential to carrying out its policy duties. Accordingly, the CEO is expected to:
- 4.3.1 Report to the chair any personal actions or behavior which could potentially discredit the integrity of the CEO and/or the organization. The chair and the CEO are expected to report such things to the board, engage outside counsel as appropriate, and handle in the best interests of the organization. If the board finds the CEO's actions unethical or immoral, suspension or termination may be the result.
- 4.3.2 Inform the board of relevant trends, material external and internal changes,

particularly changes in the assumptions upon which any board policy has previously been established, always presenting information in as clear and concise formats as possible.

4.3.3 Relate to the board as a whole except when fulfilling reasonable individual requests for information or responding to officers or committees duly charged by the board.

4.3.4 Report immediately any actual or anticipated material noncompliance with a policy of the board, along with suggested modifications to this BPM for the future.

4.4 Monitoring Executive Performance.

The purpose of monitoring is to determine the degree to which the mission is being accomplished and board policies are being fulfilled. Information that does not do this is not considered monitoring. Monitoring will be as automatic as possible, using a minimum of board time so that meetings can be used to affect the future rather than to review the past. A given policy may be monitored in one or more of three ways:

4.4.1 Direct board inspection: Discovery of compliance information by a board member, a committee, or the board as a whole. This includes board inspection of documents, activities, or circumstances that allows a "prudent person" test of policy compliance.

4.4.2 External report: Discovery of compliance information by a disinterested, external person or firm who is selected by and reports directly to the board. Such reports must assess executive performance only against legal requirements or policies of the board, with suggestions from the external party as to how the organization can improve itself, including changes to this BPM.

4.4.3 CEO Reports: The CEO is expected to help the board determine what tracking data are possible to measure progress/outcomes in achieving the mission and goals and conforming with board policies. Currently the board requests these regular monitoring reports, in addition to any specific reports requested in other sections of the BPM:

4.4.3.1 Monthly: Informal CEO reports on achievements, problems, board notices, etc.

4.4.3.2 Quarterly: (A) One or two-page "dash board" report showing agreed upon key indicators that track designated financial and program outcomes over a three-year period in graphic form; (B) *[Insert any other summary reports the board may define here.]*

4.4.3.3 Semi-Annually: (A) Expense and revenue against budget report with comparison to previous year; (B) Balance sheet; (C) Cash flow projections; (D) *[Insert other reports that the board may define.]*

4.4.3.4 Annual: Within 45 days of the end of the fiscal year, with respect to that year: (A) End of year expense and revenue against budget; (B) Balance sheet; (C) Staff organization chart (or whenever major changes are made); (D) [Insert other reports that the board may define.]

4.5 Annual CEO Performance Review. A performance evaluation task force, comprising the board Chair, Vice Chair, and the Chair of the Governance Committee is expected to oversee a formal evaluation of the CEO annually, focused on achievement of organizational goals and any other specific goals the board and CEO have agreed upon in advance, as well as the CEO's own written self-evaluation and invited comments from all board members after they have seen the self-evaluation. The Chair will normally serve as Chair of the task force. After meeting with the CEO, the task force will report on its review to the board, including recommendations on the CEO's compensation, which the Executive Committee or the board will then act upon.

During this process, the CEO and the board will agree on any specific, personal performance goals for the year ahead. These goals should be documented in a letter to the CEO from the board Chair and will become the primary basis for assessing the CEO's performance at the end of the next year. At least every three years, the task force may consider inviting other input in a carefully planned "360" review, including feedback from staff, peers in our sector, and individuals outside the organization who have interacted with the CEO.

4.6 Staff Treatment and Compensation. With respect to treatment of paid and volunteer staff, the CEO should build a climate of trust and determine policies based on competent legal counsel. The CEO is expected to hire, train, motivate, compensate, and terminate staff in a professional and caring fashion. Salaries will be set within between X% and Y% of the mean for salaries of organizations of similar size, budget, and location according to well-respected and relevant survey data. Benefits will include ____ (fill in). The CEO is expected to (A) develop and maintain an employee manual that is reviewed periodically by competent legal counsel and (B) provide copies to the board for information around April 1 of each year (Exhibit 2).

4.6.1 Staff Surveys. The CEO is expected to arrange for an annual, or biennial, third-party survey to measure over time the health of our workplace culture consistent with our values, including feedback on perceptions of and trust in the board and CEO. A full report for board discussion should lead to better CEO and board policies and reduce the amount of ad hoc, inappropriate board member engagement with staff other than the CEO.

4.7 CEO Transitions. At any time, the Chair may appoint a succession/transition task force to explore options and propose strategies and board policies related to succession and transition of the CEO and to facilitate any special needs of the outgoing and incoming CEOs and their families. The incumbent CEO should give the board, if possible, a ___-month notice of intent to leave that office. Any need

for an acting or interim CEO will be considered and determined by the board. At this time, the board designates _____ to serve in an Acting CEO role whenever there is an immediate need. The board Chair is authorized, as soon as a vacancy or scheduled departure of the CEO is known, to appoint a search committee and committee chair. The search committee may include up to ___ people not on the board, including _____. The committee is expected, within 30 days, to recommend for board approval a position announcement, a recommendation on any search consultant, the appointment of a search secretary, and a budget for the search. The search committee should present one or two qualified candidates to the full board for selection. A special task force appointed by the Chair will, at the time of selection, negotiate the new CEO's compensation and service agreement and give both the incumbent and successor CEO any special performance priorities from the board. After he/she leaves the organization, the outgoing CEO may be given a paid role, but only at the initiative of the new CEO after consultation with board officers.

4.8 Budget. Until the board decides otherwise, the annual budget will be considered a management tool. (Exhibit 6) As such, it can be changed within the board's parameters at any time with notice to and access by any board member whenever changes exceeding 1% are made by the CEO. The principal expectation is that the budget will reflect the mission and goals of the organization, within the parameters of Section 5 below.

4.9 Other CEO Expectations. The CEO is expected to:

4.9.1 Develop a succession planning/professional development strategy for all key staff, whether paid or volunteer. (Exhibit 7)

4.9.2 Eventually create, and allow the board to review, all policies and documents that the federal or state governments recommend and request in their reporting/filings, such as the IRS Form 990.

4.9.3 Notify board members whenever any new governance-important document is available for board review according to the agreed upon system referenced in 1.7.

Part 5 – Executive Parameters

(NOTE: The sections in this Part will look vastly different for each organization, but this template provides useful ideas on what might be drafted to fit your organization. Over time, you will be doing more editing, deleting, and adding numbered sections and subsections in this Part than in most of the other Parts.)

The purpose of Part 5 (with its several sections) is to detail those Executive Parameters that will guide the CEO and the staff as they accomplish the mission. These parameters are intended to free the CEO and staff to make timely decisions without undue board directives. For simplicity of use, we have numbered the major sections below according

to the major functions of our organization and our committee structure, understanding that we may choose to add, merge, or delete such sections in the future.

Overall, the board expects that the CEO will do nothing that is illegal, unethical, immoral, or clearly imprudent. The CEO is expected to develop and, when necessary, seek board review and/or approval, of documents required or urged upon us by government agencies such as the IRS and other accrediting or financial standards organizations applicable to our organization. Beyond these expectations, the board details its Executive Parameters in the following sections.

Section 5.1 Finance Parameters

5.1.1 Finance General. The CEO must ensure that the financial integrity of the organization is maintained at all times, plus

5.1.1.1 Exercise proper care in the receiving, processing, and disbursing of funds;

5.1.1.2 Ensure that the end-of-year financials show at least a 1% addition to reserves;

5.1.1.3 Ensure that financial and non-financial assets are appropriately protected.

5.1.2 Financial Controls. The CEO must exercise care in the accounting for and protecting the financial assets of the organization. To this end, the CEO is expected to incorporate generally accepted principles of accounting and internal controls in the financial systems that are employed in the organization. In addition, the CEO may not:

5.1.2.1 Receive, process, or disburse funds under controls insufficient to meet the board-appointed auditor's standards.

5.1.2.2 Approve an unbudgeted expenditure or commitment of greater than \$_____ without approval of the full board.

5.1.2.3 Approve an unbudgeted expenditure or commitment of \$_____ without approval of the Finance Committee.

5.1.3 Asset Protection. The CEO may not allow assets to be unprotected, inadequately maintained, or unnecessarily risked. Accordingly, the CEO may not:

5.1.3.1 Fail to insure against theft and casualty losses to at least 80 percent replacement value and against liability losses to board members, staff, or the organization itself beyond the minimally acceptable prudent level.

5.1.3.2 Allow non-bonded personnel access to material amounts of funds.

- 5.1.3.3 Subject office and equipment to improper wear and tear or insufficient maintenance.
 - 5.1.3.4 Unnecessarily expose the organization, its board, or staff to claims of liability.
 - 5.1.3.5 Make any major purchase of over \$ _____ without sealed bids or other demonstrably prudent acquisition of quality goods, or any purchase of over \$ _____ without written record of competitive prices, or any purchase wherein normally prudent protection has not been given against conflict of interest.
 - 5.1.3.6 Acquire, encumber, or dispose of real property without board approval.
- 5.1.4 Investment Principles.** The CEO may not invest or hold operating capital in insecure instruments, including uninsured checking accounts and bonds of less than AA rating, or in non-interest-bearing accounts except where necessary to facilitate ease in operational transactions.

Section 5.2 Program Parameters

In general, the CEO is expected to establish, maintain, and eliminate programs and Services as will best achieve the mission and goals in the most effective and efficient manner.

- 5.2.1 New programs should be projected to serve at least ____ people.
- 5.2.2 New programs with an expected budget exceeding \$ _____ must be approved by the board. Those programs now approved include: *[fill in]*
- 5.2.3 Programs with costs of more than \$ ____ should be assessed for effectiveness by an outside evaluator at least every ____ years, with a written report made available to the board.
- 5.2.4 Any program executed in partnership with another organization should be _____.

Section 5.3 Advancement Parameters

The various efforts to represent the organization to the public (media, public relations, fundraising, new member recruitment, etc.) are expected to be integrated sufficiently so that the organization's brand/positioning in the external world is positive and effective.

- 5.3.1 Fund Raising Strategy.** The CEO is expected to develop and maintain a fund-raising plan which, at a minimum, includes direct mail, major donor initiatives, planned giving, and web-based giving. Such plan should be provided to board members for review each March, along with results for each initiative. Total direct and indirect expenses for fundraising are not expected to exceed ____% of

the total budget.

5.3.2 Donor Bill of Rights. The CEO is expected to develop and provide the latest version to the board, a Donor Bill of Rights, which should include, *inter alia*, the following restrictions, i.e., the CEO may not allow the names of donors to be revealed outside the organization; represent to a donor that an action will be taken that violates board policies; fail to honor an enforceable restriction from a donor; or fail to confirm receipt of a donor's contribution and send him/her an annual summary of donations. The CEO is expected also to ensure that we attempt to honor donors' requests and statements of desire as to how their donations are used so long as applicable circumstances allow, provided that those donors are adequately informed that their requests and statements of desire do not constitute binding obligations on the organization, and that the organization retains ultimate discretion and control over use of their donations.

5.3.3 Training. The CEO should provide for appropriate board and staff periodic training in new fundraising techniques and budget for such expenses.

5.3.4 Public Affairs. The CEO is expected to exercise care in representing that we are a charitable, mission-centered, listening organization and develop policies and procedures for communicating with primary stakeholders and the public at large in a way that reinforces that image.

5.3.5 Communications Plan. The CEO is expected to develop and maintain a communications plan, shared with the board as appropriate, that describes how the organization will communicate with its various stakeholders. The plan should identify the stakeholder segments, how the organization will both speak and listen to each segment.

5.3.6 Communications Restrictions. To preserve our image in the community, the CEO and any designee are the only spokespersons authorized to speak for the organization and the chair the only spokesperson for the board. None of the spokespersons may represent the organization in any way inconsistent with the policies in Part II of this BPM; make statements that may be perceived as supporting a political party or platform; author an article, book, or publication that includes classified or sensitive information about the organization; or engage in lobbying activities at any governmental level without prior permission from the board.

Section 5.4 Audit and Compliance

The CEO is expected to take the necessary steps to ensure that the integrity of our Systems and procedures comply with all pertinent legal, regulatory, and professional Requirements and to report to the board any material variations or violations.

5.4.1 Annual External Audit. An independent auditor will be hired and supervised by the Audit and Compliance Committee, after a careful selection and annual

evaluation. The CEO will work with the auditor to gain a clean opinion of the annual financial statements and respond in detail to items in the auditor’s management letter concerning opportunities to improve systems and procedures related to financial controls.

5.4.2 Internal Compliance. The CEO is expected to meet all requirements for complying with federal, state, or local laws and regulations. The CEO should maintain a list of compliance actions and reports that are required of a nonprofit organization or recommended by the IRS as reflected in questions contained in the Form 990 report, and periodically submit the list for inspection by the Audit and Compliance Committee. The CEO is encouraged to contract with competent legal counsel every ___ years to compare our policies, procedures and contracts with pertinent laws and regulations so we remain in essential compliance. Reports of such reviews must be made available to the Audit and Compliance Committee who, in turn, will report to the board on the overall status of the organization with respect to compliance matters.

Part 6 Miscellaneous

6.1 [NOTE: available if needed for policies that do not fit naturally in other chapters.]

ADDENDUMS AND EXHIBITS

BPM Addendums (*Board* documents referenced in this BPM) are:

#	BPM Ref.	Title	Status
A	3.3	Board Profile	
B	3.9	Conflict of Interest/Annual Affirmation	
C			
D			

BPM Exhibits (*CEO/Organization* documents referenced in this BPM) are:

#	BPM Ref.	Title	Status
1	2.9	Strategic Plan	
2	4.6	Employee Manual	
3	4.8	Budget	
4	4.9	Staff succession/development plan	

Questions about this BPM should be referred to _____ .

Board Policies Manual (BPM) for the Society of American Foresters*

Note: This version of the BPM was approved by the board on
May 5, 2019, 10:00 AM EDT

Part 1: Introduction and Administration

This Board Policies Manual (BPM) contains all of the current standing (ongoing) policies adopted by the board of the Society of American Foresters (SAF or Society) since the initial approval of the BPM on May 30, 2015, 4:45 p.m. EDT.

- 1.1 Reasons for Adoption.** The reasons for adopting this BPM include:
- Efficiency of having all ongoing board policies in one place
 - Ability to quickly orient new board members to current policies
 - Elimination of redundant or conflicting policies over time
 - Ease of reviewing current policy when considering new issues
 - Providing clear, proactive policies to guide the chief executive officer (CEO) and staff
 - Encouraging open, transparent, flexible, and inclusive organizational decision making.
- 1.2 Consistency.** Each policy in this document is expected to be consistent with the law, the articles of incorporation, and the bylaws, all of which have precedence over these board policies. Except for time-limited or procedural-only board decisions (approving minutes, electing an officer, etc.), which are recorded in regular board minutes, all standing policies shall be included or referred to in this document. The CEO is responsible for developing organizational and administrative policies and procedures that are consistent with this BPM.
- 1.3 Transition.** Whether adopted part by part or as a complete document, as soon as some version of the BPM is voted on as the “one voice” of the board, those policies are deemed to supersede any past policy that might be found in old minutes unless a prior board resolution or contract obligates the organization with regard to a specific matter. If any actual or apparent conflict arises between the BPM and other policies or board resolutions, the matter shall be resolved by the chair or by the entire board as may be appropriate.
- 1.4 Changes.** These policies are meant to be reviewed continually and are expected to be frequently updated and refined. The CEO helps the board formulate new language in the BPM by distributing proposed changes in advance. When language is recommended for deletion, it is shown in ~~strike-through~~ format. Proposed new language is underlined. Any change to this BPM must be approved by the board with an affirmative vote of at least 10 members. Proposed changes may be submitted by any board member, board committee, as well as by the CEO. In most cases, proposed changes shall be referred to and reviewed by the appropriate board committee before being presented to the board for action. Whenever changes are adopted, a new clean document will be printed, dated, and quickly made available to the board and staff, and included in the Board Reference Book (BRB). The previous version should be kept on a disk, or otherwise archived, for future reference if needed.
- 1.5 Specificity.** Each new policy will be drafted to fit in the appropriate place within the BPM. Conceptually, policies should be drafted from the "outside in," i.e., the broadest policy statement should be presented first, then the next broadest, etc., down to the level of detail that the board finds appropriate for board action and below which management is afforded discretion as to how it implements the policies in this BPM.

* Adapted from *Good Governance for Nonprofits*, ©2007 by Fredric L. Laughlin, DBA, and Robert C. Andringa, PhD. All rights reserved. Published by AMACOM Books, www.amacombooks.org, a division of the American Management Association.

- 1.6 Oversight Responsibility.** The Governance Committee will provide oversight and periodic review of the Board Policies Manual and request suggestions for revision of board policies from Board committees or individual Board members. The committees primarily responsible for drafting and reviewing different parts of the BPM, and the individuals given authority to interpret and make decisions within the scope of those policies are listed below:

Part/Section	Oversight Committee	Implementation Authority
1. Introduction and Administration	Governance Committee	CEO
2. Organization Essentials	Full board	CEO
3. Board Structure and Processes	Governance Committee	Board Chair
4. Board–CEO/Staff Relationship	Executive Committee	Chair/CEO
5. Executive Parameters		
5.1 General Guidance	Governance Committee	CEO
5.2 Finance Parameters	Finance Committee	CEO
5.3 Program Parameters	Full board	CEO
5.4 Advancement Parameters	Full board	CEO
5.5 Audit/Compliance Parameters	Audit Committee	CEO
6. Other Policies	Governance Committee	CEO

Note that the words are “primarily responsible” for drafting and reviewing those parts. There are no restrictions on who may propose modifications to the BPM—or draft specific language for that matter. A well-integrated Board and BPM process will prompt frequent changes in the BPM.

- 1.7 Maintenance of Policies.** Proposed changes to Board policies shall be considered by the Board pursuant to Article V of the Bylaws. Every change in policy, even if minor, requires a new BPM be published. The board secretary/treasurer shall ensure that staff record and publish all adopted policies correctly. The CEO or the CEO’s designee shall maintain the policies and provide updated copies to the board whenever the policies change, or upon request. The board will ask that legal counsel review this BPM biennially to ensure compliance with the law. Discrete documents referred to in the BPM will be kept at the Society headquarters in a notebook called the Board Reference Book (BRB), along with other important board operating and reference materials. The BRB will also be kept in electronic format available to board members.

1.7.1 Unless otherwise noted or required, the board will periodically review the following material in the BRB for currency and consistency as follows:

Ethics Case Procedures:	Annually
Forest Policy Procedures:	Biennially
Financial Investment Policy:	Annually
General Fund Policy:	Annually
Certification Review Board Administrative Rules:	Biennially
Board Committees and Advisory Group Charters:	Biennially

Part 2: Organization Essentials

- 2.1 SAF Vision:** We are the organization that represents forestry professionals, providing leadership to ensure that all members of the profession achieve excellence in sustainable forestry and natural resource management.
- 2.2 SAF Mission:** To advance sustainable management of forest resources through science, education, and technology; to enhance the competency of its members; to establish professional excellence; and to use our knowledge, skills and conservation ethic to ensure the continued health, integrity, and use of forests to benefit society in perpetuity.
- 2.3 SAF Core Values:**
- Forests are a fundamental source of global health and human welfare;

- Forests must be sustained through simultaneously meeting environmental, economic, and community aspirations and needs;
- Forest resource professionals are dedicated to sound forest management and conservation;
- Forest resource professionals serve landowners and society by providing sound knowledge and professional management skills; and
- Forest resource professionals believe the scientific process, continuing research, and coordination with community traditions and knowledge lead to best land management decisions and sustainability of our forests.

2.4 SAF Brand Framework:

- SAF Brand Promise - Evolving Forest Management since 1900
 - SAF is the place that informs, connects, and efficiently shares best practice about forest management.
- SAF Brand Personality – Excellence, Engaged, Responsive
 - SAF consistently addresses challenges and opportunities facing members, improves practice, and education, and is the place where challenges facing the future of forest management are discussed.
- SAF Brand Values - Continuous Improvement, Connections & Community, Credibility
 - SAF provides the best networking opportunity in forest management, is the trusted filter to rich content, and is invested in helping advance its members careers.

2.5 SAF Core Language:

- Who we are: The Society of American Foresters, representing the profession of forestry
- What we do:
 - We challenge landowners, decision makers and society at large to make choices about our forests based on professional knowledge, leading-edge thinking, and a century of practical experience.
 - We seek viable pathways forward, balancing diverse demands on our natural resources.
 - We set the standard in forest management, bringing science, best practice, and the best people together to actively shape the future of the profession.
- Why it matters:
 - Thriving forests, essential resources, strong communities
 - ‘For the greatest good. For the greatest number. For the long run.’

2.6 The **stakeholders** to whom the board feels accountable are members, donors, and the public.

2.7 The primary **beneficiaries** of our services, programs, activities, and actions are members, foresters and other natural resource professionals, related decision-makers, allied professional organizations, allied institutions of higher learning, and the public.

2.8 The current major general **functions** and the approximate percentage of total effort that is expected to be devoted to each based on share of current budget expenses are:

Publications – 23%

Conventions and Meetings – 11%

Member Services – 16%

Science and Education – 7%

Policy – 7%

Administration, CEO, Finance – 36%

2.9 The primary **strategies** by which we will fulfill our mission include:

1. Recruit forest natural resource professionals to become members in SAF to recognize rewarding opportunities that meet our mission and provide a broader membership base to pursue those opportunities.
2. Engage in cooperative efforts to achieve sustainable forestry and natural resource

management.

3. Provide and promote superior educational materials, meaningful experiences, and credentialing resources to help members achieve greater professional competence and competitiveness in the marketplace.
4. Advocate forest and natural resource policies at the national, state, and local levels that use forest and natural resource science to enhance the health and use of forest ecosystems to benefit society.
5. Increase coordination and relationships with state societies, working groups, and partners and allies that will help SAF fulfill its mission.
6. Assess the activities, programs, and operations of SAF and strive for continuous improvement in all facets of our organization.
7. Diversify and increase revenue to meet future operational and capital needs.

2.10 Strategic Thinking. The board is expected to think strategically at all times and will develop strategies that support the Five Pillars:

1. Establish financial security
2. Increase tangible value to members
1. Elevate the professional status of forestry
2. Grow membership in 3 dimensions: numbers, diversity, and generational
3. Promote Policy and Science

2.11 The CEO is expected to develop a staff strategic plan based on the policies in this BPM, update it as necessary, link major activities in the plan to the relevant sections of this BPM, and provide copies of the plan to the board for information by April 1 each year.

Part 3: Board Structure and Processes

3.1 Governing Style. The board will approach its task with a style that emphasizes a forward-looking outward vision rather than an internal preoccupation, encouragement of diversity in viewpoints, strategic leadership more than administrative detail, clear distinction of board and staff roles, and proactivity rather than reactivity. The board is expected to foster a collaborative and cooperative organization that promotes discussion of goals, issues, opportunities, and solutions in an open, transparent, and collegial manner. The board is expected to provide a broad vision for SAF; ensure that its organizational structure can complete the tasks well; ensure programmatic and fiscal integrity; and represent the interests of the members, stakeholders, and beneficiaries. The board should be forward looking rather than focused only on internal management. In this spirit:

- 3.1.1 Board Members should attend all meetings possible; represent SAF with a common voice; and follow the procedures outlined in this BPM, including attending meetings regularly, speaking with a unified voice, and respecting board and staff roles.
- 3.1.2 The Board is accountable to its members first, as well as stakeholders and the general public for competent, conscientious, and effective accomplishment of its obligations as a body. It will ensure that officers, the CEO, board members, and committees of the board do not usurp this role or hinder this commitment.
- 3.1.4 The Board monitors and regularly discusses the board's and CEO's own processes and performance, seeking to ensure the continuity of its governance functions by selection of capable directors, orientation and training, and evaluation.
- 3.1.5 The Board initiates policy, not merely reacts to staff initiatives. The board, not the staff, will be responsible for board performance.
- 3.1.6 The Board fulfills its fiduciary and legal responsibilities as a fundamental requirement so it can focus on its commitment to keep its actions at a strategic level.

- 3.2 Board Job Description.** The job of the board is to lead the organization toward the desired performance and ensure that that performance occurs. The board's specific contributions are unique to its trusteeship role and necessary for proper governance and management. To perform its job, the board shall:
- 3.2.1 Determine the mission, values, strategies, and major goals/outcomes, and hold the CEO accountable for developing a staff strategic plan based on these policies.
 - 3.2.2 Determine the parameters within which the CEO is expected to achieve the goals/outcomes and monitor the performance of the organization relative to the achievement of the goals/outcomes within the executive parameters.
 - 3.2.3 Maintain and constantly improve all ongoing policies of the board in this BPM.
 - 3.2.4 Evaluate and constantly improve the board's performance as the governing board, and set expectations for board members' involvement as volunteers.
 - 3.2.5 Encourage open communication among the board, members, and the CEO to foster continuous improvement and better programs.
 - 3.2.6 Select, fairly compensate, nurture, evaluate annually, and, if necessary, terminate a CEO, who functions as the board's sole agent.
 - 3.2.7 Ensure financial solvency and integrity through policies and behavior.
 - 3.2.8 Require periodic financial and other external audits to ensure compliance with the law and with good business practices.
 - 3.2.9 Seek and use outside input as appropriate to help meet SAF's mission and to grow the organization and profession.
- 3.3 Board Member Criteria.** In nominating members for the board, the National Nominating Committee shall be guided by the profile that is incorporated by reference to this BPM.
- 3.4 Orientation.** Prior to election, each nominee shall be given this BPM along with adequate briefings on the role of the board, officers, and staff and an overview of programs, plans, and finances (most of which will be found in the BRB). Soon after election, each new board member will be given more comprehensive orientation material and training. Each new board member will receive comprehensive orientation material and training at the final board meeting of each year prior to starting their role.
- 3.5 Chair's Role.** The President of SAF serves as the chair and leader of the board. In these roles, the President/Chair is expected to seek and encourage input and opinions from board members and SAF members, stakeholders, and beneficiaries and identify those that require consideration by the board. The chair leads in maintaining the integrity of the board's processes. The chair "manages the board." The chair is the only board member authorized to speak for the board, other than in specific board-authorized instances.
- The chair ensures that the board behaves in a manner consistent with its own rules and those legitimately imposed upon it from outside the organization. Meeting discussion content will focus on issues that help ensure the SAF bylaws are adhered to, set board policy by focusing on ends and means, and help achieve the objectives of the organization through effective collaboration with the CEO in strategic thinking and planning.
- The authority of the chair consists of making decisions on behalf of the board that fall within and are consistent with any reasonable interpretation of board policies in Parts 3 and 4 of this BPM. The chair is the designated representative of the board in its relations with the CEO and is expected to discuss program directions, closely with the CEO. The chair has no authority to make decisions beyond policies created by the board, but as chair of the Executive Committee, serves as an effective partner with the CEO and as the liaison between the CEO and the board. The chair is expected to maintain close communication with, offer advice to, and provide encouragement to the CEO and staff on behalf of the board. The Chair also is responsible to schedule and lead timely CEO performance reviews.
- 3.6 Board Meetings.** Board events often will include time for guest presenters, interaction with staff and beneficiaries, board training, and social activities, as well as business sessions. Policies that are intended to improve the process for planning and running meetings follow:

- 3.6.1 The schedule for board meetings shall be set one year in advance.
- 3.6.2 The chair shall work with the CEO, elected and immediate past president, and the committee chairs in developing agendas, which, along with background materials for the board and committees, monitoring reports, recommendations for changes in the BPM, previous minutes, and other such materials, shall be mailed or electronically posted to all board members approximately two weeks in advance of board meetings.
- 3.6.3 Minutes (including action and decision items) and the updated BPM, if revised, shall be sent or electronically posted to board members within 14 days of board meetings.
- 3.6.4 Regular board meetings shall be held three times a year, preceded by a reminder notice approximately 30 days in advance of the meeting date. The final meeting shall include a review of the planning and budgeting for the upcoming year. The second meeting will include a review of the performance of the CEO by the board in executive session. The first meeting shall include a review of the performance of the organization for the past year. Special meetings of the board can be called according to the bylaws.
- 3.6.5 The Governance Committee shall prepare a meeting evaluation form for completion by each board member who attends the board meeting. The completed forms shall be reviewed, analyzed, and summarized by the Governance Committee, which shall report the results of the meeting evaluation to the board members within two weeks of the board meeting.

3.7 Board Committees. “Board committees” are standing committees of the Board that help the board be effective and efficient. They speak "to the board" and not "for the board." Unless authorized by the whole board, a committee may not exercise authority that is reserved to the whole board by the bylaws or by the laws of the District of Columbia governing not-for-profit organizations. Board committees and staff should work together to advance the mission and programs of SAF, but committees do not exercise line authority over staff. Once Board committees are created, the board chair shall assign committee chairs and members for one-year terms, subject to board approval, or as otherwise specified in the bylaws. All Board committees shall have a current charter adopted by the board. The board chair and the CEO are ex officio members of all Board committees except the Audit Committee. The CEO shall assign one senior staff member to assist with the work of each committee.

- 3.7.1 **Governance Committee.** This committee shall recommend policies to the board pertaining to governance issues and processes, including the orientation and training of new board members, the evaluation and improvement of the contribution of individual board members and officers, and the recommendation of bylaw changes.
- 3.7.2 **Finance Committee.** This committee shall develop and recommend to the board those financial principles, plans, and courses of action that provide for mission accomplishment and organizational financial well-being. Consistent with this responsibility, it shall review the annual budget and reserve funds. It shall review new planned major expenses whenever additional budget authority is requested by the CEO. Based on its budget review, the Finance Committee will submit the annual operating budget and reserve funds statement to the board for its approval. The committee shall ensure that projected annual operating revenues meet or exceed annual expenses, or if that is not the case, recommend any specific transfers from reserves and/or reserve interest income to the annual operating budget, and if there are any specific requirements to pay back those reserve funds. In addition, the committee shall make recommendations with regard to the level and terms of indebtedness, cash management and reserves policy, investment policy, risk management, financial monitoring and reports, employee benefit plans, signatory authority for expenditures and other policies for inclusion in the BPM that the committee determines are advisable for effective financial management.
- 3.7.3 **Audit Committee.** This committee shall oversee the organization's internal accounting; recommend external auditors for board approval; review the external auditors' annual audit plan; and review the annual report, the management letter, and the results of

external audit. As part of that annual audit the audit committee will recommend that the auditor review selected programs or expenses. The committee, or its delegate, shall have an annual private conversation with the auditor. In addition, the committee shall be responsible for oversight of regulatory compliance, policies and practices regarding corporate responsibility, and ethics and business conduct-related activities, including compliance all federal, state, and local laws governing tax-exempt entities. The committee shall develop a framework and oversee processes for periodic reviews of the goals, objectives, costs, and effectiveness for various SAF programs. In addition, the committee shall conduct an annual review of the SAF election procedures and vendor tabulation processes, and certify the results. The committee shall also oversee written conflict of interest policies and procedures for directors and officers found in the BRB.

3.7.4 Executive Committee. The primary purpose of the Executive Committee is to increase the efficiency of the governance process by acting for the board between meetings. Per the bylaws, this committee shall comprise the President as chair, other officers, and two other board members appointed annually by the President with concurrence of the Board. Except for the actions enumerated below, it shall have the authority to act for the board on all matters so long as the Executive Committee determines that it would be imprudent to wait for the next board meeting to take such action. In addition, the Executive Committee shall conduct the initial annual evaluation of the CEO, and report that evaluation to the full board for final action in an executive session without staff or the CEO, and meets with the CEO in executive session to discuss the evaluation. The Executive Committee will also draft the initial CEO Key Performance Indicators (KPIs) for the next fiscal year for approval by the full board. With respect to any action taken on behalf of the board, (1) the Executive Committee is required to report the action to the board within 10 days, and (2) the board must approve the action at the next board meeting.

[Note: the following underlined language is under review by SAF counsel and not approved in this version] The Executive Committee may recommend actions, but the following ones require approval of a majority vote of a quorum of the full Board:

- 3.7.4.1 Dissolving the corporation
- 3.7.4.2 Hiring or firing the chief executive
- 3.7.4.3 Entering into major contracts or suing another entity
- 3.7.4.4 Making significant changes to a board-approved budget (+/- \$15,000 per item)
- 3.7.4.5 Adopting or eliminating major programs
- 3.7.4.6 Buying or selling property
- 3.7.4.7 Amending the bylaws
- 3.7.4.8 Changing any policies that the board determines may be changed only by the board

3.7.5 Other Committees as Determined. The bylaws specify the establishment or termination of other standing or ad hoc committees of the board.

3.8 Advisory Groups: Committees, Boards, and Task Forces. To increase its knowledge base and depth of available expertise, the board supports the use of advisory groups such as committees, boards, and task forces of qualified advisers. The term "task force" refers to any group appointed by the CEO or the chair to assist him or her in carrying out various time-limited goals and responsibilities. Although either the chair or the CEO may form a task force, he or she shall notify the board of its formation, purpose, and membership within 10 days of its formation. All advisory groups shall have current charters approved by the board, copies of which will be kept in the BRB. The CEO may assign a senior staff member to serve advisory groups. The board has established the following advisory groups:

3.8.1 Per the bylaws, the current board advisory committees include the:

- 3.8.1.1 Forest Science and Technology Board
- 3.8.1.2 Forest Policy Committee
- 3.8.1.3 Certification Review Board
- 3.8.1.4 Educational Policy Review Committee, and
- 3.8.1.5 House of Society Delegates
- 3.8.2 Other currently chartered advisory committees include, but are not limited to, the
 - 3.8.2.1 Committee on Accreditation
 - 3.8.2.2 Committee on Forest Technology School Accreditation
 - 3.8.2.3 Ethics Committee
 - 3.8.2.4 National Convention Program and Arrangements Committee
 - 3.8.2.5 National Nominating Committee
 - 3.8.2.6 Committee on Professional Recognition
 - 3.8.2.7 World Forestry Committee, and
 - 3.8.2.8 Revenue Development Committee
 - 3.8.2.9 Leadership Development Committee

3.9 Board Members' Code of Conduct. The board expects of itself and its members ethical and businesslike conduct. Board members must offer un-conflicted loyalty to the interests of the entire organization, superseding any conflicting loyalty such as that to family members, advocacy or interest groups, and other boards or staffs of which they are members. While District Directors represent the interests and input of their district members to the full board, once a board decision is made, all board members are expected to support and implement the decision. Board members must avoid any conflict of interest with respect to their fiduciary responsibility. There must be no self-dealing or conduct of private business or personal services between any board member and the organization except as procedurally controlled to assure openness, competitive opportunity, and equal access to "inside" information. Board meetings shall be conducted within the confines of the SAF Anti-Trust Policy statement found in the BRB, and board members shall abide by the policy statement in their official board capacities.

Board members should use explicit board policies and agreed-upon key performance indicators (KPIs) when judging CEO performance.

Each board member is expected to complete and sign an Annual Affirmation and Conflict of Interest Statement, which covers, among other things, board conflicts of interest, in accordance with the laws of the state governing not-for-profit organizations, and other expectations of board members.

3.10 Executive Session. The chairman shall have the right to call the Board into executive session at any time without prior notification of the CEO or staff.

3.11 Compensation and Expenses. None of the elected officers or board directors of the SAF shall receive compensation from the Society. Officers and board directors may be reimbursed for actual travel and subsistence expenses, for attending meetings, or transacting Society business within the SAF Board Travel Policy.

3.12 Indemnification. All board directors, officers, employees, and their heirs, executors, and administrators shall be indemnified by the SAF against any costs and expenses, including fees, reasonably incurred in connection with any civil, criminal, administrative, or other claim to which they might be made a party by reason of being board directors, officers, or employees of the SAF, provided they are not adjudged derelict in the performance of their duties; and having acted in good faith in what they considered to be the best interests of the Society and with no reasonable cause to believe the action was illegal.

3.13 Representatives to Other Associations. Representation of the SAF to appropriate other organizations, by representatives appointed by the president shall be authorized by the board and conducted under terms and procedures established by the board. Such representatives shall not take forest policy action on behalf of the SAF without approval of the board, or, where time does not permit, approval of at least two national officers of the Society.

Board Finances. It is desirable for board members to be a donor of record in each calendar

year. Expenses incurred to fulfill board activities normally can be an individual tax deduction; however, any board member may submit for reimbursement any expenses incurred to attend Board or committee meetings within the requirements of the board travel policy found in the BRB.

Part 4: Board–CEO/Staff Relationship.

- 4.1 The Role of the Board.** The board members of SAF are the elected representatives of the members, and expected to make decisions in the best interest of the members, other stakeholders, and beneficiaries of the organization. Professional and civic behavior must be based on honesty, fairness, good will, and respect for the law. Board members pledge to conduct ourselves in a civil and dignified manner; to respect the needs, contributions, and viewpoints of others; and to give due credit to others for their methods, ideas, or assistance.
- 4.2 Delegation to the Chief Executive Officer (CEO).** The board’s job is to represent all members of SAF and the professions of forestry and natural resources. This will involve a mix of strategic and tactical questions, both in selecting ongoing and new priorities that should be addressed; considering the resources and tradeoffs required to achieve these goals; and communicating with the CEO, staff, and members about priorities. The CEO is the person with executive authority below the full board. He or she receives their authority from and is directly accountable to the board as a whole.
- 4.2.1 Board authority delegated to staff is delegated through the CEO. Authority and accountability of staff is the responsibility of the CEO.
- 4.2.2 Organization Essentials policies (Part 2) direct the CEO to achieve certain results Executive Parameters policies (Part 5) define the acceptable boundaries of prudence and ethics within which the CEO is expected to operate. The CEO is authorized to establish all further policies, make all decisions, take all actions, and develop all activities as long as they are consistent with any reasonable interpretation of the board’s policies in this BPM.
- 4.2.3 The board may change its policies during any meeting, thereby shifting the boundary between board and CEO domains. Consequently, the board may change the latitude of choice given to the CEO, but so long as any particular delegation is in place, the board and its members will respect and support the CEO’s choices. This does not prevent the board from obtaining information in the delegated areas. The Executive Committee can obtain any line item budget details for current and past years, including, but not limited to, individual salaries, contracts, and fringes, which will be held confidential. Staff names will not be associated with salary lists.
- 4.2.4 Board committee chairs and officers may make reasonable requests for information and expect to receive a reply within two weeks, or some longer period as agreed upon by the requesting committee chair or officer and the CEO. Except when a person or committee has been authorized to incur some amount of staff cost for study of an issue, no board member, officer, or committee, except for the Executive Committee acting as the board, has authority over the CEO. If such a request, in the CEO’s judgment, requires excessive staff time or funds, it may be declined with written explanation.
- 4.3 CEO Job Description.** As the board's official representative to the operating organization, CEO performance is instrumental for organizational performance as a whole, and reflected in his/her KPIs. Consequently, the CEO's primary contributions can be stated as performance in two areas: (a) organizational accomplishment of the major organizational goals in Section 2.10 found in the strategic plan, and (b) organization operations within the boundaries of prudence and ethics established in board policies on Executive Parameters (Part 5).
- 4.4 Communication and Counsel to the Board.** With respect to providing information and counsel to the board, the CEO shall keep the board informed about matters essential to carrying out its policy duties. Accordingly, the CEO shall:

- 4.4.1 Inform the board of relevant trends, opportunities, problems, and material external and internal changes, particularly changes in the assumptions upon which any board policy has previously been established, always presenting information in as clear and concise a format as possible.
 - 4.4.2 Relate to the board as a whole except when fulfilling reasonable individual requests for information or responding to officers or committees duly charged by the board.
 - 4.4.3 Report immediately any actual or anticipated material noncompliance with a policy of the board, along with suggested changes.
- 4.5 Monitoring Executive Performance.** The purpose of monitoring is to determine the degree to which the mission is being accomplished and board policies are being fulfilled. Information that does not do this shall not be considered monitoring. Monitoring will be as automatic as possible, using a minimum of board time, so that meetings can be used to affect the future rather than to review the past. A given policy may be monitored in one or more of three ways:
- 4.5.1 **Direct board inspection:** Discovery of compliance information by a board member, a committee, or the board as a whole. This includes board inspection of documents, activities, or circumstances that allows a "prudent person" test of policy compliance.
 - 4.5.2 **Staff evaluations:** Each year before the review, the SAF staff will participate in a 360 evaluation performance to provide feedback on the CEO.
 - 4.5.3 **External report:** Discovery of compliance information by a disinterested, external person or firm who is selected by and reports directly to the board. Such reports must assess executive performance only against legal requirements or policies of the board, with suggestions from the external party as to how the organization can improve itself.
 - 4.5.4 **CEO reports:** The CEO shall help the board determine what tracking data are available to measure progress in achieving the mission and goals and conforming to board policies. Currently the board requests these regular monitoring reports, in addition to any specific reports requested in other sections of the BPM:
 - 4.5.4.1 At least twice a month: Informal CEO reports on achievements, problems, and board notices distributed electronically.
 - 4.5.4.2 Quarterly: (a) Expense and revenue against budget report with comparison to previous year; (b) balance sheet; (c) cash flow projections; (d) membership statistics, distributed electronically no later than the 20th of the following month.
 - 4.5.4.3 At each in-person board meeting: (a) A one- or two-page "dashboard" report showing agreed-upon key indicators that track designated financial and program results over a five-year period in graphic form.
 - 4.5.4.4 Annually: Within 60 days of the end of the fiscal year, (a) end-of-year expense and revenue against budget; (b) balance sheet; (c) staff organization chart and explanation of staff changes (or whenever major changes are made); (d) membership report.
- 4.6 Annual Performance Review.** The board Executive Committee shall formally evaluate the CEO in executive session, and then jointly with the CEO, annually for the period from July 1st to June 31st, based on achievement of organizational goals, KPIs, and any other specific goals that the board and the CEO have agreed upon in advance, as well as the CEO's own written self-evaluation and invited comments from all board members after they have seen the self-evaluation. After meeting with the CEO at the next board meeting, the Executive Committee will report on its review to the board in executive session, including recommendations on the CEO's compensation and contract renewal, which the board will then act upon.
- As a result of this process, the CEO and the board will agree on specific, personal performance goals for the year ahead. These goals shall be documented in a letter to the CEO from the board chair and will be a primary basis for determining the CEO's performance at the end of the next year. At least every three years, the Executive Committee shall invite other input in a carefully planned "360" review, inviting feedback from peers in our sector, and individuals outside the organization who have interacted with the CEO.

- 4.7 CEO Contract.** The CEO contract will be reviewed annually in accordance with the terms of the contract and the process described in BPM 4.5-4.6. If a change in the contract is desired, then (a) it will be discussed by the CEO and the Executive Committee, (b) the Executive Committee will consult with SAF's legal counsel, and (c) the Executive Committee will make a recommendation to the Board regarding the proposed change.
- 4.8 Staff Compensation.** The CEO is expected to hire, train, motivate, compensate, and terminate staff in a professional and caring fashion. Salaries should be set at between 75% and 125% of the mean of the American Society of Association Executives (ASAE) benchmark by locality, for salaries in organizations of similar size, budget, and location. Compensation and benefits will be set so as to make SAF employment competitive with the federal employment sector and/or the nonprofit sector based on locality. Employee benefits are detailed in the employee manual. The CEO shall (a) develop and maintain an employee manual that is reviewed annually by competent legal counsel and (b) provide copies of this manual to the board for information around April 1 of each year.
- 4.9 Staff Treatment.** The CEO will treat staff and volunteers with professionalism, respect, and courtesy. The CEO must work with staff members to refine a job description to direct their work, and the CEO must approve the final job description. The CEO must ensure that an employee grievance process is available. The CEO may not cause or allow conditions that are inhumane, unfair, or undignified. Accordingly, he or she must:
- 4.9.1 Not discriminate among employees on other than clearly job-related, individual performance or qualifications.
 - 4.9.2 Take reasonable steps to protect staff from unsafe or unhealthy conditions.
 - 4.9.3 Ensure that staff have a due-process, unbiased grievance procedure.
 - 4.9.4 Not discriminate against any staff member for expressing an ethical dissent.
 - 4.9.5 Not prevent staff from grieving to the board when (a) internal grievance procedures have been exhausted and (b) the employee alleges that his or her employment rights or board policy has been violated to his or her detriment.
 - 4.9.6 Acquaint staff members with their rights under this policy.
- 4.10 CEO Transitions.** At any time, the chair may appoint a transition task force to explore options and propose strategies and board policies related to succession and transition of the CEO and to facilitate any special needs of the outgoing and incoming CEOs and their families. The incumbent CEO shall give the board, if possible, a two-month notice of intent to leave that office. Any need for an acting or interim CEO will be determined by the board chair subject to board approval. The board chair is authorized, as soon as a vacancy or scheduled departure of the CEO is known, to appoint a search committee of at least 4 persons and 1 committee chair. The search committee may include persons not on the board. The committee shall, within 30 days, recommend for board approval a position announcement, a recommendation on any search consultant, the appointment of a search secretary, and a budget for the search. The search committee shall present one, two, or three qualified candidates to the full board for selection. The board's Executive Committee shall, at the time of selection, negotiate the new CEO's compensation and service agreement and give both the incumbent and the successor CEO any special performance priorities from the board.

After he/she leaves the organization, the outgoing CEO may be given a paid role, but only with the approval of the new CEO in consultation with the officers and the board.

- 4.11 Board Reference Book and Web Site.** In addition to reports that the CEO may choose to make to the board, the CEO shall develop and maintain a Board Reference Book (BRB) with all pertinent documents to which board members might want to refer during board and committee meetings (e.g., articles, bylaws, organization chart, recent minutes, committee roster, list of key volunteers/consultants, board documents referred to in this BPM, etc.). In addition, the board requests that the CEO maintain, as funding is available, a secure Internet web site for board members to allow them to access relevant data and reports on a timely basis. The CEO, or his designee, shall notify board members as new key information is posted to the board web site, currently located at:
<https://safnetorg.sharepoint.com/Board%20of%20Directors/SitePages/Home.aspx>

Part 5: Executive Parameters

- 5.1 General Guidance.** The purpose of the remainder of the BPM is to detail those executive parameters that will guide the CEO and the staff as they accomplish the mission. These parameters are intended to free the CEO and the staff to make timely decisions without undue board directives. The board expects that the CEO will do nothing that is illegal, unethical, or imprudent. Beyond these general parameters, the board details its executive parameters in the major sections that follow in Part 5.
- 5.2 Finance Parameters.** The CEO must ensure that the financial integrity of the organization is maintained at all times; that proper care is exercised in the receiving, processing, and disbursing of funds; and that financial and nonfinancial assets are appropriately protected.
- 5.2.1 Budgeting.** The budget during any fiscal period shall not (a) deviate materially from the board's goals and priorities listed in Part 2, (b) risk fiscal jeopardy, or (c) fail to show a generally acceptable level of foresight. In every budget year, the CEO will submit to the Finance Committee and the board for consideration: A balanced budget based only on the use of anticipated Program annual revenues and expenses plus, if needed, payout from the General Fund investments consistent with the Board's General Fund policy. Accordingly, the CEO may not cause or allow budgeting that:
- 5.2.1.1 Contains too little detail to (a) enable accurate projection of revenues and expenses, (b) separate capital items from operational items, (c) monitor cash flow and subsequent audit trails, and (d) disclose planning assumptions.
 - 5.2.1.2 Anticipates the expenditure in any fiscal year of more funds than are conservatively projected to be received in that period.
 - 5.2.1.3 Anticipates reducing the General Fund balance at year-end to less than the floor established in the SAF General Fund Policy or does not clearly state what the current Reserve balance, floor and ceiling are.
 - 5.2.1.4 Provides less than \$60,000 for board prerogatives during the year, such as costs of the annual audit, board development, and legal fees.
 - 5.2.1.5 Is not derived from the strategic plan or other planning documents.
- 5.2.2 Financial Controls.** The CEO must exercise care in accounting for and protecting the financial assets of the organization. To this end, the CEO is expected to incorporate generally accepted accounting principles and internal controls in the financial systems that are employed in the organization and may operate tactically within the annually approved budget to meet programmatic objectives. In addition, the CEO may not:
- 5.2.2.1 Receive, process, or disburse funds under controls insufficient to meet the board-appointed auditor's standards.

5.2.2.2 Approve any major expenditure or commitment without bringing a recommendation to the Finance Committee for approval through normal board procedure.

5.2.2.3 The CEO will provide quarterly budget analysis reports to the Finance and Investment Committee reflecting deviations in projected revenue or expenses from the Board approved budget. The report will include staff actions taken, plans for additional actions, and any recommendations for Board action regarding significant deviations from projected revenue or expenses by program area. A general guideline for determining significance is ten-percent of any program area's projected revenue or expenses, or deviation from Board policy. The Finance and Investment Committee will report areas of concern and make recommendations as needed to the Board.

5.2.2.4 The CEO will report revenue not projected and included in the approved budget in excess of \$50,000 to the Finance and Investment Committee, along with a recommendation for utilization or investment of the revenue. The Finance and Investment Committee will report and recommend to the Board how such revenue should be utilized or invested.

5.2.3 **Asset Protection.** The CEO may not allow assets to be unprotected, inadequately maintained, or unnecessarily risked. Accordingly, the CEO may not:

5.2.3.1 Fail to insure against theft and casualty losses to at least 80 percent of replacement cost and against liability losses to board members, staff, or the organization itself beyond the minimally acceptable prudent level.

5.2.3.2 Allow non-bonded personnel access to material amounts of funds.

5.2.3.3 Subject office equipment to improper wear and tear or insufficient maintenance.

5.2.3.4 Unnecessarily expose the organization, its board, or its staff to claims of liability.

5.2.3.5 Make any major purchase of services, equipment or capital expense over \$50,000 without sealed bids or some other demonstrably prudent method of acquisition of quality goods, or any purchase of over \$15,000 without a written record of competitive prices, or any purchase wherein normally prudent protection against conflict of interest has not been provided.

5.2.3.6 Acquire, encumber, or dispose of real property without board approval.

5.2.3.7 Commit or expend reserve funds contrary to the SAF Reserve Policy found in the BRB.

5.2.4 **Investment Principles.** The CEO may not invest or hold operating capital in methods, approaches, or instruments contrary to the SAF Investment Policy found in the BRB.

5.3 **Program Parameters.** In general, the CEO is expected to establish, maintain, and eliminate programs and services to achieve the organization's mission and goals in the most effective and efficient manner. Programs are defined as major organizational units or efforts designed to meet the mission and strategic goals of the organization.

5.3.1 The CEO, in consultation with the Board, should manage total, paid, and student member classes to maintain stable or increasing membership numbers and revenues. They should improve or maintain member retention and improvement. The Board recognizes the challenges associated with doing so due to the large classes of Golden members and those nearing retirement age. Primary strategies include maintaining or improving membership retention rates, increasing student participation, and recruiting younger members.

5.3.2 The Board recognizes that marketing efforts, such as non-member convention registration rates that include membership offset by the increased registration cost, are an effective method to increase membership numbers and total revenue and decrease member acquisition costs.

- 5.3.3 New programs with an expected budget exceeding \$50,000 must be approved by the board. Those programs now approved include: Publications, Convention and Meetings, Science and Education, Member Services, Policy, and Public Affairs.
- 5.3.4 At least one major program shall be assessed for effectiveness by an outside evaluator or the Audit committee every year, with a written report being made available to the board.
- 5.3.5 Any program executed in partnership with another organization shall include a full, comprehensive cost-benefit analysis prior to final approval.
- 5.3.6 It is the board's policy that the SAF education accreditation programs at all levels will be "third-party" certified or otherwise credentialed on a reasonably efficient timeframe not to exceed every five years, and such programs will be maintained to stated standards.

5.4 Advancement Parameters. The various efforts to represent the organization to the public (media, public relations, fund-raising, new member recruitment, etc.) shall be integrated sufficiently that the organization's brand/positioning in the external world is positive and effective.

Revenue Development Strategy. The CEO shall develop and maintain a revenue development plan that, at a minimum, includes non-dues revenue, direct mail, major donor initiatives, planned giving, and Web-based giving. Such plan shall be provided to board members for review each March, along with results for each initiative. Total direct and indirect expenses for fund-raising shall not exceed 10 percent of the total budget.

5.4.1.1 **Donor Bill of Rights.** The CEO shall develop a Donor Bill of Rights and provide the latest version to the board; this shall include, among other things, the following restrictions: the CEO may not allow the names of donors to be revealed outside the organization, represent to a donor that an action will be taken that violates board policies, fail to honor a request from a donor as to how her/his contribution is to be allocated, fail to confirm receipt of a donor's contribution, or fail to send a donor an annual summary of donations.

5.4.1.2 **Training.** The CEO shall ensure that appropriate members of the board and staff receive annual training in new fund-raising techniques and shall budget for such expenses.

5.4.2 **Public Affairs.** The CEO shall exercise care in representing that we are a charitable, mission-centered, listening organization and shall develop policies and procedures for communicating with primary stakeholders and the public at large in a way that reinforces that image.

5.4.2.1 **Communications Plan.** The CEO shall develop and maintain a communications plan, shared with the board as appropriate, that describes how the organization will communicate with its various stakeholders. The plan shall identify the stakeholder segments, how the organization will both speak and listen to each segment, and who is allowed to speak for the organization. The plan shall also include the role of board members both as "listeners" and as "speakers" for the organization.

5.4.2.2 **Communications Restrictions.** To preserve our image in the community, the CEO and any designee are the only spokespersons authorized to speak for the organization, and the chair is the only spokesperson for the board. None of the spokespersons may represent the organization in any way that is inconsistent with the policies in Part 2 of this BPM; make statements that may be perceived as supporting a political party or platform; be the author of an article, book, or publication that includes classified or sensitive information about the organization; or engage in lobbying activities at any governmental level without prior permission from the board.

5.5 Audit and Compliance Parameters. The CEO shall take the necessary steps to ensure the integrity of our systems and procedures; to see that they comply with all pertinent legal, regulatory, and professional requirements; and to report to the board any material variations or

violations.

- 5.5.1 **Annual External Audit.** The Audit Committee will approve the selection of the independent auditor and monitor the supervision of the auditor by the CEO. The CEO shall work with the auditor to gain a clean opinion on the annual financial statements and respond in detail to items in the auditor's management letter concerning opportunities to improve systems and procedures related to financial controls.
- 5.5.2 **Internal Compliance.** The CEO shall meet all requirements for complying with federal, state, or local laws and regulations. The CEO shall maintain a list of compliance actions and reports that are required of a nonprofit organization and periodically submit the list for inspection by the Audit Committee. On a biennial basis, starting in 2016, the CEO shall contract for a legal review of the organization's compliance with the pertinent laws and regulations and make the results of the review available to the Audit Committee, which, in turn, will report to the board on the overall status of the organization with respect to compliance matters, including any current problems or anticipated problems with regulatory authorities.
- 5.6 **Transparency.** The CEO will ensure that governance and financial information is available to the membership and the public.
 - 5.6.1 The following information will be posted to the SAF public website including:
 - 5.6.1.1 The audited financial statements for the past five years. Audited financial statements will be posted within 30-days of acceptance by the Board.
 - 5.6.1.2 Internal Revenue Service (IRS) Form 990, 990-T, and the group return for state societies for the past five years. These will be posted within 30-days of submission to the IRS.
 - 5.6.2 The following information will be posted to the members'-only website including:
 - 5.6.2.1 Membership data by member classes will be published in an annual report and posted to the members' only website.
 - 5.6.2.2 The annual operating budget for each year within 30-days of passage by the Board.
 - 5.6.2.3 Board meeting minutes within 30-days of approval by the Board.
 - 5.6.3 The CEO will ensure SAF continues to provide information to the public through the GuideStar website and will link to that site from the SAF public website.

Part 6: Other Policies

- 6.1 **Ethics.** The SAF Ethics Committee is responsible for hearing and investigating ethics charges, sustaining or dismissing charges, and determining what disciplinary measures shall be imposed.
 - 6.1.1 The Ethics Committee is authorized to review the facts and findings of all prior ethics cases, where such cases may provide precedent or guidance to the Committee in reaching a decision. The Committee shall maintain confidentiality with respect to all past cases. All material related to ethics cases shall be securely stored under the control of the CEO. After resolution of an ethics case, the Chair forwards the completed case files and all related confidential materials of each committee member to the CEO for proper safekeeping or disposition. The Committee will report directly through its Chair to the President, as required.
 - 6.1.2 The Ethics Committee shall serve in an advisory capacity to persons who are considering charges of unethical conduct but are unclear as to the meaning or relevance of specific principles and pledges in a given situation. Such requests for guidance shall be kept anonymous, including those against whom charges may be brought. Any guidance provided by the Committee shall be restricted to only the general relevance of specific principles and pledges or the Code of Ethics as a whole to the particular situation.
- 6.2 **Diversity and Inclusion.** The Society of American Foresters is committed to diversity and inclusion in our leadership, membership, programs, and activities. SAF seeks to connect with

those who value foresters and their benefits, creating an abundance of dedicated professionals and volunteers eager and willing to advance the sustainable management of our forest resources. SAF strives to promote an environment designed to embrace our differences in which all community members are welcomed and valued. Successfully engaging people with diverse backgrounds and perspectives strengthens our communities, provides essential resources, and creates thriving forests. Broad participation by diverse people within our membership, the forestry community, partner organizations, landowners, and other stakeholders is essential to fulfilling our mission.

**Board Policies Manual for the
Sample Organization
April 30, 2022**

Part 1: Introduction and Administration

This Board Policies Manual (BPM) contains all current standing (on-going) policies adopted by the Board of Directors (Board) of the Sample Organization (Sample) since the initial approval on _____.

1.1 Reasons for Adoption. The reasons for adopting this BPM include:

- * Efficiency of having all on-going Board policies in one place
- * Ability to quickly orient new Board members and key staff to current policies
- * Elimination of redundant or conflicting policies over time
- * Ease of reviewing current policy when considering new issues
- * Clear, pro-active policies to guide the Executive Director (ED).
- * Reduce risks of losing organizational integrity from unexpected events

1.2 Consistency and Context of Policies. Each policy in this document is expected to be consistent with the law, the Articles of Incorporation, and Bylaws, all of which have precedence over these Board policies. Except for time-limited or procedural-only Board decisions (approve past minutes, approve a budget, etc.), which are recorded in regular Board minutes, all standing policies are to be included or referenced in this document. The ED is responsible for developing organizational and administrative policies and procedures that are always consistent with this BPM.

The context of this BPM is within a hierarchy of policies by which authority flows down and accountability flows up. The table below illustrates the relationship of the policies that govern Sample. Policies at each level must be consistent with all levels above.

Policies	Authority/Issuing Body
1. Laws and Applicable Regulations	Federal/State/Local Government
2. Regulations Governing Profession	Professional Governing Body
3. Articles of Incorporation	State of [State]
4. Bylaws	Members of Sample
5. Board Policies Manual	Board of Directors
6. Organizational Policies	ED

1.3 Transition. Whether adopted in whole or in part, as soon as some version of the BPM is voted on as the “one voice” of the Board, those policies are deemed to supersede any past policy that might be found in old minutes or any compilation of Board policies over the years, unless a prior Board resolution or contract

obligates the organization to a specific matter. If any actual or apparent conflict arises between the BPM and other policies or Board resolutions, the matter is to be resolved by the Chair or the entire Board as may be appropriate.

1.4 Changes. These policies are meant to be referenced regularly and revised to reflect new situations or changes in the Board's wisdom. The ED shall help the Board formulate new language in the BPM by distributing proposed changes in advance, which have been highlighted for readers to review easily. Any final change to this BPM must be approved by a majority of Board members attending an official Board meeting. Any Board member as well as the ED may submit proposed changes. Proposed changes often will be referred to and reviewed by an appropriate committee before being considered by the Board for action. Whenever changes are adopted, a new document is dated and quickly made available to Board members and key staff. The previous version shall be retained for future reference if needed.

1.5 Specificity and Context of Policies. Each new policy will be drafted to fit in the appropriate Part and Section within the BPM. Conceptually, policies are drafted from the "outside in," i.e., the broadest policy stated first, then the next broadest, down to the level of detail that the Board finds appropriate for Board action. Beyond this level, management is afforded discretion as to how it implements the policies in this BPM.

1.7 Maintenance of Policies. The Secretary shall ensure that BPM policies are recorded correctly. The ED or his or her designee shall maintain the policies file and provide updated digital copies to Board members whenever policies change, or upon request. The Board shall periodically request legal counsel to review this BPM to ensure compliance with all applicable laws. The contents of documents incorporated by reference in the BPM are considered Board policies even though they are housed in separate publications.

Part 2: Organization Essentials

Sections 2.1 through 2.4.10 are direct statements from the Bylaws of the Sample and therefore any changes or amendments to these statements are subject to the requirements clearly stated in the Bylaws,

2.1 Vision: [State vision]

2.2 Mission: [State mission]

2.3 Values: [State Values]

2.4 Objectives [Identify Objectives]

2.5 Strategic Plans. The Board is expected to think strategically at all times. The ED is expected to develop a staff strategic plan based on the policies in this BPM, update it as necessary, link major activities in the plan to the relevant sections of this BPM, and provide copies of the plan to the Board for information by [insert a date] each year (See Exhibit 1 for latest copy of the Strategic Plan).

2.6 Current Priorities. [State current priorities]

Part 3: Board Structure and Processes

3.1 Governing Style. The Board will approach its task with a style that emphasizes outward vision rather than an internal preoccupation, encouragement of diversity in viewpoints, strategic leadership more than administrative detail, clear distinction of Board and staff roles, and pro-activity rather than reactivity. In this spirit, the Board seeks to:

3.1.1 Enforce upon itself and its members whatever discipline is needed to govern with excellence. Discipline may apply to matters such as attendance, respect of clarified roles, maintaining confidentiality, leaving questions about organizational activities and issues to the ED, speaking to management and the public with one voice, and self-policing of any tendency to stray from the governance structure and process adopted in these Board policies.

3.1.2 Be accountable to its members and the general public for competent, conscientious, and effective accomplishment of its obligations as a body. It will allow no officer, individual, or committee of the Board to usurp this role or hinder this commitment.

3.1.3 Monitor and regularly discuss the Board's own process and performance, seeking to ensure the continuity of its governance functions by selection of capable directors, orientation and training, and evaluation.

3.1.4 Be an initiator of policy, not merely a reactor to staff initiatives. The Board, not the staff, will be responsible for Board performance.

3.2 Board Job Description. The job of the Board is to lead the organization toward desired performance and help ensure that it occurs. The Board's specific contributions are unique to its trusteeship role and necessary for proper governance and management. To perform its job, the Board will endeavor to:

3.2.1 Determine the current priorities and goals/outcomes within the mission of Sample and hold the ED accountable for developing a staff strategic plan to accomplish these based on BPM policies.

- 3.2.2 Determine the parameters within which the ED is expected to achieve the goals/outcomes.
- 3.2.3 Monitor the performance of the organization relative to the achievement of the goals/outcomes within the executive parameters.
- 3.2.4 Maintain and constantly improve all on-going policies of the Board in this BPM.
- 3.2.5 Select, fairly compensate, nurture, evaluate annually and, if necessary, terminate the ED, who functions as the Board's sole agent.
- 3.2.6 Ensure financial solvency and integrity through policies and behavior, including help as volunteers in fundraising.
- 3.2.7 Require periodic financial, legal, and other external audits to ensure compliance with the law and good practices.
- 3.2.8 Evaluate and constantly improve the Board's performance as the governing Board and set expectations for Board members' involvement as volunteers.
- 3.3 Board Member Criteria.** In nominating members for the Board, the Board Nominating Committee will be guided by the Board-approved profile. (See Addendum A).
- 3.4 Orientation.** Prior to election, each nominee will be given this BPM along with adequate briefings on the role of the Board, officers, and staff, along with an overview of programs, plans, and finances. Soon after election, each new Board member will be given additional comprehensive orientation material and training.
- 3.5 Chair's Role.** The primary role of the Chair is to chair the Board and maintain the integrity of the Board's process. The Chair manages the Board and is the only Board member authorized to speak for the Board, except when he/she delegates the role of spokesperson for a particular situation or issue.

The Chair ensures that the Board behaves consistent with its own rules and those legitimately imposed upon it from outside the organization. Meeting discussion content will be those issues that, according to Board policy, clearly belong to the Board to decide, not staff.

The authority of the Chair consists only in making decisions on behalf of the Board that fall within and are consistent with any reasonable interpretation of Board policies. The Chair has no authority to impose policies beyond those created by the Board. Therefore, the Chair has no authority to supervise or

direct the ED's work, but is expected to maintain close communication, offer advice, and provide encouragement to the ED and staff on behalf of the Board.

3.6 Board Meetings. Policies that are intended to improve the process for planning and running meetings follow:

- 3.6.1. The schedule for Board meetings shall be set for upcoming year?
- 3.6.2. The ED will work with the Chair and committee chairs in developing agendas which, along with background materials for the Board and committees, monitoring reports, the ED's recommendations for changes in the BPM, previous minutes, etc. shall be sent to all Board members no later than one week prior to Board meeting dates.
- 3.6.3 Minutes and the updated BPM shall be sent to Board members within 14 days of Board meetings.
- 3.6.4 Regular Board meetings shall be held quarterly (two virtual and two in-person), preceded by a reminder notice approximately 14 days in advance of the meeting date. The third quarter (August/September) meeting shall include a review of the planning, budgeting for the upcoming year. The fourth quarter (November/December) meeting shall include a review of the performance of the ED and the organization for the past year carried out in accordance to BPM Section 4.5. Special Board meetings may be called in accordance with the Bylaws.
- 3.6.5 The Governance Committee shall prepare a meeting evaluation survey for completion by each Board member who attends the Board meeting. The completed surveys will be reviewed, analyzed, and summarized by the Governance Committee, which will report the results of the meeting evaluation to the Board members within two weeks of the Board meeting.
- 3.6.6 The Chair shall employ a "consent agenda" (meeting minutes, financials, committee reports, etc.) approach for all regular meetings. The list of items on the consent agenda shall accompany the advance material to the Board mentioned in Section 3.6.2. At the beginning of each regular meeting, any item on the consent agenda shall be moved to regular discussion at the request of any Board member. Otherwise, the items on the list shall be approved without a formal vote of the Board.
- 3.6.7 The Chair shall conduct the Board meetings in a manner that encourages open, honest discussion and fair consideration of the views of each Board member. If a Board member challenges a ruling of the Chair, the matter will be settled by a vote of the members. Where possible, the Chair shall seek a consensus on decisions and policy-making. Where the timing of a decision

dictates, however, he or she may accept a majority decision where there is no clear consensus.

3.7 Board Committees. Board Committees help the Board be effective and efficient. They speak "to the Board" and not "for the Board." Unless authorized by the whole Board, a committee may not exercise authority that is reserved to the whole Board by the Bylaws or by the laws of Tennessee governing not-for-profit organizations. Committees are not created to advise or exercise authority over staff. Once committees are created by the Board, the Chair will recommend committee chairs and members for one-year terms, subject to Board approval. Committee chairs and members may be extended for additional terms with Board approval. The Chair and the ED are *ex officio* members of all committees. The ED, or a designee, shall assist the work of each committee.

3.7.1 Governance Committee. This committee recommends policies to the Board pertaining to governance issues and processes including the orientation and training of new Board members, the evaluation of Board meetings using the meeting evaluation form in Meeting Feedback Form (Addendum C), the evaluation of the contribution of individual Board members and officers, and the recommendation of Bylaw changes.

3.7.2 Finance Committee. This committee develops and recommends to the Board those financial policies, plans, and courses of action that provide for mission accomplishment and organizational financial well-being. Consistent with this responsibility, it reviews the annual budget and submits it to the Board for its approval. In addition, the committee makes policy recommendations with regard to the level and terms of indebtedness, cash management, investment policy, risk management, financial monitoring and reports, employee benefit plans, signatory authority for expenditures, internal accounting controls, and other policies for inclusion in this BPM that the committee determines are advisable for effective financial management. This committee also recommends external auditors for Board approval; reviews the external auditors' annual audit plan; and reviews the annual report, management letter, and the results of the external audit; provides oversight of regulatory compliance, policies, and practices regarding corporate responsibility and ethics, and business conduct-related activities, including compliance with Federal, state, and local laws governing tax-exempt entities.

3.7.4 Executive Committee. This committee includes the Chair, Vice Chair, Secretary, and Treasurer. Except for the actions enumerated below, it has authority to act for the Board on all matters so long as the Executive Committee determines that (1) it cannot wait for the next Board meeting to take such action and (2) a conference call with the remaining Board members cannot be arranged within the time the matter needs a decision or action. With respect to any action taken on behalf of the Board, (1) the Executive

Committee shall report the action to the Board within 10 days and (2) the Board must ratify the action at the next Board meeting.

The Executive Committee is **not** authorized to make decisions with respect to the following matters:

- 3.7.5.1 Dissolve the organization
- 3.7.5.2 Hire or fire the ED
- 3.7.5.3 Enter into major contracts or sue another entity
- 3.7.5.4 Make significant changes to a Board-approved budget
- 3.7.5.5 Adopt or eliminate major programs
- 3.7.5.6 Buy or sell property
- 3.7.5.7 Change any policy the Board determines requires a Board vote.

3.8 Management Committees. The ED may establish committees to serve as advisors to him or her in carrying out specific operational functions. Current Management Committees established by the ED include:

- [list Management Committees]

3.9 Advisory Councils and Task Forces. To increase its knowledge base and depth of available expertise, the Board supports the use of councils and task forces of qualified advisers. Councils may be established by the ED to work at his or her behest to provide counsel and work products associated with matters relating the mission of Sample. Current councils established by the ED include:

[List Councils]

Task Force refers to any group appointed by the ED or the Chair to assist him or her in carrying out various tasks that have time-limited goals and responsibilities. Although either the Chair or the ED may form a task force, he or she shall notify the Board of its formation, purpose, and membership within 10 days of its formation.

3.10 Board Members' Code of Conduct. The Board expects of itself and its members ethical and businesslike conduct. Board members must represent unconflicted loyalty to the interests of the entire organization, superseding any conflicting loyalty such to family members or friends, a business, advocacy or interest groups, and membership on other Boards or staffs. Board members shall avoid any conflict of interest with respect to their fiduciary responsibility. There shall be no self-dealing or any conduct of private business or personal services between any Board member and the organization except as procedurally controlled to assure openness, competitive opportunity, and equal access to "inside" information.

Board members shall make no judgments of the ED or staff performance except as their performance is assessed against explicit Board policies and agreed upon written personal and professional performance objectives following each annual performance review of the ED by the Board.

Each Board member is expected to complete and sign an Annual Affirmation and Conflict of Interest Statement (See Addendum B), which covers, inter alia, Board conflicts of interest, in accordance with the laws of Tennessee governing nonprofit organizations, and other expectations of Board members.

- 3.11 Board Finances.** Every Board member (other than the ED/staff) is expected to serve as an unpaid volunteer and be a donor of record beyond his or her dues in each calendar year. Although expenses incurred to fulfill Board activities normally qualify as an individual tax deduction, Board members may be reimbursed for expenses incurred to attend Board or committee meetings.

Part 4: Board – ED/Staff Relationship

- 4.1 Delegation to the Executive Director (ED).** While the Board job is generally confined to establishing high-level policies, implementation and subsidiary policy development is delegated to the ED.
- 4.1.1 All Board authority delegated to staff is delegated through the ED, so that all authority and accountability of staff -- as far as the Board is concerned -- is considered to be the authority and accountability of the ED.
- 4.1.2 Organizational Essentials policies (Part 2) direct the ED to achieve certain results. Executive Parameters policies (Part 5) define the acceptable boundaries of prudence and ethics within which the ED is expected to operate. The ED is authorized to establish all further policies, make all decisions, take all actions, and develop all activities as long as they are consistent with laws and regulations and any reasonable interpretation of the Board's policies in this BPM.
- 4.1.3. The Board may change its policies during any meeting, thereby shifting the boundary between Board and ED domains. Consequently, the Board may change the latitude of choice given to the ED. However, when the ED operates within his or her delegation, Board members will respect and support ED choices. This does not prevent the Board from obtaining information in the delegated areas.
- 4.1.4 Except when a person or committee has been authorized by the Board to incur some amount of staff time and expense for study of an issue, no Board member, officer, or committee has authority over the ED or staff. Only officers or committee chairs may request information, but if such request -- in the ED's judgment -- requires a material amount of staff time or funds or is disruptive, it

may be refused until the Chair determines that the work is critical for Board work and should be completed.

4.2 ED Job Description. As the Board's single official link to the operating organization, ED job performance will be considered to be synonymous with organizational performance as a whole. Consequently, the ED's job contributions can be stated as performance in two areas: (a) organizational accomplishment of the major organizational goals, and (b) organization operations within the boundaries of the law, prudence and ethics established in Board policies on Executive Parameters in Part 5.

4.3 Communications and Counsel to the Board. With respect to providing information and counsel to the Board, the ED is expected to keep the Board informed about matters essential to carrying out its policy duties. Accordingly, the ED is expected to:

4.3.1 Report to the Chair any personal actions or behavior which could potentially discredit the integrity of the ED and/or the organization. The Chair and the ED are expected to report such things to the Board, engage outside counsel as appropriate, and handle them in the best interests of the organization. If the Board finds the EDs actions unethical or immoral, suspension or termination may be the result.

4.3.2 Inform the Board of relevant trends, material external and internal changes, particularly changes in the assumptions upon which any Board policy has previously been established, always presenting information in as clear and concise formats as possible.

4.3.3 Relate to the Board as a whole except when fulfilling reasonable individual requests for information or responding to officers or committees duly charged by the Board.

4.3.4 Report immediately any actual or anticipated material noncompliance with a policy of the Board, along with suggested modifications to this BPM.

4.4 Monitoring Executive Performance.

The purpose of monitoring is to determine the degree to which the mission is being accomplished and Board policies are being fulfilled. Monitoring will be as automatic as possible, using a minimum of Board time so that meetings can be used to affect the future rather than to review the past. A given policy may be monitored in one or more of three ways:

4.4.1 Direct Board inspection: Discovery of compliance information by a Board member, a committee, or the Board as a whole. This includes Board inspection of documents, activities, or circumstances that allows a "prudent person" test of policy compliance.

- 4.4.2 External report: Discovery of compliance information by a disinterested, external person or firm who is selected by and reports directly to the Board. Such reports must assess executive performance only against legal requirements or policies of the Board, with suggestions from the external party as to how the organization can improve itself, including changes to this BPM.
- 4.4.3 ED Reports: The ED is expected to help the Board determine what tracking data are possible to measure progress/outcomes in achieving the mission and goals and conforming with Board policies. Currently, the Board requests these regular monitoring reports, in addition to any specific reports requested in other sections of the BPM:
 - 4.4.3.1 Monthly: Informal ED reports on achievements, problems, Board notices, etc.
 - 4.4.3.2 Quarterly: One or two-page “dashboard” report showing agreed upon key indicators that track designated financial and program outcomes over a three-year period;
 - 4.4.3.3 Semi-Annually: (A) Income statement with comparison to previous year; (B) Balance sheet; (C) Cash flow projections; (D) [Insert other reports that the Board may define.]
 - 4.4.3.4 Annually: Within 45 days of the end of the fiscal year, with respect to that year: (A) End of year income statement against budget; (B) Balance sheet; (C) External audit report

4.5 Annual ED Performance Review. A performance evaluation task force, comprising the Chair, Vice Chair, and a Board member chosen by the ED shall oversee a formal evaluation of the ED annually, focusing on (1) achievement of organizational goals, (2) other specific goals the Board and ED have agreed upon in advance, (3) ED’s written self-evaluation, and (4) invited comments from all Board members after they have seen the self-evaluation. The Chair shall serve as chair of the task force. Fourteen days prior to the November/December Board meeting, the ED shall prepare and send to the Board a self-evaluation of his/her performance for the past year, giving specific attention to the personal and organizational goals established at the beginning of the year. The November/December Board meeting shall include an Executive Session in which individual Board members will comment on the ED’s self-evaluation and any other factors bearing on the ED’s performance. The Task Force shall consolidate the input from Board members, prepare an evaluation of the ED, deliver it to the ED in person, and allow the ED to react to its contents. After meeting with the ED, the task force will report on its review to the Board including recommendations on the ED’s compensation, which the Chair shall communicate to the ED.

During this process, the ED and the Board will agree on any specific, personal performance goals for the year ahead. These goals shall be documented in a letter to the ED from the Chair and will become the primary basis for assessing the ED's performance at the end of the next year. At least every three years, the task force may consider inviting other input in a "360" review, including feedback from staff, peers in the sector, and individuals outside the organization who have interacted with the ED.

- 4.6 Staff Compensation.** With respect to treatment of paid and volunteer staff, the ED shall build a climate of trust and determine policies based on competent legal counsel. The ED is expected to hire, train, motivate, compensate, and terminate staff in a professional and caring fashion. Salaries will be set within between 80% and 100% of the mean for salaries of organizations of similar size, budget, and location according to well-respected and relevant survey data. Benefits will include those normally associated with similar organizations.
- 4.7 Staff Treatment.** Regarding treatment of staff, the ED may not cause or allow conditions that are inhumane, unfair, or undignified. He/she may not:
- 4.7.1 Discriminate among employees on other than clearly job-related individual performance or qualifications.
 - 4.7.2 Fail to take reasonable steps to protect staff from unsafe or unhealthy conditions.
 - 4.7.3 Withhold from staff a due-process, unbiased grievance procedure.
 - 4.7.4 Discriminate against any staff member for expressing an ethical dissent.
 - 4.7.5 Prevent staff from grieving to the Board when (a) internal grievance procedures have been exhausted and (b) the employee alleges that Board policy has been violated to his or her detriment.
 - 4.7.6 Violate Federal, state, or local laws pertaining to employees of similar organizations.
 - 4.7.7 Fail to adopt procedures protecting whistle-blowers from repercussions associated with their reporting of a perceived violation.
 - 4.7.8 Fail to acquaint staff members with their rights under this policy.
- 4.8 Employee Manual.** The ED shall (A) develop and maintain an employee manual that is reviewed periodically by competent legal counsel and (B) provide copies to the Board for information.

Part 5 – Executive Parameters

The purpose of Part 5 is to detail those Executive Parameters that guide the ED and the staff as they accomplish the mission. These parameters are intended to free the ED and staff to make timely decisions without undue Board directives.

Overall, the Board expects that the ED will do nothing that is illegal, unethical immoral, or clearly imprudent. The ED is expected to develop and, when necessary, seek Board review and/or approval, of documents required by government agencies such as the IRS and other accrediting or financial standards organizations applicable to Sample. In addition to these general expectations, the Board details its Executive Parameters in the following sections.

5.1 Finance General. The ED shall ensure that the financial integrity of the organization is maintained at all times, plus he or she shall:

- 5.1.1 Exercise proper care in the receiving, processing, and disbursing of funds;
- 5.1.2 Ensure the end-of-year financials show at least a 1% addition to reserves, unless a different percentage is authorized by the Board;
- 5.1.3 Ensure that financial and non-financial assets are appropriately protected.

5.2 Financial Controls. The ED shall exercise care in the accounting for and protection of the financial assets of the organization. To this end, the ED shall incorporate generally accepted accounting principles and internal controls in the financial systems. In addition, the ED may not:

- 5.2.1 Receive, process, or disburse funds under controls insufficient to meet the Board-appointed auditor's standards.
- 5.2.2 Approve an unbudgeted expenditure or commitment of greater than \$1000 without approval of the full Board.
- 5.2.3 Approve an unbudgeted expenditure or commitment of \$ 500 without approval of the Finance Committee.

5.3 Asset Protection. The ED may not allow assets to be unprotected, inadequately maintained, or unnecessarily risked. The ED may not:

- 5.3.1 Fail to insure against theft and casualty losses to at least 80 percent replacement value and against liability losses to Board members, staff, or the organization itself beyond the minimally acceptable prudent level.
- 5.3.2 Subject equipment to improper wear and tear or insufficient maintenance.
- 5.3.3 Unnecessarily expose the organization, its Board, or staff to claims of liability.
- 5.3.4 Make any major purchase of over \$5000 without sealed bids or other demonstrably prudent acquisition of quality goods, or any purchase of over \$2000 without written record of competitive prices, or any purchase wherein normally prudent protection has not been given against conflict of interest.

5.3.5 Acquire, encumber, or dispose of real property without Board approval.

5.4 Investment Principles. The ED may not invest or hold operating capital in insecure instruments, including uninsured checking accounts and bonds of less than AA rating, or in non-interest bearing accounts except where necessary to facilitate ease in operational transactions.

5.5 Programs. To channel the organization's limited resources to where it can have the greatest impact the Board will maintain a list of priority issues in BPM Section 2.6. Unless given specific authority otherwise, the Executive Director and staff shall focus on those priority issues.

5.6 Advancement [For future use]

5.7 Audit and Compliance [For future use]

Addendum A

**Profile for Selecting New Directors to
The Board of Sample**

- I. Each board candidate must:
 - A. Have a commitment to the Organizational Essentials of Sample
 - B. Is known as a team player
 - C. Has demonstrated an affinity for the Mission of the Sample.
 - D. _____

- II. As an organization, we desire a board that:
 - A. Reflects a range of Sample programs
 - B. Comprises at least 75% of members who are [state criterion]
 - C. Reflects diversity in age, geography, expertise, and skills
 - D. _____

- III. In addition to meeting the criteria in Category I and to helping the board meet Category II, it is desirable for individual directors or prospective directors to bring at least one of the traits below. The Nominating Committee will use this list to evaluate prospective directors to sustain a board that is best equipped to serve Sample.

	Our ideal Board has persons with talents in one or more of the categories below:	Directors who have	Prospects who have
A	Experience on other nonprofit boards		
B	Legal expertise		
C	Financial expertise		
D	Human Resources expertise		
E	Development expertise		
	Other (specify)		

Annual Affirmation Statement

At the beginning of his or her first year and annually prior to subsequent years of Board service, each Board member shall sign this document to affirm:

- having read the Board members' Code of Conduct,
- his/her willingness and ability to serve responsibly for the upcoming year, and
- his/her compliance with the Conflict-of-Interest Policy.

Board Member's Code of Conduct

1. Each member of the Board shall obey all Federal, state, and local laws and regulations applicable to Board members.
2. Members of the Board will conduct the business affairs of the Sample in good faith and with honesty, integrity, due diligence, and reasonable competence.
3. Except as the Board may otherwise require or as otherwise required by law, no Board member shall share, copy, reproduce, transmit, divulge, or otherwise disclose any confidential information related to the affairs of Sample. Each member of the Board will uphold the strict confidentiality of all meetings and other deliberations and communications of the Board.
4. Members of the Board will exercise proper authority and good judgment in their interactions with fellow members, Sample staff, and the general public and will respond to the needs of the Sample members in a responsible, respectful, and professional manner.
5. No member of the Board will use any information provided by Sample or acquired because of the Board member's service to Sample in any manner other than in furtherance of his or her board duties. Further, Board members shall not misuse Sample property or resources.
6. Upon termination of service, a retiring or resigning Board member shall promptly return to the staff all documents, electronic and hard files, reference materials, and other property entrusted to the Board member for the purpose of fulfilling his or her job responsibilities. Such return will not abrogate the retiring Board member from his or her continuing obligations of confidentiality with respect to information acquired during his or her tenure on the Board.
7. Each Board member shall act in the best interest of Sample not for personal or third-party gain or financial enrichment. When encountering potential conflicts of interest, Board members will identify the conflict and, as required, remove themselves from all discussion and voting on the matter. Specifically,

Board members shall follow these guidelines:

- Avoid placing (and avoid the appearance of placing) one's own self-interest or any third-party interest above that of Sample.
- Do not abuse Board membership by improperly using Board membership or the staff, services, equipment, resources, or property for personal or third-party gain or pleasure; board members shall not represent to third parties that their authority as a Board member extends further than it actually extends.
- Do not engage in any outside business, professional or other activities that could directly or indirectly materially adversely affect Sample.
- Do not engage in or facilitate any discriminatory or harassing behavior directed toward staff, members, officers, directors, meeting attendees, exhibitors, advertisers, sponsors, suppliers, contractors, or others in the context of activities relating to Sample;
- Do not solicit or accept gifts, gratuities, free trips, honoraria, personal property, or any other item of value from any person or entity as a direct or indirect inducement to provide special treatment to such donor with respect to matters pertaining to Sample without fully disclosing such items to the Board; and
- Provide goods or services to Sample as a paid vendor only after full disclosure to and advance approval by the Board.

Affirmation Statement

1. I affirm I will continue to be an active Board member and attend all Board and committee meetings unless I notify the Chair in advance.
2. I affirm having read and agree to abide by the Sample bylaws, Conflict of Interest policy, the Board Members Code of Conduct, and the BPM.
3. I affirm that if, during the coming year, I am unable or unwilling to continue to serve, attend meetings, and execute my responsibilities as a Board member, I will resign my position so the Board may benefit from the full support an active Board member.

Conflict of Interest

Purpose: To establish the guidelines and authority to assist the Board in identifying, disclosing, and resolving potential conflicts of interest.

- A. Scope: This policy applies to each member of the Board.
- B. Fiduciary Responsibility:
1. Members of the Board serve our mission and have a clear obligation to conduct all affairs of the Sample in an upright and honest manner. Each person should make necessary decisions using good judgment and ethical and moral considerations.
 2. All decisions of the Board are to be made solely based on a desire to promote the best interests of our mission.
 3. To avoid appearance of a conflict of interest, members of the Board agree to place the welfare of Sample above their financial interests, those of family members, or others involved in the financial affairs of Sample.

C. Disclosure

1. Specific Disclosure: Members of the Board shall disclose fully the precise nature of their interest or involvement when participating in any transaction involving Sample in which another party to the transaction includes:
 - Himself or herself;
 - A member of his/her family (spouse, parents, brothers, sisters, children, or any other immediate relative); or
 - An organization with which the Board member's family is affiliated.

Disclosure shall be made at the first knowledge of a transaction.

2. General Disclosure: Members of the Board shall disclose all relationships and business affiliations which may now, or in the future, potentially conflict with the interests of Sample or bring personal gain to them or their family or business. If any member of the Board or a member of his or her family acts in one or more of the following capacities, disclosure must be made:
 - An officer, director, trustee, partner, employee, or agent of an organization with which Sample has business dealings.
 - An actual owner or beneficiary of more than 1% of voting stock or controlling interest of an organization with which Sample has business dealings.
 - A consultant for an organization; or has any other direct or indirect dealings with an individual or organization from which he or she is

materially benefiting (e.g., through the receipt, directly or indirectly, of cash, gifts, or other property).

3. Reporting of Disclosures: All disclosures as they apply to staff will be handled by the ED. All disclosures as they apply to members of the Board shall be listed at the end of this document and will be referred to the Chair. Information disclosed to the Chair or the ED will be held in confidence, except when the best interests of Sample would be served by bringing the information to the attention of the Board.
4. Determination of Possible Conflict of Interest Disclosure Letter: Any individual who is uncertain about a conflict of interest shall disclose such possible conflict to the appropriate individual as noted above.

Each member of the Board will complete and update any disclosure or suspected disclosure annually at the time of signing this document. If a potential conflict of interest arises subsequent to the submission of this annual document, the Board member is responsible for disclosing such occurrence as soon as possible, but not later than 30 days after the occurrence. After receiving acknowledgment that the disclosure letter has been received, the member of the Board shall be entitled to act as though no conflict of interest exists unless he or she is notified otherwise by the ED or the Chair within 60 days of filing the letter.

5. Failure to Disclose: Each member of the Board who is requested to file this Conflict-of-Interest Statement recognizes that such filing is a requirement for continued service on the Board.

D. Restraint on Participation:

Members of the Board who have a conflict of interest in any matter may be asked by the Board to refrain from participating in the consideration of the proposed transaction. The person or persons involved may be asked to refrain from voting. However, for special reasons, the Board may request information or interpretation from the conflicted person or persons involved.

PLEASE NOTE ANY KNOWN CONFLICT OF INTEREST HERE:

By my signature below, I certify that I:

- have read and will comply with the Board members' Code of Conduct,
- am willing and able to serve responsibly for the upcoming year, and
- am in compliance with the Conflict-of-Interest Policy.

Signed _____ Date _____

Print Name _____

Board of Directors Meeting Feedback Form

Meeting Date _____

Please check the box that reflects your level of agreement
with the various statements

	Statement	Strongly Agree	Agree	Disagree	Strongly Disagree
A	Agenda and advanced materials were well-prepared and timely distributed.				
B	Topics discussed were at an appropriate level for the board.				
C	Board members were well-prepared.				
D	Diverse opinions were encouraged & respected.				
E	The meeting was efficiently run.				

Please add any comments about this meeting and/or suggestions for future meetings.

**Statement of Work
for
Professional Consulting Services for
Development and Initial Implementation of Governance Policy
for
The Oregon Board of Forestry, the Oregon State Forester,
and the Oregon Department of Forestry
by
Seely Management Consulting, Inc.**

Summary

In recent years, the Oregon Board of Forestry (BOF), the Oregon State Forester (State Forester), and the Oregon Department of Forestry (ODF) have expressed formal and informal interest in improving BOF governance through the development of formal, written policy in partnership with the State Forester. Circumstances have now led to a desire to move forward with this endeavor.

Through this proposal and statement of work, Seely Management Consulting, Inc. (SMC), through its President and Principal Clark W. Seely, is offering to provide professional consulting services to the BOF, the State Forester, and the ODF to develop and initially implement a set of written governance policies to help guide the BOF and the State Forester in their individual and collective governance and leadership work, thus better serving the citizens of Oregon through the effective accomplishment of goals, objectives, and strategies to produce desired outputs and outcomes.

Statement of Work

Professional consulting work will be provided by SMC through company President and Principal Clark W. Seely to the BOF, the State Forester, and ODF. The project work will be accomplished in four phases as follows:

Phase 1 – Project Initiation, Scoping and Assessment

Description	This phase includes initiation of the project with participation in the 2022 annual BOF planning retreat, the development and agreement of the detailed project plan, and scoping and assessment of the current Board and State Forester governance policies and insights. This scoping and assessment work will consist primarily of (1) participation in the BOF October 2022 planning retreat, leading the BOF through background for governance and a ‘primer’ on good governance through policy development; (2) searching and identification of existing relevant written governance policies in law, administrative rules, and other written policy; and (3) conducting brief personal interviews with BOF members, the State Forester, key ODF leadership staff, and key external players, (e.g., the Oregon Governor’s Natural Resources Policy Staff,
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	representatives of the Oregon Department of Administrative Services, Oregon Department of Justice, etc.) to gain insights and perspectives on current governance conditions and future desired conditions.
Timing	It is anticipated that this phase will span approximately twelve weeks in total.
Primary Deliverables	<p>1.1 Participation in the BOF October 2022 Annual Planning Retreat including agenda item development and presentation on the concepts of board governance through policy.</p> <p>1.2 A detailed project plan outlining tasks, sequencing, and responsibilities.</p> <p>1.3 A written report summarizing the results of the scoping and assessment phase, delivered to the Chair of the BOF, the State Forester, and the designated ODF staff representative.</p>

Phase 2 – Governance Policy Development

Description	This phase includes the development of formal, written governance policy for the BOF and State Forester. The work will be accomplished in a draft/final iterative and staged process using the “Good Governance” model, framework, and template of Fredric L. Laughlin and Robert C. Andringa, as outlined in their book, <i>Good Governance for Nonprofits</i> (© 2007, American Management Association) and accompanying written resources. Mr. Seely will lead the development process, working in coordination with the BOF Chair, assigned BOF member(s), the State Forester, and designated ODF staff. This phase will include a legal review of draft work products by the ODF legal counsel at the Oregon Department of Justice.
Timing	Depending upon the overall 2023 BOF meeting schedule and the agenda load of the BOF meetings in the first half of 2023, it is anticipated that this phase will span approximately six months in total.
Primary Deliverables	<p>2.1 Iterative drafts of a written BOF Governance Policy document, including legal review by the Oregon Department of Justice.</p> <p>2.2 As needed, periodic BOF meeting agenda items to provide updates of development progress.</p> <p>2.3 A final draft of a written BOF Governance Policy document.</p>

Phase 3 – Governance Policy Adoption

Description	This phase includes the formal adoption of the BOF Governance Policy document by the BOF during one of its 2023 meetings. Mr. Seely will develop the agenda item for this approval step and lead the BOF through discussion and adoption.
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Timing	This phase includes one day during a 2023 BOF meeting. The timing depends on the scheduling of BOF meetings and the alignment of the completion of the final draft policy document and the BOF schedule.
Primary Deliverables	3.1 A BOF meeting agenda item to recommended adoption by the BOF of the Governance Policy document.

Phase 4 – Governance Policy Implementation and Support

Description	This phase includes the initial implementation of the BOF Governance Policy and initial support to the BOF, the State Forester, and ODF staff in creating and adoption of ‘best practices’ for implementation. This ‘best practices’ approach will include recommendations for developing an electronic repository for the key BOF documents to provide effective and efficient use of material by BOF members and key ODF staff. This phase will also include training and support by Mr. Seely to the ODF Executive Team regarding BOF/State Forester joint leadership responsibilities under the BOF Governance Policy.
Timing	It is anticipated that this phase will span approximately eight weeks in total.
Primary Deliverables	4.1 A written set of ‘best practices’ for implementation, including a BOF meeting agenda item to share the best practices implementation approach. 4.2 Training to the ODF Executive Team on joint leadership under BOF governance policy. 4.3 As needed, initial support and assistance to the BOF Chair, the State Forester, and key ODF staff regarding governance policy implementation.

If the general timing outlined above is maintained, it is anticipated that the project would be completed by the end of August 2023 (depending on the BOF 2023 meeting schedule and agenda load).