

Calico Rock  Community
Foundation

BOARD POLICIES AND PROCEDURES

1. Board of Trustees

According to the Articles of Incorporation and By-laws as amended, the board of trustees shall determine the number of members of the board; elect the members of the board; and may remove a member from the board. Trustees shall be elected to staggered terms, according to the bylaws, to provide for continuity for the organization. One of the trustees must be the mayor or a city council member of the city of Calico Rock.

2. Essential Legal Duties of the Board of Trustees

The board of trustees have three essential legal duties they may not delegate to anyone or any entity other than themselves:

A) Duty of Care

Act in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances;

B) Duty of Loyalty

Act in good faith in a manner the trustee reasonably believes to be in the best interests of the organization; and

C) Duty of Obedience

Act within the organization's purposes and ensure that the organization's mission is pursued.

3. Major Responsibilities of the Board of Trustees

The board of trustees have the following major responsibilities:

- A) Determine the organization's mission and purpose;
- B) Select the Executive Director;
- C) Support the Executive Director and Review Their Performance;
- D) Develop and set policies and procedures of the organization;
- E) Ensure effective organizational planning;
- F) Ensure adequate resources;
- G) Ensure compliance with state and Federal regulations and laws;
- H) Manage resources effectively and efficiently;
- I) Determine the organization's products, services, and programs;
- J) Enhance the organization's public image;
- K) Provide continuity for the organization;
- L) Serve as a court of appeal;
- M) Assess its own performance;

4. Board Meeting Structure

Meetings of the board of trustees are conducted following an agenda developed with input from trustees and staff. Meetings are conducted using *Robert's Rules of Order*. Trustees should use care in respecting the time and ideas of other members. Discussion should be limited to the items on the agenda to efficiently utilize board meetings.

5. Board Meetings

Regular meetings shall be held quarterly at a time and date generally agreed upon by the board upon the call of the chair.

Special called meetings shall be upon the call of the chair or at the request of at least two (2) members. Proper notice, as provided in the by-laws, must be given to all members. Only items of business identified in the call for the meeting may be addressed during a special meeting.

6. The Board Chair

The board chair will preside over meetings of the board of trustees, supervise the executive director, and serve as the chief executive officer of the organization. The chair, as a member of the board of trustees, may make nominations and motions and enjoy all the privileges of any other trustee.

7. Board Meeting Minutes

Minutes shall be provided as quickly as possible to trustees following the meeting to insure there are no errors or omissions. Minutes should follow a generally accepted format. The executive director shall serve as the secretary of the board, but is nonvoting.

8. Electronic Meetings and Virtual Attendance

The board of trustees may conduct its business electronically by e-mail or through computerized remote delivery. All comments and votes by trustees should be shared with all trustees and preserved as part of the record to the extent possible.

9. Executive Sessions

The board may enter into executive session to discuss personnel. The board shall strictly comply with Arkansas law. When discussing a particular staff member, the board may request, or allow, the staff member and/or their supervisor to attend the executive session. The board shall not take any action in an executive session and there shall be no record of the executive session discussions. All actions and votes shall be taken in open session on the record.

The board may not enter executive sessions for ANY reason other than personnel.

It is not lawful for the board to receive legal advice during an executive session, therefore a non-trustee attorney is not allowed to enter executive session. Legal advice must be given to the board in public session. The chairman of the board or the executive director, depending upon the nature of the pending litigation or legal question, may receive legal advice on behalf of the organization that would be covered under attorney-client privilege. The courts have ruled that the chairman or executive director may then brief trustees individually (one-on-one) as deemed necessary and appropriate.

Pursuant to Arkansas law, discussions in an executive session are strictly confidential and shall not be disclosed or shared with anyone outside the executive session. Unlawful disclosure of an executive session subjects the individual making the disclosure to criminal and civil liabilities, including being removed from the board and charged with a Class C misdemeanor.

10. Board Calendar

The board will conduct quarterly meetings using this calendar:

- First Quarter: Review Annual Report & Form 990 Tax Return
- Second Quarter: Review Foundation Programs
Board Performance Review
- Third Quarter: Elect Trustees
Review Policies and Procedures
- Fourth Quarter: Review Staff Salaries
Executive Director Performance Review

11. Identifying and Nominating Trustees

Building a team of trustees, staff, and volunteers that are diverse and talented is our highest priority and objective. The board will actively identify and recruit potential trustees for future membership on the board.

12. Election of Trustees

A trustee may be elected at any regular or special called meeting of the board. Nominations may be taken from the floor or a motion to elect an individual as a trustee may be accepted. If more than one individual is nominated for a trustee position, the board will vote by secret ballot or may elect to add all the nominees. If an election is held, the individual receiving a majority vote of the board shall be elected.

13. Seating of Trustees

Upon their election, a trustee filling a vacant position will be formally seated at the next regular meeting of the board, but becomes an official voting member of the trustees upon their election and acceptance of the position. A trustee elected to a new term will be officially seated at the first meeting of the board of the new calendar year when they shall become a voting member.

14. Fiduciary Responsibility

The board of trustees have a legal, ethical and moral obligation to ensure resources entrusted to the Foundation are cared for, properly utilized, and accounted for. The board bears the legal responsibility for the Foundation's assets and resources and shall perform an appropriate oversight function for all financial matters.

15. Liability Insurance

The board of trustees shall be covered under the professional liability insurance policy of the Foundation and shall be personally immune from liability except in cases of gross negligence in the performance of their individual duties.

16. Board Orientation

New members of the board shall receive materials and training sufficient for them to complete their duties successfully on the board. This includes, at a minimum, a synopsis of actions taken by the Foundation and board, information on Foundation programs and entities, copies of operating and governance documents, and individualized training as needed.

17. Board Evaluation

The board of trustees will conduct an honest evaluation and self-assessment every year to determine areas where the board needs to be strengthened and set goals for improvement.

18. Selecting an Executive Director

One of the most important duties of the board of trustees is to select an executive director. The board of trustees should develop and continually update a list of duties and responsibilities, and qualities and characteristics for the executive director position. These will be essential in annually evaluating the executive director or in beginning a search to fill the position when vacant.

19. Training the Executive Director and Staff

It is the responsibility of the board of trustees under the leadership of the board chair to provide sufficient training to the executive director, who then provides training to Foundation staff.

20. Annual Compensation Review

Internal Revenue Service regulations and Federal law require all 501 (c) (3) tax exempt organization boards to annually review the staff salaries to determine if they are within the competitive market for those particular staff positions. The board's determination must be recorded in the minutes of a regular meeting each year.

21. Annual Policy and Procedure Review

The board of trustees sets forth policies and procedures for staff and volunteers to follow in operating the Foundation, which shall comply with state and Federal law. The board of trustees shall conduct an annual review of all policies and procedures and adopt changes as warranted.

22. Review and Adopt the Annual Form 990 Report

Internal Revenue Service regulations require the board of trustees to annually review and adopt the Form 990 return that must be filed with the IRS, which must be recorded in the minutes of a regular meeting each year before it is filed.

23. Public Disclosure

The board of trustees will cause to be publicly disclosed at least the last three years' annual Form 990 returns; at least the last three years' annual reports; monthly reports given to the city council for the current year; the current contract for services with the city or other public entities; and any other document which must be lawfully disclosed to the public. Disclosure on a public website has been deemed appropriate in complying with the law, however a copy shall be provided at no cost to any member of the public that requests these public documents.

24. FOIA Compliance

The Foundation contracts with the city of Calico Rock and IZARD County. The Foundation is subject to the Freedom of Information Act. Meetings, contracts, city council reports, and any other document that deal with these contracts are subject to FOIA. These documents are posted for the public on www.calicorockmuseum.com and must also be given to any Arkansas citizen that asks for them. The law requires the documents be given within 3 business days of the request. The request does not have to be in writing.

In addition, notice under the Freedom of Information Act must be provided to the *White River Current* for any meeting in which the board of trustees may discuss or consider any business related to these contracts or services with the city of Calico Rock or IZARD County.

As a foundation established under IRS code for public benefit, it is the board's intent to provide the public with access to as much information as possible. The foundation annual report is posted on our website and is available to the public upon request.

The foundation does not accept donations whose funds are applied for the services rendered by the foundation to fulfill any government or public entity contract. Therefore, the foundation's donor names, addresses, or giving amount are not subject to FOIA and are private. However, the foundation will comply with IRS regulations that require the submission of supplemental reports related to some donors. These reports are lawfully completed and filed with the IRS and may be public information pursuant to IRS disclosure.

**CALICO ROCK COMMUNITY FOUNDATION, INC.
CONFLICT OF INTEREST POLICY**

Conflict of Interest

A conflict of interest arises when a person in a position of authority may benefit financially from a decision they make acting in their official capacity. When products, goods or services are sold to the foundation or museum at or below fair market value, there is no conflict.

Disclosure

When a *potential* conflict exists, a trustee or staff member will complete a Conflict of Interest Disclosure Form and submit it to the board for review.

Finding by the Board

The board shall be the finder of fact and will:

- (a) find no conflict exists; OR
- (b) exclude the person from the decision; OR
- (c) in extremely rare cases, remove the individual from office

Employment

In hiring employees, the foundation will actively seek diverse, well-qualified applicants. The foundation will hire the most qualified individual for the position. Trustees shall declare a conflict of interest if an applicant or employee related to them comes before the board. At such time, the trustee shall recuse themselves.

Recusal

When a trustee recuses themselves due to a potential conflict of interest, the trustee shall be completely removed from the meeting until consideration of the matter is completed. Any trustee may request another trustee recuse themselves for a potential conflict of interest.

**CALICO ROCK COMMUNITY FOUNDATION, INC.
CODE OF ETHICS**

*Respect for the community we work with and serve.
Integrity in our actions.
Responsibility for our decisions and their consequences.*

We are committed to:

- Acting honestly, truthfully and with integrity in all our transactions and dealings;
- Avoiding conflicts of interest;
- Appropriately handling actual or apparent conflicts of interest in our relationships;
- Treating every individual with dignity and respect;
- Treating our employees with respect, fairness and good faith and providing conditions of employment that safeguard their rights and welfare;
- Being a good corporate citizen and complying with the spirit and the letter of the law;
- Acting responsibly toward our community and for the benefit of our community;
- Being responsible, transparent and accountable for all of our actions; and
- Improving the accountability, transparency, ethical conduct and effectiveness of the nonprofit field.

BOARD OF TRUSTEES PERFORMANCE REVIEW

1. BOARD ACTIVITY	OUTSTANDING	VERY GOOD	FINE	IMPR NEEDED	DON'T KNOW
a. The board operates under a set of policies, procedures, and guidelines with which all members are familiar.					
b. Board meetings are well attended, with near full turnout at each meeting.					
c. Newly elected trustees receive adequate orientation to their role and what is expected of them.					
d. Each board meeting includes an opportunity for learning about the organization's activities.					
e. Trustees receive meeting agendas and supporting materials in time for adequate advance review.					
f. The board receives regular financial updates and takes necessary steps to ensure the operations of the organization are sound.					
g. The board regularly reviews and evaluates the performance of the CEO.					
h. The board actively engages in discussion around strategic issues.					
i. The board chair effectively and appropriately leads and facilitates the board meetings and the policy and governance work of the board.					
2. GOVERNANCE	OUTSTANDING	VERY GOOD	FINE	IMPR NEEDED	DON'T KNOW
The board ensures that the organization supports and upholds the mission statement, core values, statement of faith, vision statement, and partnership policies.					
The board is actively engaged in the board development processes.					
Information provided by staff is adequate to ensure effective board governance and decision-making.					
Board meetings are frequent enough to ensure effective governance. Board meetings are long enough to accomplish the board's work.					
Trustees fully and positively participate in discussions.					
The board has a range of talents, experience, and knowledge to accomplish its role.					