

PART 2: BOARD OF DIRECTORS

- Board Policies, Procedures, and Bylaws
- Board Orientation
- Board Annual Training Plan
- Board Minutes
- Board of Directors File Review

Appendix: Sample Policies, Procedures, Plans, and Forms

KEY:

Blue text: Accreditation Standards as provided by OCVA.

Black text: WCSAP guidance.

BOARD POLICIES, PROCEDURES, AND BYLAWS

If the sexual assault program is part of a larger organization and the sexual assault services program is overseen by an advisory committee, requirements can be in Board of Directors and/or Advisory Committee policies and procedures. There must be a formalized connection to the larger organization's governing board, which can be demonstrated by highlighting policies/procedures, with an organizational chart, or some other documentation that shows how the Board of Directors and Advisory Committee work together.

What to submit:

- ✓ Board Policies and Procedures with the following requirements flagged for review
- ✓ Bylaws with the following requirements flagged for review

What these are reviewed for:

Written description for:

- ✓ Selection of members
- ✓ Duration of membership
- ✓ Election of officers
- ✓ Organizational structure of board
- ✓ Responsibilities of the board of directors
- ✓ Staff position appointed by board to whom it delegates authority and responsibility for agency management and implementation of policy

Written description showing who is responsible for:

- ✓ Selection and evaluation of the director
- ✓ Financial oversight
- ✓ Review and approval of budget, budget revisions, and budget amendments
- ✓ Strategic planning
- ✓ Fundraising
- ✓ Personnel policies
- ✓ Agency/community relationships

Overall, the evidence of compliance in this standard outlines how the Board of Directors or the Advisory Committee operates. These individual pieces of evidence are most likely found in an organization's by-laws and board policies. Showing the other evidence of compliance requires that board and committee meeting minutes be up-to-date and include the topics listed above.

Addresses conflict of interest or the appearance of conflict of interest on the part of the governing board. Topics addressed must include:

- ✓ Current direct service providers (including volunteers), employees, or immediate family members of employees serving on the board
- ✓ Board members having any direct or indirect financial interest in the agency's assets, business affairs, leases or professional services
- ✓ Board members receiving payment, except where permitted by law
- ✓ Preferential treatment of board members in applying for or receipt of the agency's services

Boards determine how these conflicts should be addressed. All possible conflicts listed above must be addressed in policy to pass this standard. Please carefully double-check your policies to ensure no possible conflict listed here has been overlooked. Sample language available in the appendix.

Note: Frequently-overlooked aspects of this standard are the requirements to explicitly state that Board members, staff, volunteers, and consultants should not be given preferential treatment in applying for or receiving services from the CSAP, and including "paid consultants" in the wording about direct or indirect financial interest.

BOARD ORIENTATION

What to submit:

- ✓ **Board orientation checklist (blank form)**

What it will be reviewed for:

Includes agency's:

- ✓ Mission
- ✓ Structure
- ✓ Goals & objectives

- ✓ Programs
- ✓ Methods of operation
- ✓ Finances
- ✓ Dynamics of sexual assault

The board needs to have, as part of their orientation, information about the Dynamics of Sexual Assault. This can be a session of advocate core, a handout, a conversation with a sexual assault advocate, a recorded webinar, etc. It needs only to be consistent and documented in their orientation checklist.

- ✓ Relevant community resources
- ✓ How medical, legal, and social services respond to victims of sexual assault

Acknowledgement of receipt of:

- ✓ Board manual
- ✓ Personnel policies and procedures (as listed in Part 3)
- ✓ Operational policies and procedures (as listed in Part 4)

Each member of the governing board or advisory committee for a sexual assault program must have orientation and training specific to their role. This standard evaluates content, not length, of board orientation and training.

The most convenient format for documenting initial Board requirements is a sheet identifying the date and topics of the orientation (making sure to include all required topics), and acknowledging receipt of the Board Manual and required policies and procedures. Each Board Member should sign and date this form, and it can then be filed in their personnel file. A sample is located in the appendix of this section.

There are specific requirements detailing what, at a minimum, must be covered in a Board Member's orientation. CSAPs can include other topics as well. An example agenda is included in the appendix.

Board Manual

There is no accreditation requirement for what information should be included in a Board Manual.

Many agencies use a signature form, on which Board Members acknowledge in writing that they received a copy of the manual. While a separate form may be used, it is more efficient to use a form detailing orientation topics, manual

receipt, and receipt of personnel policies and procedures. A copy of the signed form should be maintained in the Board Member's personnel file.

BOARD ANNUAL TRAINING PLAN

What to submit:

- ✓ Annual training plans for the Board of Directors for the previous year and current year
- ✓ Description of how Board annual training plans are developed, including how topics are identified and selected

What these will be reviewed for:

- ✓ Training topics for the previous and current year, with an approximate timeline or timeframe
- ✓ Process to identify topics relevant to the board

There is no accreditation requirement regarding the content, topics, or frequency of a Board's ongoing training, but accreditation requires that there be an annual plan for training (topics determined by the CSAP and Board) and proof of Board Members' attendance at those trainings.

The kind of training or amount of hours is not relevant to the accreditor, it only has to be captured in minutes annually that the board goes through a process to determine their training needs and when the trainings happen.

BOARD MINUTES

What to submit:

Six (6) recent board meeting minutes

- ✓ At least one (1) should include approval of the current annual sexual assault budget

The budget for the current fiscal cycle must be approved at the time of the accreditation, but the date of the approval is not relevant.

- ✓ At least one (1) should include the last review of the salary and benefit structure (if policy designates another entity for annual review of salary

and benefit structure, documentation of most recent review by that entity should be submitted)

Two (2) sets of minutes from active committees, if applicable

If your Bylaws indicate you must have committees, then this section is applicable.

- ✓ At least one (1) set of minutes from a recent finance committee meeting, if applicable

If your Bylaws indicate you must have a finance committee, then this section is applicable.

- ✓ Description of how Board and committee minutes are permanently maintained in a secure and accessible location

What these are reviewed for:

Includes:

- ✓ Dates of meetings
- ✓ Names of participants
- ✓ Issues addressed
- ✓ Actions taken
- ✓ Financial reports
- ✓ Treasurer's report to the board (not applicable if finance committee minutes included)

If there is a finance committee, there should be regular reports to the Board of Directors at Board meetings. In addition, remember you are required to maintain minutes of committee meetings for your records. When there is no finance committee, there should be regular financial reports at Board meetings from a designated member of the Board, such as the Treasurer. Financial reports by a staff member to the Board may not substitute for a Treasurer's Report or report by the finance committee, because of the need to demonstrate financial oversight by the Board.

- ✓ Annual evaluation of salary and benefit structure
- ✓ Approval of current sexual assault budget

A copy of all Board and Committee meeting minutes should be kept up-to-date and in a secure place. Many agencies keep a binder for Board minutes and a separate notebook for committee meeting minutes on site.

Any active Board committees must maintain minutes of their meetings that include the elements required by this Standard. This is true even if meetings are held immediately before or after Board meetings.

BOARD OF DIRECTORS FILE REVIEW

What to submit:

Completed Board of Directors spreadsheet for all active members during the past two (2) years, including:

- ✓ Start date
- ✓ End date (if applicable)
- ✓ Completed and signed orientation checklist for each board member who joined in the past two (2) years
- ✓ Documentation of attendance at annual board training for past two (2) years

What this is reviewed for:

- ✓ Board of Directors files are maintained and up to date
- ✓ Members receive required orientation and training

APPENDIX: SAMPLE POLICIES, PROCEDURES, PLANS, FORMS

SAMPLE LANGUAGE BOARD POLICIES, PROCEDURES, AND BYLAWS

Selection of members: The nominating committee shall solicit and review applications for membership on the Board [or Advisory Committee] and shall present such nominations to the Board [or Advisory Committee]. Nominees shall be approved for membership by a majority vote.

Duration of membership: Terms of office shall be for ____years, and no Board Member shall serve more than ____consecutive terms. [Percentage] of the positions on the Board shall rotate each year.

Election of Officers: The officers of the Corporation shall be a Chair, Vice-Chair, a Secretary, and a Treasurer. Each officer of the corporation shall be a member of the Board of Directors and shall have served on the Board for at least ____ months or have been active with the agency for at least ____ consecutive years and officers shall be eligible for ____ consecutive terms. Officers shall be elected at the first meeting of the calendar year. The Chair and Secretary shall be elected in odd-numbered years and the Vice-Chair and Treasurer in even-numbered years. [Modify to fit your agency]

Structure: The Board of Directors [or Advisory Committee] shall consist of no fewer than ____ and no more than ____ members. At least ____ positions, but no more than ____, may be filled by persons representing the direct service volunteers.

Formalized link: In general, a formalized link between a sexual assault program's Advisory Committee and the organization's governing Board can be established by having a member of the Advisory Committee serve on the organization's Board. In addition, if the activities of the Advisory group are regularly reported to and discussed with the organization's Board, those reports could establish a link. In either case, be sure to formalize the link (i.e. have it in writing, have the organization's Board approve the link, and maintain it regularly). For local government CSAPs, the agency should demonstrate a link between the Advisory Committee and the governing body.

Responsibilities: Members of the Board of Directors [or Advisory Committee] shall perform the following duties:

1. Carry out the business of the Program in conformity with the by-laws and with the policies and program of the Program.
2. Administer the affairs of the Program and report Board [or Committee] actions to the Program at the Annual Meeting.
3. Approve the Program's annual budget and oversee the financial affairs of the Program. [this wording must be tailored to your agency/program structure]

Board or Advisory Committee responsibilities could also be outlined in a Board Member or Advisory Committee Member job description.

Delegation of authority and responsibility: Appointment - The Executive Director shall be appointed by the Board of Directors. The Executive Director shall be the chief salaried administrator of the Corporation. Duties - The Executive Director shall be responsible for daily

operations and related decision-making. The Executive Director shall make recommendations to the Board relating to the program, policies, and activities of the Corporation. The Executive Director shall be responsible for executing plans and policies officially adopted by the Board and for coordinating the various interests of the Corporation. The Executive Director shall attend all regular meetings of the Board in a non-voting ex officio capacity and shall be a non-voting ex officio member of all standing committees except the nominating committee. The Executive Director shall be the chief liaison between staff and direct services volunteers, on the one hand, and the Board of Directors on the other. Within the limitations established by the budget adopted by the Board, the Executive Director shall hire and supervise all paid staff. The Executive Director shall be responsible for coordinating, directing, and supervising the activities of the staff and direct service volunteers.

Reporting: Executive Directors frequently prepare and present a Director's Report at each Board of Directors' meeting, and can document such a process for the accreditors.

Delegation of additional responsibilities: Most agencies delegate these responsibilities to committees, usually in their by-laws. For example, the selection and evaluation of the director may be delegated to the Executive Committee, financial oversight to the finance committee, strategic planning to a planning committee, etc. Some agencies may choose to delegate some of these responsibilities to individuals. For example, financial oversight may be delegated to the agency's Treasurer. Other agencies may choose to make the entire Board responsible for these tasks, while still others may choose to delegate some responsibility to front-line staff (although it may be more beneficial for the organization to keep the Board responsible for or involved in these activities).

SAMPLE BOARD MEETING MINUTES

[DATE/TIME]

[Location]

Attendees:

Absent:

Old Business:

1.

2.

3.

Action Taken:

1.

2.

New Business:

1.

2.

3.

Action Taken:

1.

2.

3.

Committee Reports:

Finance:

Personnel:

Fundraising:

Executive:

Announcements:

Adjourn

SAMPLE CONFLICT OF INTEREST LANGUAGE

Policy Example: Referrals to private practitioners

When referring a client to another service provider, staff and volunteers are expected to give clients a minimum of three referrals when at least three are available. Staff and volunteers are prohibited from referring exclusively to a practice in which agency personnel, consultants, or their immediate family members are engaged. Staff and volunteers are prohibited from receiving payment or providing payment in return for referrals.

Policy Example: Governing the transfer of cases in the event workers leave the agency for a private practice

Staff and volunteers are required to transfer their client caseload to incoming or current staff upon leaving the agency. Former staff members and volunteers are prohibited from continuing to provide services for clients after leaving the agency. Exceptions may be made only for therapy staff in unique situations. In such cases, the Director must agree that this transfer is in the best interest of the client.

Policy Example: Regarding private practices conducted on agency premises

All services provided on agency premises are limited to those provided directly by the CSAP. Staff and volunteers are prohibited from conducting a private practice on agency premises.

Even if the agency does not permit private practices on their premises, they must have a policy that covers this point.

SAMPLE BOARD ORIENTATION

January 15, 200X

[Time]

[Location]

[Agenda]

1. Introduction to our Community Sexual Assault Program
2. Review of mission statement
3. Agency structure
4. Agency goals & objectives
5. Programs – Core Services
6. Method of Operation
7. Finances
8. Dynamics of sexual abuse/assault
9. Relevant community resources (could provide Board with the community resource manual)
10. Response of medical, legal, and social service communities

These are the required topics for orientation; most programs will choose to include a variety of other topics, including strategic planning processes, roles and responsibilities of Board Members, meeting schedules, etc.

SAMPLE CONFIRMATION OF RECEIPT OF BOARD ORIENTATION AND MANUAL

I acknowledge that I was oriented to Board Service at the Community Sexual Assault Program on _____ (date).

My orientation included a review of the agency's mission, structure, goals and objectives, programs, method of operation, and finances. Additionally, it included information on the dynamics of sexual abuse/assault and relevant community resources, as well as how medical, legal, and social services respond to victims of sexual assault.

I confirm that I received my copy of my Board Member manual on _____ (date).

I also received a copy of the agency's Personnel policies and procedures and Operational policies and procedures on _____ (date).

Board Member Signature

SAMPLE POLICY LANGUAGE CONFLICT OF INTEREST

It is the policy of the CSAP to avoid a conflict of interest in its operation and to avoid, as much as possible in a small community, an appearance of conflict of interest in its operations. The following specific policies apply:

1. No CSAP direct service providers (volunteers or agency employees) or immediate family members of employees may serve on the Board or advisory committee.
2. Staff, Board members, advisory committee members, or paid consultants should not have a direct or indirect financial interest in the agency's assets, business affairs, leases or professional services. If a conflict of interest does arise with a staff or Board member, then the staff or Board member must publicly state the conflict and then refrain from any discussion or involvement with the issue.
3. Board members shall not receive payment for their services except that they may be refunded for expenses associated with Board meetings and functions (i.e., travel cost, per diem, etc.).
4. No Board member, personnel, or consultant shall receive any preferential treatment in applying for or in receipt of the agency's services.

SAMPLE POLICY LANGUAGE CONFLICT OF INTEREST

The CSAP strives to prevent any conflict of interest or perceived conflict of interest. The Director shall declare any interest in agencies, corporations, or other organizations related to the purposes of the CSAP, and shall abstain from any matters that may lead to a conflict of interest or an appearance of a conflict of interest. Such interests may include, but are not limited to:

- Staff and paid consultants having any direct or indirect financial interest in the agency's assets, business affairs, leases or professional services.
- Directors shall not have any direct or indirect financial interest in the agency's assets, business affairs, leases, or professional services.
- Preferential treatment of Directors, personnel, or consultants regarding the provision of services is prohibited.
- Employees, current direct service providers, and family members of employees or paid consultants are prohibited from serving on the Board.
- Board members will not receive payment for their board service, except where permitted by law.