

BOARD OF DIRECTORS MANUAL

CLARK COUNTY YOUTH SHELTER & FAMILY SERVICES, INC.

**118 East Chestnut Street
Jeffersonville, IN 47130**

**Approved and Adopted by Board of Directors
October 25, 1999**

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PURPOSE

The Board of Directors is the governing body of the Clark County Youth Shelter and Family Services, Inc. and as such has the authority and responsibility for the supervision, control, and direction of the corporation. The Board of Directors must participate in program planning, strategic and long range planning activities, set and govern fiscal policy, review and approve personnel policies, and actively participate in fund raising activities. The Board of Directors delegates the responsibility and authority for administering the daily business of the corporation to the Executive Director.

On an annual basis (July) the Board of Directors:

- Assists with and reviews a formal written review and evaluation of the services the corporation provides.
- Assesses the extent that the services provided by the corporation are meeting the needs of youth, families, and the community.

This review, assessment, and evaluation are the basis of the corporation's strategic plan and for the program outcome targets for the upcoming year.

MEMBERSHIP

The Clark County Youth Shelter and Family Services, Inc. is governed a Board of Directors, between 19 – 22 Members. One member of the Board is a permanent member, the Judge of the Clark County court having juvenile jurisdiction or their designee. Members serve a three year term. The members should be selected for participation based upon a fair representation of the area served by the corporation. The Board should include representation from law enforcement, religious community, consumers of the corporation's services, education, business, legal community, and volunteers of the corporation. At least one Board member must be between the ages of 18 and 25 years. The Board's ethnicity should be a fair representation of the ethnicity of the Clark and Floyd Counties. The Clark County Youth Shelter and Family Services, Inc. does not discriminate against any candidate considered for Board of Directors membership.

CRIMINAL HISTORY

Persons convicted of any type of crime will not be considered for membership on the corporation's Board of Directors. Board candidates must agree to a criminal history background check conducted by law enforcement officials.

ORIENTATION

All new members of the Board of Directors will be invited to participate in an orientation meeting. This meeting will be scheduled with each new Member, prior to the Board member's first meeting. The Executive Director will conduct the orientation. Current Board members will be invited to participate.

MEETINGS

The Board of Directors will meet quarterly (January, April, July, and October.) The July meeting will be designated as the corporation's annual meeting. 50% of the Board of Directors members must be present at a meeting in order to constitute a quorum. Minutes must be maintained on all meetings.

The Executive, Assistant, and Residential Directors are required to attend Board of Directors and Executive Committee meetings. It will be the responsibility of the Executive Director to provide the Board with program reports regarding the overall operation of the corporation. During meetings those employees present will be expected to provide input into decisions affecting the Shelter's operation.

In addition, any other staff person of the corporation may voluntarily attend Board meetings, or may be directed to attend the meeting in order to give input and relay staff concerns.

Board members must attend at least 50% of the regularly scheduled meetings. Failure to attend at least 50% of the meetings may result in removal from the Board.

COMMITTEES

The Executive Committee is comprised of the officers of the Board (President, Vice President, Secretary, Treasurer), the immediate past President, and the Juvenile Judge of the county (or designee). The Executive Committee shall meet 8 times per year. In addition, the Executive Committee may be called upon to hold additional meetings if deemed necessary. The 8 regular meetings will be held in the months when there is no Board of Directors meeting.

The Board will appoint standing and ad hoc committees. These committees will include but are not limited to: Building, Finance, Fund Raising and Marketing, Program, and Board and Staff Development.

Job descriptions for each of the above referenced Committees are included in this manual.

EXPENDITURES AND CONTRACTS

Any expenditure exceeding \$2,000.00 requires approval by either the Executive Committee or Board of Directors. Any check written in an amount exceeding \$500.00 requires the signature of the Executive Director and/or an officer of the Board.

The Board of Directors or Executive Committee must review and approve all contracts for services negotiated by the Corporation. Upon approval by the Board or Executive Committee the Executive Director, President, or Vice President of the Board of Directors may sign contracts.

For additional information on the corporation's financial operations refer to the Accounting Manual.

CONFLICT OF INTEREST

Members of the Board of Directors of the corporation are prohibited from profiting financially by reason of their membership on the Board of Directors of the corporation. A conflict of interest exists between the corporation and a Board of Directors member with respect to a contract, transaction, or other matter if the contract, transaction, or other matter is between the corporation and

- a. the Board member;
- b. any corporation, partnership, firm, association, or other entity in which the Board member is an officer, employee, or director receiving compensation;
- c. any corporation, partnership, firm, association, or other entity in which the Board member is financially interested.

A Board member must promptly disclose any actual or potential conflict of interest the member may have with respect to any contract, transaction, or other matter to be considered by the Board of Directors. This disclosure must be made to the Executive Committee as soon as the actual or potential conflict of interest is discovered.

A Board member with a conflict of interest shall not participate in any vote on, or discussion or review of the matter other than to disclose the conflict of interest, and the member shall leave the room when the matter is brought up for discussion or consideration.

NON-DISCLOSURE POLICY

No Board of Directors member may share corporation information with any person, agency, organization, or business. Corporation information is defined as, but not limited to; program budgets, outcome measures data, revenue sources, referral sources, and/or client bases.

COMPLAINT PROCEDURE

If a Board of Directors member has a complaint regarding any employee of the corporation, including the Executive Director, or if a Board of Directors member receives a complaint from a client, volunteer, referral agency, or member of the general public regarding the corporation, the following procedures should be followed.

Step #1: Board member should verbally notify Executive Director of complaint. Executive Director is required to meet with the Board member within 3 working days of the verbal notification. Following discussion with the Executive Director, if the Board member feels the complaint was not adequately addressed he/she should proceed to step two.

Step #2: Board member should verbally notify the President of the Board of Directors. The President may elect to discuss the matter with the Board member either over the telephone or in a meeting. The President will discuss the matter with the Executive Director. Following discussion with the President, if the Board member feels the complaint was not adequately addressed he/she should ask the President to put the item on the agenda for the next regularly scheduled Board of Directors meeting.

Step #3: Complaint will be listed as an agenda topic for the Board of Directors next scheduled meeting. During the meeting the complainant will explain the nature of the complaint to the Board of Directors. Final authority for addressing complaints rests with the Board of Directors.

FUNDRAISING

Any fundraising event(s) the corporation engages in must be reviewed and approved by the Board of Directors. Once approved Board of Directors members are required to participate in the fundraising event. This participation may be, but is not limited to, financial support, in-kind support, and/or volunteer hours.

In November of each year each Board member will be individually solicited for an annual contribution to the Corporation.

JOB DESCRIPTIONS

I. BOARD OF DIRECTORS:

- See Page 3, paragraph 1, Purpose.

II. EXECUTIVE COMMITTEE

- Shall have and exercise all of the authority of the Board, including the management of the corporation, in those matters specifically designated by the Board.
- This Committee shall evaluate the performance of the Executive Director at least one time per year.

III. OFFICERS

The officers of the corporation shall be the President, Vice President, Secretary, and Treasurer. Each officer shall serve during the fiscal year in which elected.

A. President

- Shall preside at all meetings of the Board and the Executive Committee and shall perform such other duties as directed by the Board.

B. Vice President

- Shall serve in the absence of the President and assume the same duties thereof.

C. Secretary

- Shall have charge of such books, documents, and papers as the Board may determine.
- Shall keep and maintain minutes of meetings of Board of Directors and Executive Committee.
- Shall perform all duties incident of the office subject to the control of the Board.

D. Treasurer

- Shall maintain an accurate accounting of all finances of the corporation and shall have other duties as assigned by the Board.
- Shall assist in the annual audit of the corporate books.

IV. STANDING COMMITTEES

All standing committees shall report to the Board on all findings pertinent to their given tasks. They shall also recommend to the Board such action as deemed necessary. Members of all standing committees must be members of the Board of Directors. The President of the Board will appoint each Committee Chairperson. The Executive Director and other employees as assigned must be present at all committee meetings.

A. Finance Committee

- Shall meet at least quarterly, or more frequently if needed.
- Staff support includes Executive Director and Development Director. The Executive Director serves as secretary to the committee.
- Duties include review and oversight on all matters of accounting, investments, budgeting, financial planning, auditing, internal controls, grants requiring matching funds or future commitments, serving as liaison between auditors and the Board, annual review of Accounting Manual, and any other financial duties as assigned by the Board of Directors.

B. Fund Raising and Marketing Committee

- Shall meet at least quarterly, and more frequently if needed.
- Staff support includes Executive Director and Development Director. The Development Director serves as secretary to the committee.
- Duties include developing annual fund raising event calendar, planning and implementing quarterly fund raising events, and other fund raising duties as assigned by the Board of Directors.
- Staff support includes Executive Director and Development Director. The Development Director serves as secretary to the committee.
- Duties include developing annual marketing strategy and plan, media contacts, public relations activities, and other marketing duties as assigned by the Board of Directors.

C. Board and Staff Development Committee

- Shall meet quarterly, and more frequently if needed.

- Staff support includes Executive Director. Duties include annual review of Board of Directors meeting attendance, term expirations, developing list of candidates for election to the Board, contacting current and potential Board members, submitting a slate of potential Board members and officers at the July annual meeting, and other duties as assigned by the Board of Directors.
- Staff support includes Executive, Assistant, and Residential Directors. The Executive Director serves as secretary to the committee.
- Duties include developing new personnel policies, reviewing and revising existing policies, reviewing requests for new personnel, annual review and revision of agency Personnel Manual, and other personnel duties as assigned by the Board of Directors.
- Duties include long range planning, reviewing and monitoring existing strategic plan, recommending revisions to current plan, developing and writing new strategic plan every two years, and any other long range planning activities as assigned by the Board of Directors.

D. Program Committee

- Shall meet at least quarterly, and more frequently if needed.
- Staff support includes Executive, Assistant, and Residential Directors. The Assistant Director serves as secretary to the committee.
- Duties include developing new programs, reviewing and revising existing program policies, reviewing program outcome targets, making a written report to the Board of Directors at quarterly meetings, making recommendations to the Board for the upcoming year's program outcome targets, annual review and revision of Program Policy and Procedures Manual, and any other program related duty as assigned by the Board of Directors.

V. AD HOC COMMITTEES

The President of the Board of Directors may appoint ad hoc Committees as deemed necessary for the proper operation of the corporation. The continuance of existing ad hoc committees must be reaffirmed each fiscal year at the first meeting of the Board. All ad hoc committees shall report to the Board all findings pertinent to their given tasks. They shall also recommend to the Board such action as deemed necessary. members of all ad hoc committees must be members of the Board of Directors. The Executive Director and other employees as assigned must be present at all ad hoc committee meetings. The Executive Director will appoint an employee to serve as secretary of each ad hoc committee.

EMPLOYMENT OF CORPORATION'S CHIEF EXECUTIVE OFFICER

The Board shall employ a salaried staff head that shall have the title of Executive Director. The terms and conditions of employment shall be in accordance with the corporation's Personnel Manual. The duties of this position shall be as follows:

- a. Shall be the Chief Executive Officer of the corporation
- b. Shall be responsible to the Board for all actions

- c. Shall prepare an annual budget for corporation operation
- d. Shall manage and direct all activities of the corporation
- e. Shall employ or terminate all staff, establish their duties, supervise and evaluate their performance, establish their titles, and delegate responsibilities
- f. Shall maintain records of the proceedings of the corporation
- g. Shall serve as a non-voting member on all committees and the Board
- h. Shall retain all consultants or other paid or unpaid advisory services
- i. Shall turn over to the successor all papers and property belonging to the corporation committed to his/her care

Upon notice of the vacancy of the Executive Director position the President of the Board of Directors will immediately appoint a Search Committee to recruit and interview prospective applicants. The Search Committee in recruiting prospective applicants must abide by personnel guidelines for administrative personnel as outlined in the State licensing regulations for group homes. According to these regulations the position of Executive Director must be full-time, and the person holding that position must be at least 25 years of age, have a master's degree in social work or a in a related human service field from an accredited school, at least two years experience in child care services, and at least two years of experience in a supervisory capacity.

After interviewing selected candidates, checking references, and conducting Police, Child Protective Services, and driving record checks the Search Committee will make a recommendation to the Board of Directors. The Board of Directors will be responsible for the final hiring decision.

EMPLOYMENT OF RELATIVES

The corporation shall employ no Board of Directors member or a member of the immediate family of a Board member. No Board member shall exert any inappropriate influence upon the selection of employees. The Personnel Committee reserves the right to review all questions of relationship or inappropriate influence.

SEXUAL HARASSMENT POLICY

Sexual harassment is the act of unwelcome sexual advances, requests for sexual favors and other verbal or physical conduct of a sexual nature when:

- Submission to such conduct is made either explicitly or implicitly a term or condition of an individual's employment;
- Submission to our rejection of such conduct by an individual is used as the basis for employment decisions affecting such individual; or
- Such conduct has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, hostile, or offensive working environment.

The Clark County Youth Shelter and Family Services, Inc., forbids Board of Director members, management, and fellow employees from sexually harassing

other employees in such a manner that would affect the employee's employment, job security, promotability, wages, and general well-being. The Clark County Youth Shelter and Family Services, Inc., wishes to reaffirm its position on this matter by stating that sexual harassment will be neither condoned nor tolerated. Any act considered as sexual harassment by the above definition is prohibited by the corporation. Anyone proven guilty of harassment will be subject to immediate discipline, which may include termination for employees and removal from the Board for Directors for those members.

All employees are encouraged to report incidents they consider to be sexually harassing at the earliest possible time to one of the following: their immediate supervisor, Executive Director, or the President of the Board of Directors. The reporting of the incident will have no adverse impact on the reporting employee's employment.

Any member of the management team receiving a complaint of sexual harassment is required to report the complaint to the Executive Director or the President of the Board of Directors. The Executive Director is required to report the complaint to the President of the Board of Directors and the Chairperson of the Board and Staff Development Committee with 24 hours of being notified of the complaint. The President of the Board of Directors is required to report the complaint to the Chairperson of the Board and Staff Development Committee and the Executive Director within 24 hours of being notified of the complaint.

The Executive Director or President of the Board of Directors will appoint the Board and Staff Development to conduct an immediate investigation of the complaint. The investigation will be thorough and fair and to the extent possible protect the complainant's and the accused privacy and reputational interests. After making the initial report if the complainant experiences any other problems, he/she is to contact the Board and Staff Development Committee immediately.

- In conducting the investigation the Board and Staff Development Committee will:
- a. Ask the complainant to place the complaint in writing and sign it. (Putting the complaint in writing is not mandatory, but it will provide a basis upon which to begin the investigation.)
 - b. Interview the complainant.
 - c. Interview individual accused, witnesses, and the immediate supervisors of the complainant as well as the accused individual (if the accused is an employee).
 - d. At conclusion of investigation, the Board and Staff Development Committee reports back to the Executive Director and President of the Board of Directors in writing the results of the investigation.
 - e. At conclusion of investigation, the Board and Staff Development Committee reports back to the complainant and accused in writing the results of the investigation.

- f. If inappropriate or unlawful conduct occurred the Executive Director or Executive Committee of the Board of Directors will take disciplinary action against the accused including termination of employment or removal from the Board.

This policy is being issued out of concern for and the protection of all employees.

PERSONAL RELATIONSHIPS

No Board of Directors member may engage in a private personal relationship with any employee of the corporation. Violations of this policy will result in removal from the Board for the Board of Directors member and termination of employment for the employee.

COMMUNITY EDUCATION

Community education is the responsibility of the Board of Directors, program staff, management team, and Community Advisory Committee. Board of Directors members are encouraged to join the corporation's speaker's bureau. Presentations are conducted at least eight times per year to adults representing religious groups, civic organizations, service clubs, and businesses. Information is relayed regarding the agency, its clients, services offered, and problems facing young people in the community.

YOUTH ADVOCACY

All Clark County Youth Shelter and Family Services, Inc. Board of Directors members and employees are engaged in systems youth advocacy. Systems advocacy involves contacting legislators, other organizations, state and federal governmental entities, etc. to encourage support of issues affecting the lives of children. Board members may be asked to make telephone calls or visits, write letters, travel to state or federal governmental entities for meetings, provide public testimony, etc. Systems youth advocacy is a vital service provided by all persons associated with this corporation.

ADDITIONAL INFORMATION

For additional information regarding the Clark County Youth Shelter and Family Services, Inc. all Board of Directors members are referred to the following agency manuals.

Accounting: describes financial procedures governing the corporation's fiscal management.

Crisis Management: describes procedures to be utilized in the event of a crisis situation that will involve media attention.

Natural Disasters: describes procedures to be utilized in the event of specific types of natural disasters.

Personnel: provides a listing of personnel policies affecting all employees.

Program: provides an in depth analysis of every program and service provided by the corporation and the policies and procedures governing each.

Provided as an attachment to this manual is the By Laws of the corporation.

This Board of Directors manual is designed to give a general overview of corporation policies affecting Board membership. The corporation's Board of Directors may change these policies at any time.