

## Board Structure

The Board is comprised of four (4) to fifteen (15) individuals including four officers. The Board will be composed of a variety of stakeholders and professionals from the community creating a diverse and skillful member group.

- The Board may utilize the following standing committees:
  - Executive Committee
  - Finance Committee
  - Development Committee
- Ad hoc committees may be appointed at the discretion of the President and Executive Committee, as needed, to address project specific organizational needs.
- It is recommended that Board member terms are three years and can be followed by a consecutive term. Following two full terms, it is recommended but not required that a Board member rotate off the Board for one year and work as an Advisor to the organization, before returning for an additional three years.
- Potential Board candidates may be identified at any time during the year. The nominating process may vary depending on the needs of the Board and on particular circumstances of the nominee, but in general follows the guidelines below:
  - The annual Strategic Planning session will identify future Board membership needs and objectives.
  - Board members or staff wishing to present a candidate for consideration will complete a Board Member Referral Form.
  - The Board President, Executive Director, or other Board member will contact the prospective Board members to discuss their interest, schedule interviews, and identify any potential conflicts of interest.
  - A Board packet will be sent to the prospective Board member.
  - All Board candidates will complete a Board Application Form.
  - Prospective Board members are invited to attend a Board of Directors Meeting.
  - New Board members will be voted “in” and notified by the Board President.
  - The new Board member is assigned an experienced Board member as a mentor who will guide the new Board member during the first 3-6 months.
- Board packets will be made, and distributed, prior to each Board meeting. The packets typically include the Executive Director’s Report, Quarterly Financial Report, and individual Program Reports, as requested. The Reports shall be placed in order according to the Agenda so that the meeting moves with an orderly flow. Miscellaneous Business will be discussed at the end of each meeting.
- All issues that require a Board vote must be done so with at least a quorum of the Board of Directors.
- Board members are expected to make every effort to attend all Board meetings. Board members may be asked to resign if consistent attendance becomes an issue.
- FRIENDS provides Directors and Officers Insurance Coverage.

## **Board Member Responsibilities**

The Board of Directors is responsible for ensuring that FRIENDS is fulfilling its mission and for the legal accountability of its operations. It is responsible for ensuring effective organizational and strategic planning and for ensuring that FRIENDS has adequate resources to carry out its mission. It is also responsible for hiring and evaluating the performance of the Executive Director.

### **Community Relations**

- FRIENDS relies on its continuing strong relationships with local communities of Broomfield, Boulder, Jefferson, Adams, and Denver counties to support its mission and strategic goals. Board members act as important liaisons to these communities by representing and advocating for the overall interests of FRIENDS.

### **Fundraising**

- Active Board involvement in fundraising is critical in achieving both short-term and long-term goals. While involvement can take a variety of forms, Board members are expected to participate in fundraising efforts according to their own means and interests.

### **Financial and Organizational Oversight**

- The Board is the ultimate governing body of FRIENDS. As such, its members have a collective responsibility to ensure that the organization acts ethically and legally in its fiscal and organizational management and that FRIENDS is effectively and efficiently fulfilling its mission. This includes engaging in strategic planning and policy decision-making regarding major programming, fundraising initiatives, and annual audits and reports.

### **Mission**

- It is essential that the Board have an informed understanding of and support for the mission of FRIENDS. This includes a general understanding of the Developmental Disabilities system and the relationship FRIENDS has with Imagine! and other Community Center Boards (CCB).

### **Code of Ethics**

FRIENDS Board of Directors will:

- Represent the interests of all people served by FRIENDS and not favor special interests inside or outside of FRIENDS;
- Not use FRIENDS or my service on this Board for my own personal advantage or for the advantage of friends, relatives or supporters;
- Approach all Board issues with an open mind, nonjudgmental attitude and respect for diverse opinions, and prepared to make the best decisions for the good of FRIENDS;
- Respect and support majority decisions of the Board;

- Observe the parliamentary procedures and display courteous conduct in all Board and committee meetings;
- Do nothing to violate the trust of those who elected or appointed me to the Board or those we serve;
- Never exercise authority as a Board member except when acting in a meeting with the full Board or as delegated by the Board;
- Maintain confidentiality and avoid conflicts of interest; and
- Consider myself a trustee of FRIENDS and do my best to ensure that it is well maintained, financially secure and always operating in the best interests of those we serve.