

VINCENTIAN LEADERSHIP

HOW TO DEVELOP

Governance Policies:

EMPLOYEE POLICIES

ENDS POLICY

GOVERNANCE PROCESS POLICIES

STAFF LINKAGE POLICIES

EXECUTIVE LIMITATIONS POLICIES

BUSINESS PRACTICES POLICIES

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JOHN CARVER

Author of Boards That Make a Difference

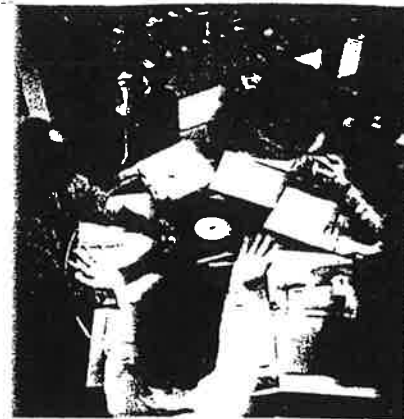
MIRIAM MAYHEW CARVER

REINVENTING YOUR BOARD

A Step-by-Step Guide to
Implementing Policy Governance

FOREWORD BY JOHN CARVER

AUTHOR OF *BOARDS THAT MAKE A DIFFERENCE*



THE POLICY GOVERNANCE FIELDBOOK

Practical Lessons, Tips, and Tools from
the Experiences of Real-World Boards

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JOHN CARVER

BOARDS THAT MAKE A DIFFERENCE

AND PUBLIC ORGANIZATIONS

SECOND EDITION

DEVELOPMENT OF ENDS POLICIES

Ends policies begin with a statement broad enough to cover at a broad level, the *difference* the organization is to make, i.e. *what results, for whom, at what cost*. This pronouncement is tantamount to a mission statement, shown here as the preamble sentence in Policy 1.0. The CEO is bound by these words, but is authorized to use *any* reasonable interpretation of them he or she chooses. If that leaves the matter open to too much interpretation in the board's opinion, then further narrowing of the latitude left to the CEO can be accomplished, such as shown in numbered points 1 - 4 of Policy 1.0.

BOARD POLICY 1.0

The mission of Hope Cancer Fund is a world with sufficient knowledge for the radical reduction of death by cancer.

1. The highest priority result area will be basic knowledge of the chemical, molecular, and cellular biology of cancer.
2. The second highest result area will be methods to make laboratory findings clinically applicable to treatment and prevention.
3. Delivery technology will be capable of mitigating social, psychological, and economic effects of cancer patients and their families, though at the expenditure of no more than 10% of resources.
4. Lifestyle behaviors will be consistent with the prevention of cancer.

BOARD POLICY 1.2

The second highest result area will be methods to make laboratory findings clinically applicable to treatment and prevention.

1. Effective clinical protocols for chemotherapy
2. Effective clinical protocols for radiation — major emphasis
3. Effective clinical protocols for hyperthermia

The expansions in Board Policy 1.0 may still not narrow the desired outcomes enough, so the board might adopt further language. Expansions of sections 1 and 2 of the first policy are shown below. They, too, still leave a range of interpretation to the CEO, but it is a considerably narrower range. Some boards might even go into greater detail than that shown here.

BOARD POLICY 1.1

There will be a basic knowledge of the chemical, molecular, and cellular biology of cancer.

1. Understanding why normal cells become cancerous — the priority result before 1999
2. Understanding causes of growth and spread
3. Identification of factors that increase risk — no more than 5% of resources
4. Discovery of genes that can prevent cancer — the priority result during the years after 1999

A great deal more specificity will be given to these matters by managers and, in the example shown here, researchers. But that detail need not concern the board except insofar as it can be demonstrated to be a *reasonable interpretation* of the language used by the board in its policies. It is likely that these policies will be given annual scrutiny and re-exploration. Hope Cancer Fund is in the business of producing knowledge for clinical practitioners, other researchers, health educators, and the general public. In using these policy examples, there is no contention that the stated outputs are the most reasonable ones to choose, or even that the level of policy depth is appropriate. Each board must decide for itself. If the policy detail goes beyond what the board members understand, it is certain that an appropriate level of policy detail has been exceeded.

BOARD POLICY 2.0

The role of the board, on behalf of the citizens of Jefferson, is to assure that Employment Counseling Service (a) accomplishes what it should, and (b) avoids unacceptable activities and conditions.

1. The board will engage in structured contact with citizens of Jefferson to represent their diversity.
2. The board will define in ends policies what is to be accomplished in terms of benefits, recipients, and their relative priorities. It will define in executive limitations policies those activities and conditions it considers unacceptable. The board will delegate performance on these matters to a CEO.
3. The board will carry out its job with discipline, emphasizing strategic rather than short-term issues, policy rather than single events, and group rather than individual decisions.
4. The chairperson is charged to make decisions on issues of Governance Process and Board-Staff Linkage within board policies.
5. Conduct of board members will be consistent with their fiduciary responsibility and with the discipline adopted by the board.
6. If board committees are necessary, they will assist in the board's job only, never interfere in the direct link between the board and CEO, and never fragment the wholeness of the board's job.
7. The annual cycle of the board will conclude with re-established ends policies just prior to CEO construction of a new year's plan and budget.

Governance Process policies, as all others, begin with the broadest statement on the topic. This largest statement is shown here as a preamble that is further defined by sections 1 - 7. Unless further defined, as illustrated in policies 2.4 and 2.6 below, the board chairperson is authorized to use any reasonable interpretation of the board's words. Given the expansion of detail in policies 2.4 and 2.6, the board chairperson is confined to any reasonable interpretation of these more specific policies.

BOARD POLICY 2.4

The chairperson is charged to make decisions on issues of Governance Process and Board-Staff Linkage within board policies.

1. The purpose of the job is to see that the board behaves consistently with its rules and those imposed upon it from outside.
 - A. Meeting content will only be issues which clearly belong to the board to decide, not the CEO.
 - B. Deliberation will be fair and open, but also efficient, timely, and orderly.
2. The chairperson is authorized to use any reasonable interpretation of the provisions in Governance Process and Board-CEO Linkage policies, except where the board specifically delegates portions of this authority to others.

BOARD POLICY 2.6

If board committees are necessary, they will assist in the board's job only, never interfere in the direct link between the board and CEO, and never fragment the wholeness of the board's job.

1. Board committees are to help the board do its job - not to help the staff - ordinarily by preparing policy alternatives and implications for board deliberation. Board committees will not advise staff.
2. Board committees may not speak or act for the board except when formally given such authority for specific and time-limited purposes. Authority will not conflict with authority delegated to the CEO.
3. Board committees cannot exercise authority over staff.
4. Board committees are to avoid over-identification with organizational parts rather than the whole. A committee which has helped create policy on a topic will not monitor performance on that topic.

BOARD POLICY 3.0

The board will link governance and management functions through a single chief executive officer, titled Executive Director.

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.
2. The CEO is accountable to the board for achievement of provisions of the board's Ends policies and avoidance of provisions of the board's Executive Limitations policies.
3. Monitoring data - those that disclose the degree organizational performance upon Ends policies and Executive Limitations policies - will be systematically gathered by the board and considered to be the only evaluation of CEO performance.
4. Individual board members may have whatever relationship with the CEO or staff members that is acceptable to the CEO, except that they can never carry the instructive authority of the board, nor can they waive requirements set out by the board.

BOARD POLICY 3.3

Monitoring data - those that disclose the degree of organizational performance upon Ends policies and Executive Limitations policies - will be systematically gathered by the board and considered to be the only evaluation of CEO performance.

1. A given policy may be monitored in one or more of three ways: (a) *Internal report*: Disclosure of compliance information to the board from the CEO, (b) *External report*: Discovery of compliance information by a disinterested, external auditor or inspector selected by and reporting to the board, (c) *Direct Inspection*: Discovery of compliance information by the board as a whole, or by a board member or committee if duly assigned.
2. Any policy can be monitored by any method at any time the board chooses. For regular monitoring, however, each Ends and Executive Limitations policy will be classified by the board according to frequency and method: (a) *Quarterly Internal reports* for Policies 4.3, 4.4, 4.7, and 4.8, (b) *Annual External reports* for Policies 4.4, 4.9, 1.1, 1.3, and 1.4, (c) *Semiannual Direct Inspection* for Policy 4.10.
3. Each September the board will have a formal evaluation of the CEO, considering this monitoring data.

Board-Staff Linkage policies, as all others, begin with the broadest statement on the topic. This largest statement is shown here as a preamble that is further defined by sections 1 - 4. Unless further defined (as illustrated in Policies 3.1 and 3.3), the board chairperson is authorized to use any reasonable interpretation of the board's words. Given the expansion of detail in Policies 3.1 and 3.3, the board chairperson is confined to any reasonable interpretation of these more specific policies.

BOARD POLICY 3.1

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.

1. The board will direct the CEO to achieve specified results, for specified recipients, at a specified worth through the establishment of Ends policies. The board will limit the latitude the CEO may exercise in practices, methods, conduct and other "means" to the Ends through establishment of Executive Limitations policies.
2. As long as the CEO uses *any reasonable interpretation* of Ends and Executive Limitations policies there is authorization to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities.
3. The board may change its Ends and Executive Limitations policies, thereby shifting the boundary between board and CEO domains. 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.
4. Only decisions of the board acting as a body are binding upon the CEO: (a) Decisions or instructions of individual board members, officers, or committees are not binding, except in rare instances where specific authorization is given by the board, (b) In the case of board members or committees requesting information or assistance without board authorization, the CEO can refuse such requests that require - in the CEO's judgment - a material amount of staff time, or funds, or is disruptive.

Executive limitations begin with a prohibition broad enough to cover all possible circumstances and activities the board would find unacceptable, such as is done in the preamble statement in Policy 4.0. The CEO is confined by these words, but is authorized to use *any* reasonable interpretation of them he or she chooses. If that leaves the matter open to too much interpretation in the board's opinion, then further narrowing of the latitude left to the CEO can be accomplished, such as shown in numbered points 1 - 6 of Policy 4.0.

BOARD POLICY 4.0

The CEO shall not cause or allow any practice, organizational circumstance, activity, or decision that is either imprudent, illegal, or in violation of commonly accepted business or professional ethics.

1. Paid staff and volunteers shall not be subjected to unfair, undignified, or unsafe treatment or conditions.
2. Budgeting any fiscal year (or remaining part) shall not deviate materially from board ENDS policies, risk fiscal jeopardy, or fail to be derived from a multiyear plan.
3. Assets may not be inadequately maintained, unnecessarily risked, or unprotected.
4. Actual financial conditions and performance shall not incur jeopardy or compromise the board's ENDS priorities.
5. Staff compensation and benefits shall not deviate materially from market.
6. Board information will have no significant gaps in timeliness, accuracy, or completeness.

BOARD POLICY 4.4

Actual financial conditions and performance shall not incur jeopardy or compromise the board's ENDS priorities. Accordingly, the CEO shall not:

1. Expend more funds than have been received in the fiscal year to date.
2. Incur debt beyond normal accounts payable in amounts that cannot be repaid within 60 days.
3. Conduct interfund shifting in amounts that cannot be restored within 30 days.
4. Fail to settle payroll and debts in a timely manner.
5. Allow tax payments or other government ordered payments or filings to be overdue or inaccurately filed.

If expansions 1-6 in Policy 4.0 still do not narrow the proscriptions sufficiently in the board's opinion, the board can adopt further language. Because these expansions are specific to certain topics (e.g. financial condition, asset protection), they might best be dealt with in added pages of policy, such as shown in Policies 4.3 and 4.4. They, too, leave a range of interpretation to the CEO, but it is a considerably narrower range. Some boards might go into even more detail than that shown here.

BOARD POLICY 4.3

Assets may not be inadequately maintained, unnecessarily risked, or unprotected. Accordingly, the CEO shall not:

1. Fail to insure against (a) theft and casualty to at least 80 % replacement value and (b) liability losses to staff, organization, and board members to at least \$2,000,000.
2. Unnecessarily expose the organization, staff or board members to claims of liability.
3. Allow unbonded persons access to material amounts of funds.
4. Receive, process, or disburse funds with controls insufficient to meet the standards of the board-appointed auditor.
5. Invest or hold operating capital in insecure instruments, including bonds of less than AA rating and uninsured checking accounts, or in non-interest bearing accounts, except where necessary to facilitate ease in operations.

Effective _____

POLICY TYPE: GOVERNANCE PROCESS
POLICY TITLE: GLOBAL GOVERNANCE
COMMITMENT (3.0)

The Board, on behalf of all stakeholders, has the responsibility to ensure that the Society (a) achieves appropriate results for appropriate persons at an appropriate cost and (b) avoids unacceptable actions and situations.

POLICY TYPE: EXECUTIVE LIMITATIONS
POLICY TITLE: GLOBAL EXECUTIVE CONSTRAINT
(2.0)

The Executive Director shall not cause or allow any organizational practice, activity, decision, or circumstance which is either unlawful, imprudent or in violation of mission and practice of the Society of St. Vincent de Paul (hereafter referred to as SVdP) as well as commonly accepted business and professional ethics. The Executive Director will not allow any program, service or public statements that are inconsistent with the teachings of the Catholic Church. Further, the Executive Director shall not endanger the public image or credibility of the Society of St. Vincent de Paul, particularly in ways that would hinder its accomplishment of its mission.

POLICY TYPE: EXECUTIVE LIMITATIONS
POLICY TITLE: TREATMENT OF PEOPLE (2.1)

The Executive Director shall not cause or allow conditions, procedures, or decisions which are unsafe, unfair, undignified, unnecessarily intrusive, or which fail to provide appropriate confidentiality and privacy, or permit conditions where staff of the National Office do not understand the mission, job responsibilities and rights, where staff are untrained, or are not aware of the need to be respectful and professional, or do not have what is needed to do the job effectively

1. Executive Director shall not operate without written personnel guidelines for paid staff.
2. Executive Director shall have no practices that violate local, state or federal law.
3. Executive Director shall not withhold timely reporting of any harassment incident to the President.

POLICY TYPE: EXECUTIVE LIMITATIONS
POLICY TITLE: FINANCIAL PLANNING/BUDGETING
(2.2)

Financial planning for any fiscal year or the remaining part of any fiscal year should follow approved operating and strategic plans. The Executive Director will ensure that the accounting practices of the Society are in accord with established financial principles and practices for not-for-profit organizations, shall not deviate materially from Board's Ends priorities, risk fiscal jeopardy, or conflict with approved operating or strategic plans.

Accordingly, the Executive Director shall not allow budgeting which:

1. Fails to include full disclosure of detailed planning assumptions, including wage and salary increases, credible projections of revenues and expenses and cash flow, with separation of capital and operational items.
2. Fails to be balanced (revenues equal expenses) for the total Council.
3. Is not available for Board approval at least 30 days prior to the fiscal year's beginning.
4. Fails to include paydown amounts for any existing loans with a plan for complete paydown.
5. Fails to include a Development Plan to address marketing, promotion, awareness activities, fundraising, and National Society events.

POLICY TYPE: EXECUTIVE LIMITATIONS
POLICY TITLE: FINANCIAL CONDITION AND
ACTIVITIES (2.3)

With respect to the actual, ongoing financial condition and activities, the Executive Director shall not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from Board priorities established in Ends policies.

Accordingly, the Executive Director shall not:

1. Indebt the organization in an amount greater than can be repaid by certain, otherwise unencumbered revenues within 90 days, but in no event greater than \$50,000; with the exception being made for leasing activities for property and equipment which are accommodated and funded through the budgeting process.
2. Acquire real property, except for the acceptance and disposition of donated property where the value of the property is less than \$20,000, and the Executive Director shall not accept any such donations without exercising due diligence, including Phase 1 Environmental.
3. Allow tax payments or other government ordered payments or filings to be overdue or inaccurately filed.
4. Commit or approve capital or operational revisions or expenditures contrary to Board direction.
5. Shall not expend previously approved capital or operational funds on other projects without Board approval.
6. Permit any director/manager to not sign a Conflict of Interest form.

POLICY TYPE: EXECUTIVE LIMITATIONS
POLICY TITLE: EMERGENCY EXECUTIVE
DIRECTOR SUCCESSION (2.4)

In order to protect the Board from sudden loss of Executive Director services, the Executive Director should have a least one other staff member familiar with Board Executive Director issues and processes.

POLICY TYPE: EXECUTIVE LIMITATIONS
POLICY TITLE: ASSET PROTECTION (2.5)

The Executive Director shall review on an annual basis the asset protection measures in place for all the operations of the National Office. The Executive Director shall not allow tangible or intangible assets to be unprotected, inadequately maintained or unnecessarily risked.

Accordingly, the Executive Director may not:

1. Fail to address the repair and/or replacement of lost or damaged assets.
2. Fail to insure against liability for Board members, staff and SVdP itself in an amount at least equal to what is generally accepted by reputable underwriters, based on current market conditions and experiences, to be appropriate for comparable organizations.
3. Fail to provide insurance for loss of material amounts of funds.
4. Unnecessarily expose the SVdP, its Board or staff to claims of liability.
5. Make any purchase or execute any contract over \$10,000 without adhering to a thorough written bidding process in conformance with normal business practices.
6. Receive, process or disburse funds under controls that are insufficient to meet the Board-appointed auditor's standards.
7. Make any commitment that both exceeds 12 months duration and is outside normal operations.
8. Allow receivables to remain outstanding in excess of 90 days, without appropriate verifiable follow-up.
9. Initiate a new bank, investment or brokerage account without Board approval.
10. Invest or hold non-operating capital in a manner that conflicts with Board approved investment policy.

POLICY TYPE: EXECUTIVE LIMITATIONS

POLICY TITLE: COMPENSATION AND BENEFITS (2.6)

With respect to employment, compensation, and benefits to National Office Staff, consultants, contract workers and volunteers, the Executive Director shall not cause or allow jeopardy to fiscal integrity or public image.

Accordingly, the Executive Director may not:

1. Change his or her own compensation and benefits.
2. Promise or imply permanent or guaranteed employment or sign a contract of employment without Board approval
3. Establish compensation and benefits that deviate materially from the non-profit market for the skills employed without prior Board approval.
4. Create obligations over a longer term than revenues can be safely projected, in no event longer than one year and in all events subject to losses in revenue.
5. Establish or change pension benefits from those approved by the Board.

POLICY TYPE: EXECUTIVE LIMITATIONS
POLICY TITLE: COMMUNICATION AND SUPPORT
TO THE BOARD (2.7)

The Executive Director shall not permit the Board to be uninformed or unsupported in its work.

Accordingly, the Executive Director may not:

1. Neglect to submit monitoring data required by the Board (see policy on Monitoring Executive Director Performance) in a timely, accurate and understandable fashion, directly addressing provisions of Board policies being monitored.
2. Let the Board be unaware of relevant trends, anticipated adverse media coverage, material external and internal changes, particularly changes in the assumptions upon which any Board policy has previously been established.
3. Fail to advise the Board if, in the Executive Director's opinion, the Board is not in compliance with its own policies on Governance Process and Board-Executive Director linkage, particularly in the case of Board behavior that is detrimental to the work relationship between the Board and the Executive Director.
4. Fail to marshal for the Board as many staff and external points of view, issues and options as needed for fully informed Board choices.
5. Present information in unnecessarily complex or lengthy form or in a form that fails to differentiate among information of three types: monitoring, decision preparation, and other.
6. Fail to provide a mechanism for official Board, officer or committee communications.
7. Fail to deal with the Board as a whole except when (a) fulfilling individual requests for information or (b) responding to officers or committees duly charged by the Board.
8. Fail to report in a timely manner an actual or anticipated noncompliance with any policy of the Board.
9. Consider advice from an individual board member to be board direction.

POLICY TYPE: GOVERNANCE PROCESS**POLICY TITLE: GOVERNING STYLE (3.1)**

The members of the Board of Directors follow the principle of Christian stewardship and the spirit of the founder Blessed Frédéric Ozanam, and the patron Saint Vincent de Paul. The Board will govern with an emphasis on (a) Gospel vision of service, (b) outward vision rather than internal preoccupation, (c) Christian discernment through the respectful encouragement of diversity in viewpoints, (d) strategic leadership more than administrative detail, (e) collective rather than individual decisions, (f) future rather than past or present, and (g) proactively rather than reactivity.

Accordingly:

1. The Board will cultivate a sense of group responsibility. The Board will be responsible for excellence in governing. The Board will be the initiator of policy, not merely a reactor to initiatives. The Board will use the expertise of individual members to enhance the ability of the Board as a body, rather than to substitute individual judgments for the Board's values.
2. The Board will direct, control and inspire the organization through the careful establishment of its written policies reflecting the Board's values and perspectives. The Board's major policy focus will be on the intended long-term impacts outside the organization, not on the administrative or programmatic means of attaining those effects.
3. The Board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policymaking principles, respect of roles, and ensuring the continuance of governance capability.
4. Continual Board development will include orientation of new Board members in the Board's governance process and periodic Board discussion of process improvement.
5. The Board will allow no officer, individual or committee of the Board to hinder or be an excuse for not fulfilling its commitments.
6. The Board will evaluate its own process and performance at each meeting. Self-monitoring will include comparison of Board activity and discipline to policies in the Governance Process and Board-Executive Director Linkage Categories.
7. The Board will initiate action by motions, or adoption of resolutions.

POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: BOARD JOB DESCRIPTION (3.2)

The Board will produce written governing policies for all the activities and duties of its members. Specific outputs of the Board are aimed at ensuring organizational performance.

Accordingly:

1. The Board will produce written governing policies which at the broadest levels address each category of organizational decision:
 - a. Ends: Organizational products, impacts, benefits, outcomes, recipients, and their relative worth (what good for which recipient at what cost).
 - b. Executive Limitations: Constraints on executive authority which establish the prudence and ethics boundaries within which all executive activity and decisions must take place.
 - c. Governance Process: Specification of how the Board conceives, carries out and monitors its own task.
 - d. Board-Executive Director Linkage: How power is delegated and its proper use monitored; the Executive Director's role, authority and accountability.
2. The Board will evaluate and assure Executive Director performance (against policies in 1a and 1b, above) and take whatever action is necessary to assure the desired level of performance.

POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: AGENDA PLANNING (3.3)

To accomplish its purpose using a governance style consistent with its policies, the Board will have an annual agenda which (a) completes a re-exploration of Ends policies every two years and (b) continually improves Board performance through Board education and enriched input and deliberation. The Board will:

1. Establish an agenda for each fiscal year 30 days prior to fiscal year end. Governance education and education related to Ends determination (e.g. presentations by futurists, demographers, advocacy groups, staff, etc.) to be held throughout the year will be scheduled in the first quarter.
2. Confirm or restate "Ends" 150 days prior to the fiscal year end. Budgeting can be based on accomplishing a one year segment of the Board's most recent statement of long term Ends.
3. Attend to "consent agenda items" as expeditiously as possible (perfunctory, urgent but not time consuming).
4. Add Executive Director monitoring to its agenda if monitoring reports show policy violations, or if policy criteria are to be reviewed.
5. Evaluate Executive Director annually after a review of monitoring reports received in the last year.

POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: PRESIDENT'S ROLE (3.4)

The President assures the integrity of the Board's process and represents the Board to outside parties.

Accordingly:

1. The responsibility of the President is that the Board behaves consistently with its own rules and those legitimately imposed upon it from U.S. Council or outside organizations.
 - a. Meeting content will be only those issues, which, according to Board policy, belong to the Board to decide.
 - b. Deliberation will be fair, open, and thorough, but also timely, orderly, and kept to the point.
2. The authority of the President consists in making decisions that fall within topics covered by the Rule, Bylaws, Board policies on Governance Process and Board-Executive Director Linkage, except where the Board specifically delegates portions of this authority to others. The President is authorized to use any reasonable interpretation of the provisions in these policies.
 - a. The President is empowered to chair Board meetings with all the commonly accepted power of that position (e.g., ruling, recognizing.)
 - b. The President has no authority to make decisions about policies created by the Board within Ends and Executive Limitations policy areas.
 - c. The President represents the Board to outside parties in announcing Board-stated positions and in stating decisions and interpretations within the area delegated to her or him.
 - d. The President may delegate this authority, but remains accountable for its use.

POLICY TYPE: GOVERNANCE PROCESS
POLICY TITLE: BOARD MEMBERS' CODE OF CONDUCT (3.5)

The Board commits itself and its members to ethical, businesslike, and lawful conduct in keeping with Gospel values, including proper use of authority and appropriate decorum when acting as Board members.

Accordingly:

1. Members must represent loyalty to the interests of SVdP. Member loyalty supersedes the personal interest of any Board member when acting on an issue of conflicting advocacy or special interest group, board or staff.
2. Members must avoid conflict of interest with respect to their fiduciary responsibility.
 - a. 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.
 - b. When the Board is to decide upon an issue about which a member has an unavoidable conflict of interest, that member will abstain herself or himself without comment from not only the vote, but also the deliberation. The foregoing requirements, however, should not be construed to prevent a member of the Board of Directors from briefly stating his/her position in the matter, nor from answering pertinent questions of other members of the Board of Directors by reason of the fact that personal knowledge on the matter may be of assistance to the other members in reaching their decision.
 - c. Board members must not use their positions to obtain employment for themselves, family members or close associates. Should a member desire employment, he or she must first resign from the Board of Directors.
 - d. Members will annually disclose their involvement with other organizations, with vendors, or any other associations which might produce a conflict.
3. All Board members will sign a Conflict of Interest form.

POLICY TYPE: GOVERNANCE PROCESS**POLICY TITLE: BOARD COMMITTEE PRINCIPLES (3.6)**

Board committees, when used, will be assigned so as to reinforce the wholeness of the Board's job in keeping with the principles of the Society, and the charter given to them by the Board. The committees will respect the delegation given by the Board to the ED, and never interfere with delegation from Board to Executive Director.

Accordingly:

1. Board committees are to help the Board do its job, not to help or advise the staff. Committees ordinarily will assist the Board by preparing policy alternatives and implications for Board deliberation.
2. Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the Executive Director.
3. Board committees cannot exercise authority over staff. Because the Executive Director works for the full Board, the Executive Director will not be required to obtain approval of a Board committee before an executive action.
4. Board committees are to avoid over-identification with organizational parts rather than the whole whenever possible.
5. Committees will be used sparingly.
6. This policy applies to any group which is formed by Board action, whether or not it is called a committee and regardless whether the group includes Board members. It does not apply to committees formed under the authority of the Executive Director which are usually advisory.
7. A Board member serving as a volunteer on a committee responsible to the Executive Director shall act as if reporting to the Executive Director and shall not use Board membership to obtain any special consideration different from that of a member of the SVdP staff.

POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: BOARD COMMITTEE STRUCTURE (3.7)

A committee is a Board committee only if its existence and charge comes from the Board by resolution regardless of whether Board members sit on the committee. Board committees are those which are set forth in this policy.

The following are Board committee(s):

1. Executive Committee, if established will:
 - a. Be comprised of the officers of the Board and at the option of the President of the Board, the immediate Past-Chairperson and two (2) other Members of the Board.
 - b. Establish agendas for Board meetings and act on behalf of the Board and National Council Members between meetings subject to confirmation by the Board at its next meeting.
 - c. Assist the Board in being focused on organizational success and adherence to Ends, Executive Limitation, Governance and Board Executive Director Linkage Policies, and policy implementation and recommends policy modification or remedial action.

POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: GOVERNANCE CAPABILITY (3.8)

Because poor governance costs more than learning to govern well, the Board will invest in its governance capability.

Accordingly:

Board skills, methods, and supports will be developed in a manner aimed at being sufficient to assure governing with excellence and in accord with the mission of the Society.

1. Training and retraining will be used liberally to orient new members and candidates for membership, as well as to maintain and increase existing member skills and understandings.
2. Outside monitoring assistance will be arranged so that the Board can exercise confidential control over organizational performance. This includes, but is not limited to, fiscal audit.
3. Outreach mechanisms will be used as needed to ensure the Board's ability to listen to stakeholders' viewpoints and values.

POLICY TYPE: GOVERNANCE PROCESS
POLICY TITLE: UNITY OF CONTROL (4.1)

Only decisions of the Board acting as a body are binding on the Executive Director.

Accordingly:

1. Decisions or instructions of individual Board members, officers, or committees are not binding on the Executive Director except in rare instances when the Board has specifically authorized such exercise of authority.
2. In the case of Board members requesting information or assistance without Board authorization, the Executive Director can refuse such requests that require, in the Executive Director's opinion, a material amount of staff time or funds or are disruptive, and refer such matters to the full Board for disposition.

POLICY TYPE: GOVERNANCE PROCESS
**POLICY TITLE: ACCOUNTABILITY OF THE
EXECUTIVE DIRECTOR (4.2)**

The Executive Director is the Board's only operational link to organizational achievement and conduct of the National office, so that all authority and accountability of staff, as far as the Board is concerned, is considered the authority and accountability of the Executive Director.

1. The Board will never give instructions to persons who report directly or indirectly to the Executive Director.
2. The Board will refrain from evaluating, either formally or informally, any staff member other than the Executive Director.

POLICY TYPE: BOARD-EXECUTIVE DIRECTOR LINKAGE
POLICY TITLE: DELEGATION TO THE EXECUTIVE DIRECTOR (4.3)

The Board will instruct the Executive Director through written policies, which prescribe the organizational ENDS (goals) to be achieved, and describe organizational situations and actions to be avoided, allowing the Executive Director to use any reasonable interpretation of these policies.

Accordingly:

1. The Board will develop policies instructing the Executive Director to achieve certain results, for certain recipients at a specified cost. These policies will be developed systematically from the broadest, most general level to more defined levels, and will be called "Ends policies".
2. The Board will develop policies, which limit the latitude the Executive Director may exercise in choosing the organizational means. These policies will be developed systematically from the broadest, most general level to more defined levels, and they will be called "Executive Limitations policies."
3. As long as the Executive Director uses *any reasonable interpretation* of the Board's Ends and Executive Limitations policies, the Executive Director is authorized to make all decisions, take all actions, establish all practices and develop all activities.
4. The Board may change its Ends and Executive Limitations policies, thereby shifting the boundary between Board and Executive Director domains. By doing so, the Board changes the latitude of choice given to the Executive Director. But as long as any particular delegation is in place, the Board will respect and support the Executive Director's choices.

POLICY TYPE: BOARD-EXECUTIVE DIRECTOR LINKAGE
POLICY TITLE: MONITORING EXECUTIVE
DIRECTOR PERFORMANCE (4.4)

Systematic and rigorous monitoring of Executive Director job performance will be measured solely against the only expected Executive Director job deliverables: organizational accomplishment of Board policies on Ends and organizational operation within the boundaries established in Board policies on Executive Limitations.

Accordingly:

1. Monitoring is simply to determine the degree to which Board policies are being met. Data, which do not do this, will not be considered to be monitoring data.
2. The Board will acquire monitoring data by one or more of three methods: (a) by internal report, in which the Executive Director discloses compliance information to the Board, (b) by external report, in which an external, disinterested third party selected by the Board assesses compliance with Board policies, and (c) by direct Board inspection, in which a designated member or members of the Board assess compliance with the appropriate policy criteria.
3. In every case, the standard for compliance shall be *any reasonable Executive Director interpretation* of the Board policy being monitored.
4. All policies, which instruct the Executive Director, will be monitored at a frequency and by a method chosen by the Board. The Board can monitor any policy at any time by any method, but will ordinarily depend on a routine schedule.

<u>Policy</u>	<u>Method</u>	<u>*Frequency</u>
Treatment of People	Internal	Annually
Financial Planning/Budgeting	Internal	Quarterly
Financial Condition & Activities	Internal/External	Quarterly
Emergency Executive Director Succession	Internal	Annually
Compensation & Benefits	Internal	Annually
Communication & Support	Direct Inspection	Annually
Asset Protection	Internal/External	Annually
(Any other policies that are developed)		

*Dates established annually by the board

POLICY TYPE: BOARD-EXECUTIVE DIRECTOR LINKAGE
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Resolution

Society St. Vincent de Paul, Inc.
2009 Annual Board of Directors Meeting
September 2, 2009

A Resolution Governing an Ends Statement for the National Council of the United States

Whereas, the Mission of the Society of St. Vincent de Paul is *“Inspired by Gospel values, the Society of St. Vincent de Paul, a Catholic lay organization leads women and men to join together to grow spiritually by offering person-to-person service to those who are needy and suffering in the tradition of its founder, Blessed Frédéric Ozanam, and patron, St. Vincent de Paul. As a reflection of the whole family of God, Members, who are known as Vincentians, are drawn from every ethnic and cultural background, age group, and economic level. Vincentians are united in an international society of charity by their spirit of poverty, humility and sharing, which is nourished by prayer and reflection, mutually supportive gatherings and adherence to a basic Rule. Organized locally, Vincentians witness God’s love by embracing all works of charity and justice. The Society collaborates with other people of good will in relieving need and addressing its causes, making no distinction in those served because, in them, Vincentians see the face of Christ.”* And

Whereas, the Mission of the National Office of the Council of the United States is *“Imbued with the spirit and tradition of the Society’s patron, St. Vincent de Paul, and its founder, Blessed Frédéric Ozanam, the Office of the National Council of the United States of the Society of St. Vincent de Paul conducts the business of the Society as directed by the national President. The office provides communication, services and support to the Society’s officers, National Council Members, regional Vice Presidents, National Committees, as well as to Councils, Conferences and individual members who offer hands-on-service to the poor and needy. The National Council Office supports the active role of the Society’s membership in the promotion and collaboration of the Vincentian Family in its quest for economic and social justice and the elimination of poverty in the United States and the world.”* And

Whereas, the three Essential elements of the Society of St. Vincent de Paul are Spirituality, Friendship and Service, therefore be it

Resolved that the Board of Directors approves and recommends to the National Council Members the adoption of the Draft Ends Policies for the National Council:

- 1.1 Spirituality
- 1.2 Friendship
- 1.3 Service

The category of this Resolution is **National Council Governance**
Resolution number: 9/2/2008/9 74

ENDS POLICY 1.1 SPIRITUALITY

The National Office will facilitate the Spiritual Growth of the members.

Accordingly: Develop, produce, distribute and facilitate Spiritual Formation and Leadership Formation concepts, programs and projects to all members of the Society of St. Vincent de Paul based on current Catholic Social Teaching, our Vincentian Charism and Best Practices in the areas of formation and training.

ENDS POLICY 1.2 FRIENDSHIP

The National Office will create the means for Councils and Conferences to be mutually supportive communities of faith and friendship.

Accordingly:

1. Develop, produce and distribute and facilitate programs that guide all members, Councils and Conferences to be in 100% compliance with the Rule, By Laws and Policies and traditions of the Society of St. Vincent de Paul,
2. Develop produce and distribute and facilitate information and materials on "Good Governance Practices" to members, Council and Conference leadership.
3. Develop, produce, distribute and facilitate materials and programs that encourage members to engage in spiritual growth and a willingness to follow the Rule
4. Develop, produce and distribute and facilitate materials and programs that help members to increase and enhance the sense of mutual friendship with each other and those we serve.

ENDS POLICY 1.3 SERVICE

No work of Charity or Justice is Foreign to the Society.

Accordingly the National Office will:

1. Develop, produce, distribute and facilitate materials and information that assists members, Councils and Conferences to discover the means to carry out the Mission of Charity.
2. Develop, produce, distribute and facilitate materials and information that assists members, Councils and Conferences to discover the means to carry out the mission of justice.