

**SOP # 4** **Revision:** 4-24-13, 8-26-15  
**Effective Date:** 9-15-10

**Prepared by:** Bylaw/Policy & Procedures Comm.  
**Approved by:** Board of Directors

**Title:** **SANTA ROSA PLATEAU FOUNDATION (SRPF) – BOARD GOVERNANCE**

**Policy:** These policies and procedures will serve as guidelines for Board Governance including officer responsibilities and the establishment and function of the following standing and ad hoc committees: Executive and Personnel, Bylaws/Policies and Procedures, Budget and Finance, Membership, Fund Development, Board Development, and Education.

**Purpose:** To define officer responsibilities; to identify and define the purpose and authority of each committee in an effort to maximize Board efficiency.

**Scope:** The following policies and procedures apply to officers and committees enumerated in this policy.

## **1.0 OFFICER RESPONSIBILITIES**

### **A. President**

1. The President must have served on the Board of Directors for one (1) year prior to becoming President.
2. The President of the Board will generally supervise and direct the activities and affairs, and the officers of the SRPF.
3. The President presides over Board meetings and is responsible for maintaining agenda integrity and keeping meetings focused.
4. The President will serve as the Chairperson of the Executive and Personnel Committees and will sit on the Budget and Finance Committee.
5. The President will serve as a community liaison on behalf of the SRPF.
6. The President will ensure that all Board members adhere to the SRPF Mission, Bylaws, Policies and Procedures.

### **B. Immediate Past- President**

1. The purpose of the position is to provide continuity in the management of the affairs of the SRPF.
2. Subject to the control and supervision of the Board, the Immediate Past President will remain on the Executive Committee as a member for at least one year; remain on the Board as a Director; and will be available to advise the President and Vice President on the business affairs of the SRPF.
3. The Immediate Past-President or Vice President may preside at Board or Executive Committee meetings and have such other powers and duties as may be prescribed by the Board or the Bylaws.

C. Vice President.

1. The Vice President will assist the President with all affairs of the SRPF.
2. The Vice President must have served on the Board as a Director for one (1) year and will be expected to succeed the President if approved by a majority vote of the Board.
3. The Vice President will preside over the Board and the Executive Committee in the absence of the President and will have such other powers and perform such other duties as may be prescribed by the Board or these Bylaws.

E. Chief Financial Officer (CFO)

1. The CFO, with the Treasurer, is responsible for maintenance of adequate and correct books and accounts of the properties and transactions of the SRPF.
2. The CFO is responsible for reconciling the SRPF's monthly financial activity with bank statements and submitting said reconciliation to the SRPF's certified public accountant for approval.
3. The CFO prepares and presents the monthly and annual financial reports at Board meetings and advises other Board members on budgeting processes.
4. These reports will include, but not be limited to, "after-event" reports for all fund raising activities.
5. The CFO will advise the Executive Director and other Board members on the annual budget preparation and review process.
6. The CFO will cause all obligations and payable amounts of the SRPF to be met and/or paid in a timely manner. Reports of expenditures will be part of the monthly and annual financial reports to the Board.
7. The CFO will serve on the Budget and Finance Committee and may also serve as Chair/Vice-Chairperson.
8. The CFO will review and sign the annual IRS 990 form.

F. Treasurer

1. The Treasurer and/or the CFO will keep and maintain adequate and correct books and accounts of the properties and transactions of the SRPF.
2. The Treasurer and/or the CFO will compile and make deposits of all monies in the name and to the credit of the SRPF. The revenue and investment activities will be made part of the monthly and annual financial reports to the Board.
3. The Treasurer and the CFO will maintain regular communication with the SRPF's certified public accountant and Executive Director.
4. The Treasurer and/or the CFO will provide any additional information to the Board as requested.

G. Secretary

1. The Secretary will take minutes of Board meetings, write up the meeting minutes and post them to the SRPF website. The Secretary will be responsible for retrieving this information when requested.

2. The Secretary will assist the President in maintaining agenda integrity and keeping meetings focused.
3. The Secretary may be called upon to prepare correspondence on behalf of the Board, sign corporate papers and perform the duties of Board historian.
4. The Secretary is responsible for maintaining the corporate minute's book and Corporate Seal and for insuring that copies of all Board minutes are filed accurately and consistently at the SRPF's office for review availability.
5. The Secretary will ensure that all Board Resolutions are kept in the Corporate Minute's Book.

## **2.0 Forming Standing Committees**

- A. Each Standing Committee works for and under the direction of the Board of Directors. No committee including ad hoc acts independently of Board authority.
- B. All Standing Committees with the exception of the Executive Committee may include someone who is not a Director, but must be a member in good standing of the SRPF.
- C. Each Board member is expected to join at least one Board committee. Once appointed to or having volunteered for a committee, a Director will serve on the committee for one full year.

## **3.0 Standing Committees**

- A. The following named committees once formed will be the permanent standing committees, with the Executive Director being an ex officio member of all Board committees:

## **4.0 Executive Committee**

- A. The SRPF is authorized in its Bylaws to form an Executive Committee to function on behalf of its Board of Directors in emergencies and/or interim situations. However, the SRPF's Bylaws limit the power of the Executive Committee to circumvent the responsibility and authority placed on the Board of Directors.
- B. Functions of the Executive Committee include, but are not limited to, the review and/or preparation of Board meeting agendas to ensure all matters coming before the Board are relevant and appropriate. Other responsibilities include the interpretation of Board policies to staff, the overseeing of policy implementation, and the referring of questions to other committees or to the full Board. In emergency and/or interim situations the Executive Committee's activities will be recorded and included in the Corporate Minute's Book by the Board Secretary.
- C. The Executive Committee will include the officers of the Board and the Executive Director. Executive Committee meeting schedules are posted to the SRPF web site calendar prior to being held and are open to attendance by any Director. The immediate past president, assuming the person remains on the Board of Directors, will also serve on the Executive Committee. Other Directors may be appointed to the Executive Committee in order to ensure representation of the full Board.

Executive Committee membership will always be in compliance with state statutes governing membership qualifications.

D. The Executive Committee will also serve as the Personnel Committee

1. The Personnel Committee reviews policies and procedures regarding the SRPF's hiring and firing practices, salaries, benefits, working hours, and working conditions. While the full Board actually hires the Executive Director, the Personnel Committee will recruit, screen, interview Executive Director applicants, makes recommendations concerning the top candidates, and evaluates the Executive Director's performance. The Personnel Committee is not responsible for hiring staff that supports the Executive Director.
2. Other responsibilities include:
  - a. Reviewing personnel policies
  - b. Updating the Board on future personnel requirements
  - c. Reviewing new staff positions, terminations, resignations, and staff personnel issues

## **5.0 Bylaws/Policies and Procedures Committee**

- A. The Bylaw/Policies and Procedures Committee will serve to provide an operations framework for the SRPF that is compliant with California Nonprofit Corporation law and with the Federal Sarbanes-Oxley Act.
- B. This Committee will consist of at least two Board members and the Executive Director. The Committee may also, if deemed necessary, seek the consultation and guidance of an expert in the field of organizational development and non-profit governance.
- C. Each Board member will familiarize themselves with State and Federal laws applicable to California Nonprofit Corporations and will have a sound working knowledge of the SRPF's current Bylaws and Policies and Procedures.
- D. Major Bylaw and Policy recommendations emerge from this committee. Such recommendations will be formally brought to the SRPF's Board of Directors for discussion, refinement and approval.
- E. The Board of Directors may likewise recommend Bylaw and policy changes. It is the responsibility of this committee to review and confirm that said changes conform to applicable law. Those changes will be incorporated into the Bylaws and Policies and Procedures for presentation to Board for vote of approval.
- F. Other responsibilities include assisting with Board education programs.

## **6.0 Budget and Finance Committee**

- A. The chief responsibility of the Budget and Finance Committee is to oversee the SRPF's finances and assets, including the allocation of its total resources.

- B. Conditional upon timely receipt from CPA, this Committee will review monthly financial reports prior to the regularly scheduled Board meeting.
- C. The accuracy of the Foundation's financial records is the responsibility of this committee, which ensures that the Foundation's bookkeeping practices are in accordance with standard accounting procedures for nonprofits.
- D. Other responsibilities will include:
  1. Review of investment policies followed by the agency.
  2. Evaluation and recommendation as to the independent certified public accountants who will perform the audit when required.
  3. A meeting with the auditor before and after the audit.
  4. Assist with the development of the SRPF's annual budget and special project budgets and make recommendations regarding these budgets to the Board.
- E. Committee members will meet at least quarterly to evaluate the SRPF's sources of revenues, income structure, investments, assets, and liabilities position, making policy change recommendations when appropriate.
- F. Members will include the Board Budget and Finance Chairperson, an accountant familiar with non-profit accounting principles, the Executive Director, Board President, Fund Development Committee Chair and other Board members with appropriate experience and knowledge. Subcommittees may be established for functions such as property and facility management, portfolio investments, or endowment management.

## **7.0 Fund Development Committee**

- A. The Fund Development Committee is responsible for reviewing current fund raising activities and generating fund raising proposals for approval by Board of Directors.
- B. Scope of work:
  1. Reviews and oversees of all internal and external fundraising proposals to ensure compliance with the SRPF's Policies and Procedures and State of California Non-Profit Law.
  2. Helps nurture a culture of philanthropy throughout the SRPF ensuring that all donors of time and money are valued and respected.
  3. Ensures that the Board of Directors individually and collectively are adequately informed and educated about the basic principles and best practices of fund development including the importance of maintaining a fundraising focus that is in alignment with the SRPF's mission.
  4. Recommends budgetary fundraising goals through annual strategic planning, devises an annual fund development plan, and recommends fundraising benchmarks for the Board.

5. Helps train the Board in effective ways of articulating and implementing certain fundraising activities.
6. Establishes Sub-Committees to carry out specific fund raising activities.

## **8.0 Membership Committee**

- A. The membership program is a permanent fund raising vehicle of the SRPF. The Membership Committee is therefore responsible for promoting the SRPF membership retention and growth. This Committee will oversee the development and implementation for board approval a membership marketing plan to include membership events, materials and data base management.
- B. This Committee is made up of Board members and may include non-Board members. All Committee work is done in partnership with the Executive Director.
- C. The Executive Director acts in the capacity of liaison between the Membership and Fund Development Committees.
- D. Scope of work:
  1. Meets an estimated 6 times per year.
  2. Conducts at least annually an extensive membership drive.
  3. Ensures that communications with members are regular, consistent and contain reminders to renew and/or upgrade their membership and encourages recruitment of new members.
  4. Nurtures a culture of philanthropy throughout the organization and ensures that all members are recognized and valued.
  5. Ensures that the Board of Directors individually and collectively are adequately informed and educated regarding efforts to maintain, cultivate and recruit membership.
  6. Establishes and formulates membership goals through annual strategic planning, devises an annual membership action plan, and recommends membership benchmarks for the Board.

## **9.0 Education Committee**

- A. Providing environmental education programs is the core purpose of the SRPF doing business as Santa Rosa Plateau Nature Education Foundation (SRPNEF). The Education Committee's purpose is to review, evaluate, recommend and monitor new and existing programs and services that encompass research, education, and preservation activities in support of the mission of the SRPF.
- B. Scope of Work:
  1. Board president to serve as chair of committee consisting of 3 or 4 board members preferably with education/teaching background (may include a non-board member).

2. Reviews ideas that may be integrated into grant requests.
3. Initiates discussions with the Board and solicits Board members' input regarding direction and implementation of the SPRF's programs.
4. Maintains inventory of program equipment and materials.
5. Has at least one committee member in attendance at all habitat program planning meetings.

## **10.0 Ad Hoc Committees**

- A. Ad hoc committees are formed by the Board or a Standing Chair for a specific purpose for a short period of time.
- B. The Strategic Planning Committee is an ad hoc committee composed of the Executive and Budget and Finance Committees partnering with the Executive Director. This Committee is responsible for planning and determining near and long-range goals and objectives for recommendation to the SRPF Board of Directors.