

Title: SANTA ROSA PLATEAU FOUNDATION (SRPF) - BOARD DEVELOPMENT

Policy: The SRPF recognizes that Board leadership and succession planning is crucial to the success of the SRPF. To that end, a standing Board Development committee will serve to handle the recruitment and screening processes associated with vacancies, officer elections and on-going development of the Board of Directors.

Purpose: To ensure that all necessary considerations are taken in regard to the SRPF's programs and goals during the appointment of new Board members, and to adequately vet and prepare Board candidates who are willing and able to fulfill the SRPF's mission, goals and objectives.

Scope: The following procedures apply to all Board appointments, including Board member replacements, Board expansion and reapplications for continued Board membership.

Procedure:

1.0 BOARD APPOINTMENTS

- A. The Board Development Committee will recommend appointments to the Board of Directors during a full meeting of the Board.
- B. A written nomination form will be reviewed by the Board Development Committee and will be distributed to the Board of Directors prior to discussion of the nomination. This form will include information regarding the nominee's occupation, skills, residency, marital/family status, current and previous Board participations and experiences, and committee interests
- C. The Board Development Committee Chairperson will lead a discussion of the information on the nominating form, and be responsible for providing additional information requested by Board members.
- D. Upon close of discussion, the Board President will ask for a formal nomination. The nomination must be seconded, then a vote will be taken.
- E. The Board Development Committee will be responsible for notifying the nominee, by letter, regarding the outcome of the vote, within one week of the appointment unless the nominee is present at time of appointment.

2.0 APPLICATION FOR CONTINUING BOARD MEMBERSHIP

- A. Three months before completion of a one or two-year term as applicable, a Director desiring to be retained on the Board should complete an application for continuing Board membership. The application should be submitted to the Board Development Committee for review, according to a pre-defined list of factors, which will include, but not be limited to, the following:

1. Attendance - Committee and Board meetings
 2. Participation/contribution
 3. Representative needs of the Board and the SRPF
- B. Upon successful review, a recommendation for written vote of approval should be made by the Board Development Committee at the following full Board meeting. The approved Director nominee will then be included on the slate of candidates to be voted for by the SRPF members at the annual meeting concurrent with the completion of the Director's term.

3.0 VACANCIES

- A. Any vacancy occurring on the Board and any Directorship to be filled because of an increase in the number of Directors will be filled in the same manner as stated in Section 1.0 BOARD APPOINTMENTS of this policy. A Director appointed to fill a vacancy will fill the unexpired term of his or her predecessor.
- B. Vacancies may be created by the death, resignation, permanent departure from the community, or prolonged neglect, chronic absenteeism or tardiness of the Board member.
- C. Per the Bylaws a Director may request a three month leave of absence with the Directorship held vacant until the Director returns to or resigns from the Board. The request is to be submitted to the Board Development Committee for discussion with subsequent approval to be given by the full Board of Directors.
- D. Directors may resign at any time, but will remain liable for acts committed or approved before resignation. A resignation may be retracted at any time before the Board accepts it.

4.0 ELECTION OF OFFICERS

- A. Board officers will be elected by the Directors each year at the first Board meeting following the SRPF's annual meeting.
- B. Each Director maintains the right to nominate a fellow Board member for office. All nominations should be submitted to the Board Development Committee four weeks prior to the meeting at which the election will take place.
- C. Board Development Committee members will meet with each nominee to determine the nominee's willingness to accept the position, should they be elected. The committee will then present for Board vote the slate of recommended officers at the first Board meeting following the annual meeting.
- D. If, for any reason, an elected officer cannot fulfill the duties of the office for the entire year, Board members will once again be asked to submit nominations. The Board Development Committee will have two weeks to meet with each nominee to determine the nominee's willingness to accept the position, should they be elected. The nominee will be submitted for election by the Directors at the next meeting.

5.0 BOARD DEVELOPMENT COMMITTEE

- A. The Committee will consist of a Chairperson who is a Board member and at least two other Board members. The Committee may also include one non-Board member. Any Board member on the Committee who is up for re-election will absent themselves from any discussion pertaining to their application for re-election. The President may not serve on this committee. The Executive Director can submit candidates to the committee for consideration and provide staff/clerical support as requested by the committee.
- B. The Board Development Committee is responsible for maintaining a current file of prospective Board members to be presented to the Board and for screening Directors, from general membership and from the public.
- C. The Chairperson of this committee will speak with each candidate to confirm the candidate's interest in serving as a Board Director. Committee members will then interview prospective Board members before presentation to the Board. One applicant will be selected for any vacancy. If the committee agrees to recommend the applicant, by at least majority vote, the name will then be brought before the full Board for approval.
- D. The Board Development Committee is also responsible for screening and processing candidates who will fill vacancies as the result of a current Director choosing not to stand for re-election at the time of the Board's annual meeting. If the committee agrees to recommend the candidate, by at least a majority vote, the name will be submitted to the Board for approval. The approved candidate will be included on the slate to be voted on by the SRPF membership at the annual meeting. The annual meeting notices sent to members will include the slate of Nominees.
- E. The committee will be responsible for maintaining the correct balance of representation in regards to professions, age, gender, ethnic groups, special interest groups, etc. Per the SRPF's Bylaws the Board of Directors is to consist of at least two (2) Directors who are Docents with the remaining number of Directorships available to non-Docents. The recommended candidate must demonstrate a commitment and appreciation for the Santa Rosa Plateau Ecological Reserve, the natural environment and the mission of the Santa Rosa Plateau Foundation; and must possess a skills, talents, and/or community affiliations that will benefit the Board of Directors and the SRPF.
- F. The chairperson or designee will send a letter to applicants notifying them of the committee's decision to accept or reject their application.
- G. It is the responsibility of this committee to review attendance of members at regular Board meetings and recommend any necessary action to maintain or remove a Director from the Board because of absenteeism.

H. Other responsibilities include:

1. Along with the Bylaw/Policy and Procedures Committee, providing orientation to new Board members
2. Assisting with the annual Board meeting
3. Monitoring the status of each Board member to advise them when their terms of office are complete or when they are eligible for reappointment

6.0 RESIGNATION/REMOVAL FROM BOARD

- A. Per the SRPF's Bylaws the Board of Directors, by a two-thirds vote of a Board quorum, may suspend or expel any Director upon evidence of material violation of the Bylaws, public laws, or any regulations or practices of the SRPF.
- B. The Director in question will be entitled to state his or her case to the Board before such action is taken.
- C. It is acknowledged that such removals are subject to review by the courts. All legal procedures outlined by state laws will be adhered to during the removal or suspension.

7.0 ATTENDANCE RECORDS

- A. Board members are required to attend a minimum of eight Board meetings between July 1 and June 30 of each business year, or agree to forfeit their Board seat. To ensure that the statutory standards of care for Board Directors are met, it is critical for Board members to be informed, and this requires regular attendance at Board meetings. Board attendance records are to be kept by the Board Secretary and instances of minimum attendance short fall will be brought to the Board Developments attention by the Secretary.
- B. A Board member can attend a regular Board meeting by telephone only twice per year, and new Board members can attend by telephone only after they have been to at least three Board meetings in person.
- C. Committee chairpersons are responsible for maintaining attendance records and notes of their committee's meetings. Committee members are expected to attend a minimum of two-thirds of committee meetings held between July and June.
- D. The Board Development Committee will be responsible for reviewing attendance records and bringing notice to the Executive Committee for further action.

