

# Oregon Tilth

## Board Governance Process

### **POLICY TITLE: G-1 Board Expectations**

DATE OF ADOPTION: 06-23-2013

DATE OF REVISION: 04-18-2016

---

*All board members will meet the three 'duties of trust' required for nonprofit board service:*

*a) Due Care--acting with common sense and informed judgment*

*b) Loyalty to the Organization--promoting the organization's public purpose rather than private interest*

*c) Obedience to the Law--following the organization's governing documents and complying with all state and federal laws that relate to the organization.*

G-1.1 Each board member must support the values and mission of Oregon Tilth, as contained in the "Who We Are" section of the Strategic Plan, un-conflicted by loyalties to staff, other organizations and any personal interest.

G-1.2 Board members must be a member in good standing of Oregon Tilth.

G-1.3 Board members are expected to attend all board meetings, the general membership meeting and other Oregon Tilth events as suggested by the board and when possible.

G-1.3.1 Board members will review all materials necessary for board discussion and votes.

G-1.3.2 The Board President will be informed ahead of time if a board member cannot attend a meeting.

G-1.3.3 Missing more than one meeting in a year is disruptive to the flow of the board work. Board members will be held accountable for attendance by the Board President.

G-1.4 Board members must avoid conflict of interest in any transaction or decision where the board member stands to receive a benefit or gain from the Oregon Tilth decision. This includes avoiding actual conflicts of interest as well as perceptions of conflicts of interest.

G-1.4.1 When an unavoidable conflict of interest arises, board members will excuse themselves from participation in any discussion and/or vote on that topic.

- G-1.4.2 To apply for employment with Oregon Tilth, a board member must first resign from the board.
- G-1.5 Board members may not attempt to exercise individual authority over the organization unless it is authorized by the Board.
  - G-1.5.1 The same limitation applies to board members' interaction with public, press or other entities, except to repeat explicitly stated board decisions.
  - G-1.5.2 Board members will support board decisions, irrespective of the member's personal position on the issue.
  - G-1.5.3 Board members will not express individual judgments of employees.
- G-1.6 Board members will respect the confidentiality of Oregon Tilth especially on any issue of a sensitive nature.
- G-1.7 Board members serve as ambassadors for Oregon Tilth, supporting, promoting and advocating for organic practices whenever possible.

# Oregon Tilth

## Board Governance Process

**POLICY TITLE: G-2 Board Responsibilities**

DATE OF ADOPTION: 06-23-2013

DATE OF REVISION: 04-18-2016

---

*The Oregon Tilth Board of Directors has legal, fiscal, and policy making responsibility for the organization. In addition, as a membership non-profit, the Board is responsible for nurturing the link between the membership and the operational organization. A highly functioning Board is critical to the performance of the organization and each Board member has an obligation to ensure the Board performs effectively by fulfilling his or her individual commitments to the Board.*

- G-2.1 The Board shall create governing policies that address the broadest levels of all organizational decisions including:
  - G-2.1.1 With input from the staff, the board establishes the vision, mission, core values and strategic direction of the organization (what benefits shall be provided, for whom, and at what cost).
  - G-2.1.2 The board creates policies called the Board Governance Process that specifies how the board conceives, carries out and monitors its task of governance.
  - G-2.1.3 The board creates policies called Board-Management Policies that specify how power, authority and accountability is delegated to the Executive Director and monitored through Executive Limitation Reports and an annual evaluation.
  
- G-2.2 The board monitors its governing policies annually through board monitoring reports and an annual self-evaluation of its performance.
  
- G-2.3 The board provides oversight of Oregon Tilth's strategic performance by setting performance and financial targets through the strategic plan and the budget; and measuring and monitoring organizational performance against these targeted outcomes.
  
- G-2.4 The board selects, oversees and evaluates the Executive Director who manages staff and the operations of Oregon Tilth. Their performance is monitored through Executive Limitations which provides constraints on executive authority and assures executive performance. The details of the annual evaluation process for the E.D. are in the Board-Management Policy.
  
- G-2.5 The board has fiduciary responsibility for Oregon Tilth. It exercises this responsibility by approving budgets and monitoring financial reports quarterly.

- G-2.5.1 The board ensures an annual independent audit of the financial statements.
  - G-2.5.2 The board provides thorough and timely reviews of executive requests for unbudgeted purchases over \$10,000.00.
  - G-2.5.3 The board creates and monitors an investment policy that ensures responsible fiscal management of invested assets.
  - G-2.5.4 The board creates a Finance Committee to help monitor all aspects of financial performance.
- G-2.6 The board is responsible for seeing that membership and our constituencies are inspired to support Oregon Tilth. We encourage and assure effective communication between the organization and its external constituency from which it derives its purpose.
- G-2.7 The board's legal responsibility is carried out through its Bylaws and Articles of Incorporation which are reviewed periodically and revised as necessary.

# Oregon Tilth

## Board Governance Process

### **Policy Title: G-3 Annual Board Planning**

DATE OF ADOPTION: 06-23-2013

DATE OF REVISION: 06-09-2016

---

*To accomplish its responsibilities, the Oregon Tilth Board will engage in annual planning and evaluate its performance each year based on a calendar year.*

- G-3.1 Annual Planning
  - G-3.1.1 The board will actively participate in strategic planning and plan updates as required by the planning cycle.
  - G-3.1.2 The board uses a board calendar to plan meeting dates, schedule monitoring reports of Executive Limitations, Governance and Board-Management Delegation policies.
    - G-3.1.2.1 The calendar will also include a schedule of:
      - substantive issues to be discussed/decided,
      - committee meetings and content responsibilities
      - annual membership meeting
      - board elections
      - annual budget process
      - strategic plan updates
      - time for discussion of governance process improvement
  
- G-3.2 Training and Evaluation
  - G-3.2.1 The board will hold itself accountable to each other, the staff and the membership by complying with all Governance policies through an annual evaluation.
  - G-3.2.2 The board will have a reporting schedule for monitoring all Board Management Delegation and Governance policies
  - G-3.2.3 The board will review its performance on all reports at the end of the year.
  - G-3.2.4 The board will report on its performance at the annual General Membership Meeting each year.
  
- G-3.3 The board commits to having an annual training to ensure understanding of policies in use and other trainings as needed.
  
- G-3.4 The entire board is responsible for the orientation of new board members in governance policies.

# Oregon Tilth

## Board Governance Process

**Policy Title: G-4 Board President's Role**

DATE OF ADOPTION: 06-23-2013

DATE OF REVISION: 06-19-2016

---

*The Board President is a specially empowered officer of the board of directors that assures the integrity of the board's governance process. The Board President has special responsibilities that include:*

- G-4.1 The Board President will facilitate board meetings so that deliberation will be professional, respectful, fair, open and orderly with a balance of timeliness and progress on agenda.
  - G-4.1.1 The Board President will meet with the E.D. to develop the agenda and will also get input from other board members about agenda items.
  - G-4.1.2 The Board President can delegate the board facilitation responsibility to another board member as needed.
  
- G-4.2 The Board President will initiate the annual E.D. evaluation in keeping with the process as outlined in the Board-Management Delegation Policy.
  
- G-4.3 The Board President may act as a sounding board on operational issues from the E.D. If this needs to occur, it is understood that this does not change decision-making on governance of the board or the board policy of a unified voice.
  
- G-4.4 The Board President is the primary link to the full board regarding board policy issues.
  
- G-4.5 The Board President, in collaboration with the Board Secretary, initiates the annual board evaluation in keeping with the process as outlined in Governing Style policy.
  
- G-4.6 The Board President has no authority to make governance decisions on their own without consulting the full board.
  - G-4.6.1 The Board President will consult with the Executive Committee for decision-making in emergency situations.

# Oregon Tilth

## Board Governance Process

### **Policy Title: G-5 *Board Treasurer's Role***

DATE OF ADOPTION: 06-23-2013

DATE OF REVISION: 06-19-2016

---

*The Board Treasurer is an officer of the Board of Directors and serves as the chief financial and accounting officer. The Board Treasurer specifically carries out the following:*

- G-5.1 The Board Treasurer is the chair of the board's finance committee.
  - G-5.1.1 The Board Treasurer ensures that monthly and quarterly financial reports are reviewed and reported to the board.
  - G-5.1.2 The Board Treasurer ensures that an annual audit is performed and all tax filings are accurate and submitted on time.
  - G-5.1.3 The Board Treasurer ensures that the investment portfolio is regularly reviewed and that its status is reported to the board.
  
- G-5.2 The Board Treasurer ensures that internal controls are maintained to safeguard the integrity of the fiscal system.
  
- G-5.3 The Board Treasurer ensures that the organization's *Fiscal Policies and Procedures Manual* is reviewed annually and updated as needed.

# Oregon Tilth

## Board Governance Process

### **Policy Title: G-6 Board Secretary Role**

DATE OF ADOPTION: 06-23-13

DATE OF REVISION: 06-19-16

---

*The board secretary is an officer of the board of directors and serves to ensure the integrity and availability of the organization's ruling documents and the board's governing documents.*

- G-6.1 The board secretary ensures that all organizational and corporation documents and filings are accurate and timely.
- G-6.2 The board secretary ensures that board meeting minutes are accurately recorded and maintained. The minutes will be easily available to all board members.
- G-6.3 The board secretary is responsible for ensuring that the policy register is accurate and current.
- G-6.4 The board secretary assists the Board President in the annual E.D. evaluation and board self-evaluation by compiling documents and reports.
- G-6.5 The board secretary ensures that notices of board of director meetings are made known as required.
- G-6.6 The board secretary is responsible for the annual election process for board elections by the membership, including the voting mechanism and the process by which voting results are tallied.
- G-6.7 The board secretary ensures that the mechanism the board uses for shared documents is maintained with current documents that are easily accessed by all board members.



# Oregon Tilth

## Board Governance Process

**POLICY TITLE: *G-7 Board Committee Principles***

DATE OF ADOPTION: 06-23-13

DATE OF REVISION: 08-18-16

---

*Board committees are used regularly to help conduct board activities and are given responsibility for projects that are reported back to the full board helping it perform its duties.*

Accordingly:

- G-7.1 Committees will assist the board by doing research, preparing policy revisions and discussing implications for board decisions. All decisions on committee activities and proposals are made by the full board.
- G-7.2 Board committees speak for the full board only when formally given such authority for specific and time-limited purposes.
- G-7.3 Staff is used to support the work of board committees. Board committees do not exercise authority over staff or operations of the organization.
  - G-7.3.1 Committee meeting notes, documents, and/or activities will be reported to the full board at the next scheduled board meeting. Committees will conduct their meetings in a manner that follows the same protocols as full board meetings regarding notice, quorum and voting requirements.
- G-7.4 Each committee will develop an annual work plan which will be documented in the annual board calendar.
- G-7.5 All committee members will respect the confidentiality of Oregon Tilth especially on any issue of a sensitive nature.

# Oregon Tilth

## Board Governance Process

### **POLICY TITLE: G-8 Board Committee Structure and Responsibilities**

DATE OF ADOPTION: 06-23-13

DATE OF REVISION: 08-18-16

---

*All board committees only serve the full board, regardless whether board members sit on the committee.*

- G-8.1 The board appoints committees and the committees name the chair of each committee. Each committee shall include at least two board members and may have members that are not on the board. All committee members have the right to vote on motions at committee meetings.
  
- G-8.2 Board Committees
  - G-8.2.1 The **Executive Committee** consists of the President, Secretary and any other directors appointed by the board. It has the power to exercise all authority of the board when it is authorized by the full board or in the rare case of an emergency.
  - G-8.2.2 The purpose of the **Finance Committee** is to monitor the financial condition of the organization, its investment portfolio and its annual audit.
  - G-8.2.3 The purpose of the **Board Recruitment and Enhancement Committee** is to ensure a strong and diverse board through outreach, education and mentorship by recruiting and onboarding new board members, assessing the board's training needs and arranges for training as needed. The committee assists staff in planning the Annual Membership Meeting.
  - G-8.2.4 The purpose of the **Board Governance Committee** is to ensure the board develops and complies with internal governance policies. The committee also reviews the bylaws periodically for relevance.
  - G-8.2.5 The purpose of the **Membership Advisory Committee** is to offer representatives of the membership an opportunity to have input to the board. It also serves as a mechanism for the board to solicit input from the membership.
  
- G-8.3 Each committee will evaluate its work annually and review and revise its Job Description as needed.
  - G-8.3.1 Committee evaluation, performance, and job description revisions will be reported to the full board.

# Oregon Tilth

## Board Governance Process

### **POLICY TITLE: G-9 Investment in Governance and Leadership**

DATE OF ADOPTION: 06-23-13

DATE OF REVISION: 08-18-16

---

*Oregon Tilth believes in investing in the skills and expertise of its board in fulfilling its board duties, but we also will be prudent in our expenditures to do so. The board will invest in its governance capacity because poor governance costs more than learning to govern well, the board will invest in its governance capacity.*

- G-9.1 The Board Recruitment and Enhancement committee is responsible for annual monitoring of the board's performance and prescribing training as needed. Outside consultants may be arranged to ensure confident assessment and board training.
  - G-9.1.1 Strategic planning, policy governance training, and other relevant issues will be priorities.
  - G-9.1.2 Participation at conferences, meetings and workshops will be included in training.
  
- G-9.2 The organization will cover expenses of all board members to attend board meetings, annual meetings and other events that may periodically be required.
  - G-9.2.1 The organization will cover all expenses associated with organizing the annual General Membership Meeting.
  
- G-9.3 Third party monitoring of financial systems and investment performance will be priorities.
  
- G-9.4 The organization will cover the cost associated with board-initiated surveys, membership votes, focus groups, and opinion analyses.