
Board of Directors Expectation Policy



UPDATED and ADOPTED August 2022

Overview

The board of directors of the Lake Superior Community Partnership (LSCP) plays a critical role in the success of the organization. The health of the LSCP depends on a strong, independent and attentive board of directors that sets the tone and direction of the LSCP.

The board has the fundamental responsibility of directing the LSCP's business affairs and establishing a strong culture within the organization.

This policy outlines the accountabilities of the board as a whole as well as expectations of individual board member. The key board accountabilities include:

- Provide **input, advice, and support** to the Chief Executive Officer in evaluating business ideas and opportunities including substantive discussions on key issues affecting the success of the organization as well as actively serving on committees as requested
- **Review and approve** long term strategic plans and annual business and operational plans, significant expenditures, acquisitions, and funding
- **Monitor and evaluate** organizational performance against the annual budget plan, financial objectives, and major projects
- **Ensure proper leadership** is in place to accomplish the plan and a solid management succession plans exists
- **Provide access** to networks of outside resources and contacts to help the organization achieve its goals
- **Serve as stewards** of the LSCP while representing issues and interests of the organization's stakeholders
- **Establish a culture** to ensure ethical behavior and compliance with laws and regulations and sound operating principles

Code of Ethical Conduct of the Board of Directors

The board of directors has established a written code of conduct and is responsible for overseeing the periodic review and monitoring of the documents.

The Code of Ethical Conduct establishes ethical guidelines and was designed to prevent unethical and fraudulent behavior within the organization as well as fostering a culture of honesty and accountability. One of the main points within the document addresses the need for directors to respect the confidentiality of information acquired in the course of service. Directors are required to sign a statement acknowledging receipt and understanding of the code of conduct.

Board Evaluation

The Executive Committee will oversee the evaluation of the board's overall performance and effectiveness as well as whether each individual member is meeting their responsibilities. The evaluation will be completed on an annual basis and the committee will determine if any corrective action is needed as well as recommending nominees to the full board.

In addition, a Board Composition Worksheet (appendix A) has been developed to help the board determine diversification of experience and skillsets. The worksheet will be kept up-to-date and will be helpful in determining gaps when recruiting new board members.

Board Succession Planning and Term Limits

Succession planning at the board level is extremely important for the overall health of the organization. With the goal of preparing and navigating change, we have implemented a process. The Board Composition Worksheet will be used to track term limits and timing.

Term-limits and the number of board members will be managed as outlined in the LSCP bylaws. The terms will be staggered to allow for a limited number of terms to expire at the same time.

New Member Recruitment

This Director Expectation Policy was put in place to recruit and retain a high quality board of directors. An application was developed (appendix B) to gather information on potential board members for evaluation. A list of potential board members will be kept up to date in order to facilitate the timely replacement of board members when needed.

Individual Board Member Responsibilities

A board member of the LSCP has distinct individual duties, responsibilities, and

potential liabilities. Directors must devote the time and attention necessary to do their jobs. The following points outline specific responsibilities of each board member.

Attendance and Commitment

Board members are encouraged to plan ahead so they can attend board and committee meetings in person. It is felt that missing more than two board meetings in a rolling 12-month period would mean that a board member is not meeting their responsibility and they should seriously consider whether continued membership on the board is in the best interest of the LSCP or the board member's best interest. The board chair will have a conversation with the board member when this occurs and make a recommendation to the Executive Committee on any action that should be taken.

It is felt that calling or attending a board meeting virtually is not effective and will only be allowed twice in a rolling 12-month period for the directors to still be considered present. Missing committee meetings is just as critical and board members should make every effort to attend in person. If there is a need to be absent it is the board members responsibility to contact the CEO or board chair to discuss critical items that were reviewed.

It is management's responsibility to provide adequate information to the directors and ensure that they receive meeting materials early enough to review the information carefully before meetings. Board members have the responsibility to review the information carefully and follow up on any questions that the material may raise. The board functions at its best when informed directors interact and apply their individual expertise and varied backgrounds to the decisions facing them.

Community Ambassador

A key role for board members is to be an ambassador of the LSCP in the community. It is expected that board members will promote the LSCP in the community.

Additional Expectations

The following items are additional expectations of the board and should any of the following occur a board member will be expected to resign, or will be asked to resign at the next board of directors meeting:

1. Convicted of a felony by a court of competent jurisdiction.
2. A board member has become mentally incompetent, whether or not so adjudicated, which mental incompetency directly affects his ability as a board member.
3. A director's action or failure-to-act are deemed by the board to be in derogation of the board member's duties.

4. A vote to recommend removal by 75% of the total number of board members at a properly convened Board of Directors meeting.
5. The board member is no longer employed by a member of the LSCP.

APPROVED BY THE BOARD OF DIRECTORS:

_____ Date: _____
Roxanne M. Daust, Chair

