



# **BOARD POLICY MANUAL**

**Cookeville, Tennessee**

Updated February 2022

# **BOARD POLICY MANUAL**

## **TABLE OF CONTENTS**

---

### **Category I: Ends**

Policy 1.0 Ends Statement

### **Category II: Management Limitations**

Policy 2.0 General Executive Constraint  
2.1 Treatment of Clients  
2.2 Treatment of Staff  
2.3 Financial Planning & Budgeting  
2.4 Financial Condition & Activities  
2.5 Asset Protection  
2.6 Emergency Executive Succession  
2.7 Compensation & Benefits  
2.8 Communication and Support to the Board  
2.9 Programs & Services  
2.10 Regulatory & Legislative Action

### **Category III: Board–Management Delegation**

Policy 3.0 Governance–Management Connection  
3.1 Unity of Control  
3.2 Accountability of the Executive Director  
3.3 Delegation to the Executive Director  
3.4 Monitoring Executive Director Performance  
3.5 Executive Director Remuneration

### **Category IV: Governance Process**

Policy 4.0 Governance Commitment  
4.1 Governing Style & Values  
4.2 Board Job Description  
4.3 Agenda Planning  
4.4 Officers' Role  
4.5 Rules of Order  
4.6 Board Members' Code of Conduct  
4.7 Board Members' Individual Responsibilities  
4.8 Board Committee Principles  
4.9 Board Committee Structure  
4.10 Board Size, Nomination, Election, & Term Limits  
4.11 Cost of Governance

**Board Policy -- Cookeville Rescue Mission**

**POLICY TYPE: ENDS**

**POLICY 1.0**

**POLICY TITLE: *MISSION AND PRIORITIES***

---

Cookeville Rescue Mission exists to proclaim the love of Jesus Christ and ensure temporary shelter for people experiencing homelessness throughout the Upper Cumberland and adjacent counties.

Date of Adoption \_\_\_\_\_ Affirmation of official board action adopting this policy: \_\_\_\_\_  
Board Secretary

**Board Policy -- Cookeville Rescue Mission**

**POLICY TYPE: EXECUTIVE LIMITATIONS**

**POLICY 2.0**

**POLICY TITLE: *GENERAL EXECUTIVE CONSTRAINT***

The Executive Director shall not cause nor allow any practice, activity, decision or organizational circumstance that is either unlawful, imprudent, in violation of commonly accepted business or professional ethics, or cause Cookeville Rescue Mission to lose its good standing with any community partners.

Date of Adoption \_\_\_\_\_ Affirmation of official board action adopting this policy: \_\_\_\_\_  
Board Secretary

**Board Policy -- Cookeville Rescue Mission**

**POLICY TYPE: EXECUTIVE LIMITATIONS**

**POLICY 2.1**

**POLICY TITLE: *TREATMENT OF CLIENTS***

With respect to interactions with clients or potential clients, the Executive Director shall not cause or allow conditions, procedures, or decisions which are unaffordable, unsafe, disrespectful, unnecessarily intrusive, or which fail to provide appropriate confidentiality or privacy.

Accordingly, he/she shall not:

1. Fail to use best practices when collecting, reviewing, transmitting, or storing client information that provides a degree of protection against improper access to the material elicited.
2. Fail to establish with clients a clear understanding of what may be expected and what may not be expected from the service(s) and/or programs offered.

Date of Adoption \_\_\_\_\_ Affirmation of official board action adopting this policy: \_\_\_\_\_  
Board Secretary

## ***Board Policy -- Cookeville Rescue Mission***

### **POLICY TYPE: EXECUTIVE LIMITATIONS**

#### **POLICY 2.2**

#### **POLICY TITLE: *TREATMENT OF STAFF***

With respect to the treatment of staff, paid and/or volunteer, the Executive Director may not cause or allow conditions, which are unsafe, disrespectful, disorganized, unclear, or illegal.

Accordingly, she or he shall not:

1. Violate state or federal labor, health or safety laws.
2. Discriminate or retaliate against any staff member or volunteer for expressing an ethical dissent or grievance through appropriate channels. Since the Executive Director reports to the board, the next level of appeal for an ethical dissent is to the board of directors.
3. Operate without written personnel policies which clarify personnel rules for paid staff.

Date of Adoption \_\_\_\_\_ Affirmation of official board action adopting this policy: \_\_\_\_\_  
Board Secretary

**Board Policy -- Cookeville Rescue Mission**

**POLICY TYPE: EXECUTIVE LIMITATIONS**

**POLICY 2.3**

**POLICY TITLE: *FINANCIAL PLANNING/BUDGETING***

Financial planning for any fiscal year or the remaining part of any fiscal year shall not risk Cookeville Rescue Mission to fiscal jeopardy.

Accordingly, the Executive Director shall not allow budgeting which:

1. Encumbers the organization with indebtedness or leases of real property unless authorized by the board.
2. Launches new programs that do not have a clear funding plan.
3. Does not contain a detailed twelve month forecast.

Date of Adoption \_\_\_\_\_ Affirmation of official board action adopting this policy: \_\_\_\_\_  
Board Secretary

## **Board Policy -- Cookeville Rescue Mission**

### **POLICY TYPE: EXECUTIVE LIMITATIONS**

#### **POLICY 2.4**

#### **POLICY TITLE: *FINANCIAL CONDITION & ACTIVITIES***

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. Use reserve, restricted, or escrow funds for unspecified purposes.
2. Fail to ensure all sources of revenue and all expenditures are proper.
3. Deviate materially from the annual budget.
4. Reallocate funds between budgeted expense items in an amount greater than \$5,000.
5. Pay an expense of more than \$5,000 without a second signature.

Date of Adoption \_\_\_\_\_ Affirmation of official board action adopting this policy: \_\_\_\_\_  
Board Secretary

**Board Policy -- Cookeville Rescue Mission**

**POLICY TYPE: EXECUTIVE LIMITATIONS**

**POLICY 2.5**

**POLICY TITLE: *ASSET PROTECTION***

The Executive Director shall not allow the assets to be unprotected, inadequately maintained or unnecessarily risked.

Accordingly, he or she shall not:

1. Fail to insure against theft and casualty losses to at least 100% of replacement value and against liability losses to board members, staff, and the organization itself in an amount equal to the average for comparable organizations.
2. Fail to safeguard the assets of the organization including documents and records.
3. Allow subcontractors who are unlicensed or who lack proof of insurance and workman's compensation coverage.

Date of Adoption \_\_\_\_\_ Affirmation of official board action adopting this policy: \_\_\_\_\_  
Board Secretary

**Board Policy -- Cookeville Rescue Mission**

**POLICY TYPE: EXECUTIVE LIMITATIONS**

**POLICY 2.6**

**POLICY TITLE: *EMERGENCY EXECUTIVE SUCCESSION***

---

In order to protect the board from sudden loss of Executive Director services, the Executive Director shall not operate without:

1. A current written succession plan document to be shared with the board chair.
2. A manager on staff familiar with board and chief executive issues and processes.

Date of Adoption \_\_\_\_\_ Affirmation of official board action adopting this policy: \_\_\_\_\_  
Board Secretary

**Board Policy -- Cookeville Rescue Mission**

**POLICY TYPE: EXECUTIVE LIMITATIONS**

**POLICY 2.7**

**POLICY TITLE: *COMPENSATION AND BENEFITS***

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

Accordingly, he or she shall not:

1. Change his or her own compensation and benefits.
2. Promise or imply permanent or guaranteed employment.
3. Establish current compensation and benefits which deviate materially from the market for the skills employed.
4. Establish or change benefits so as to cause unpredictable or inequitable situations.

Date of Adoption \_\_\_\_\_ Affirmation of official board action adopting this policy: \_\_\_\_\_  
Board Secretary

**Board Policy -- Cookeville Rescue Mission**

**POLICY TYPE: EXECUTIVE LIMITATIONS**

**POLICY 2.8**

**POLICY TITLE: *COMMUNICATION AND SUPPORT TO THE BOARD***

---

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

Accordingly, he or she shall not:

1. 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/Staff Linkage.
2. Fail to report in a timely manner an actual or anticipated noncompliance with any policy of the board.
3. Let the board be unaware of anticipated adverse media coverage or material external and internal changes.

Date of Adoption \_\_\_\_\_ Affirmation of official board action adopting this policy: \_\_\_\_\_  
Board Secretary

**Board Policy -- Cookeville Rescue Mission**

**POLICY TYPE: EXECUTIVE LIMITATIONS**

**POLICY 2.9**

**POLICY TITLE: *PROGRAMS / SERVICES***

---

With respect to the programs produced / services provided by the organization, the Executive Director, while maintaining biblical standards, shall not lose good standing with community partners, and shall not allow programs/services that do not meet or exceed industry standards for program quality and safety.

Date of Adoption \_\_\_\_\_ Affirmation of official board action adopting this policy: \_\_\_\_\_  
Board Secretary

***Board Policy -- Cookeville Rescue Mission***

**POLICY TYPE: EXECUTIVE LIMITATIONS**

**POLICY 2.10**

**POLICY TITLE: *REGULATORY/LEGISLATIVE ACTION***

---

The Executive Director will not fail to seek to stay abreast of regulatory and legislative action favorable or unfavorable to the organization.

Date of Adoption \_\_\_\_\_ Affirmation of official board action adopting this policy: \_\_\_\_\_  
Board Secretary

***Board Policy -- Cookeville Rescue Mission***

**POLICY TYPE: BOARD/STAFF LINKAGE**

**POLICY 3.0**

**POLICY TITLE: *GOVERNANCE - MANAGEMENT CONNECTION***

---

The board's sole connection to the operational organization, its achievements, and conduct will be through a titled Executive Director.

Date of Adoption \_\_\_\_\_ Affirmation of official board action adopting this policy: \_\_\_\_\_  
Board Secretary

## ***Board Policy -- Cookeville Rescue Mission***

### **POLICY TYPE: BOARD/STAFF LINKAGE**

#### **POLICY 3.1**

#### **POLICY TITLE: *UNITY OF CONTROL***

---

Only decisions of the board, by majority vote, 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 or committees 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 that are disruptive. In the event of such a refusal, the Executive Director will inform the executive committee of this action.

Date of Adoption \_\_\_\_\_ Affirmation of official board action adopting this policy: \_\_\_\_\_  
Board Secretary

## ***Board Policy -- Cookeville Rescue Mission***

### **POLICY TYPE: BOARD/STAFF LINKAGE**

#### **POLICY 3.2**

#### **POLICY TITLE: *ACCOUNTABILITY OF THE EXECUTIVE DIRECTOR***

The Executive Director is the board's only link to operational achievement and conduct, 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.

Accordingly:

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 other than the Executive Director.
3. The board will view Executive Director performance as identical to organizational performance, so that organizational accomplishment of board stated Ends and avoidance of board proscribed means will be viewed as successful Executive Director performance.

Date of Adoption \_\_\_\_\_ Affirmation of official board action adopting this policy: \_\_\_\_\_  
Board Secretary

## Board Policy -- Cookeville Rescue Mission

### POLICY TYPE: BOARD/STAFF LINKAGE

#### POLICY 3.3

#### POLICY TITLE: *DELEGATION TO THE EXECUTIVE DIRECTOR*

The board will instruct the Executive Director through written policies that prescribe the organizational Ends 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 establish all further policies, 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. However, as long as any particular delegation is in place, the board will respect and support the Executive Director's choices.
5. Should the Executive Director violate a board policy, he or she shall promptly inform the board.

Date of Adoption \_\_\_\_\_ Affirmation of official board action adopting this policy: \_\_\_\_\_  
Board Secretary

## Board Policy -- Cookeville Rescue Mission

### POLICY TYPE: BOARD/STAFF LINKAGE

#### POLICY 3.4

#### POLICY TITLE: *MONITORING EXECUTIVE DIRECTOR PERFORMANCE*

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

Accordingly:

1. 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, such as an accounting audit, and
  - (c) by direct board inspection, in which a designated member or members of the board assess compliance with the appropriate policy criteria.
2. All policies, which instruct the Executive Director, will be monitored at a frequency and by a method chosen by the board.

<b>Policy</b>	<b>Method</b>	<b>Frequency</b>	<b>Schedule</b>
1.0 <i>Monitoring of Ends</i>	<i>Internal</i>	<i>Annually</i>	<i>FYQ3</i>
2.1 <i>Treatment of Clients</i>	<i>Internal</i>	<i>Annually</i>	<i>FYQ2</i>
2.2 <i>Treatment of Staff</i>	<i>Internal</i>	<i>Annually</i>	<i>FYQ2</i>
2.3 <i>Financial Planning/Budgeting</i>	<i>Internal</i>	<i>Annually</i>	<i>Close of Yr.</i>
2.4 <i>Financial Condition &amp; Activities</i>	<i>Internal</i> <i>External</i>	<i>Quarterly</i> <i>Annually</i>	<i>End of Qtr.</i> <i>Close of Yr.</i>
2.5 <i>Asset Protection</i>	<i>Internal</i>	<i>Annually</i>	<i>FYQ3</i>
2.6 <i>Emergency Executive Director Succession</i>	<i>Internal</i>	<i>Annually</i>	<i>FYQ3</i>
2.7 <i>Compensation and Benefits</i>	<i>Internal</i>	<i>Annually</i>	<i>FYQ4</i>
2.8 <i>Communication and Support to Board</i>	<i>Direct</i>	<i>Annually</i>	<i>FYQ3</i>
2.9 <i>Programs/Services</i>	<i>Internal</i>	<i>Annually</i>	<i>FYQ1</i>
2.10 <i>Regulatory/Legislative Action</i>	<i>Internal</i>	<i>Annually</i>	<i>FYQ1</i>

Date of Adoption \_\_\_\_\_ Affirmation of official board action adopting this policy: \_\_\_\_\_  
Board Secretary

**Board Policy -- Cookeville Rescue Mission**

**POLICY TYPE: BOARD/STAFF LINKAGE**

**POLICY 3.5**

**POLICY TITLE: EXECUTIVE DIRECTOR REMUNERATION**

---

The board will annually determine the salary and benefits of the Executive Director using both market-based and performance criteria.

1. Salary and benefits will be decided at the point of hiring and subsequently each year during the April meeting, to be effective with the start of the fiscal year.
2. Benefits will be those detailed in the Employee Agreement for Cookeville Rescue Mission.
3. Salary and benefits will be set after gathering comparative data on similar positions in similar size nonprofits in Cookeville, TN.

Date of Adoption \_\_\_\_\_ Affirmation of official board action adopting this policy: \_\_\_\_\_  
Board Secretary

## ***Board Policy -- Cookeville Rescue Mission***

### **POLICY TYPE: GOVERNANCE PROCESS**

#### **POLICY 4.0**

#### **POLICY TITLE: *GOVERNANCE COMMITMENT***

---

The purpose of the board, on behalf of the ownership, is to see to it that Cookeville Rescue Mission (1) achieves appropriate results for appropriate persons at an appropriate cost, *and* (2) avoids unacceptable actions and situations.

**4.0.1** Believing that the board benefits from a sense of accountability to community members who share our interest in advancing the mission of CRM, the ownership is defined as:

- Donors (financial and gift in kind) who give over \$1,000 annually
- Volunteers who give time of more than 50 hours annually
- Members (collectively) of our community who provide leadership on issues related to addiction and recovery.
- Churches that contribute financially or with volunteer hours.
- City and county leaders as well as leaders from the business community.

Date of Adoption \_\_\_\_\_ Affirmation of official board action adopting this policy: \_\_\_\_\_  
Board Secretary

## **Board Policy -- Cookeville Rescue Mission**

### **POLICY TYPE: GOVERNANCE PROCESS**

#### **POLICY 4.1**

#### **POLICY TITLE: *GOVERNING STYLE & VALUES***

The board shall govern with an emphasis on (a) integrity and truthfulness in all methods and practices; (b) encouragement of diversity, (c) strategic leadership more than administrative detail, (d) clear distinction of board and chief executive roles, and (e) collective rather than individual decisions.

Accordingly:

1. The Board of CRM believes in:
  - A. Recovery from addiction and restoration through the use of available resources.
  - B. Serving families and individuals who are willing to partner with CRM.
  - C. The concept that a relationship with Jesus Christ is essential to overcoming addiction.
2. The organization, in its hiring and other activities, will not discriminate on the basis of race, national origin, age, handicap, political affiliation, religion, sex, or marital, parental or military status. The organization's activities, with the exception of personnel matters, shall be open and accessible to scrutiny by its "owners" and supporters.
3. The board will cultivate a sense of group responsibility.
4. The board, not the staff, will be responsible for excellence in governing. The board will be the initiator of policy, not merely a reactor to staff initiatives.
5. The board may use the expertise of individual members to enhance the ability of the board as a body, rather than to substitute the individual judgments for the board's values.
6. 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.
7. The board will enforce upon itself whatever discipline is needed to govern effectively. Discipline will apply to matters such as attendance, preparation for meetings, policymaking principles, respect of roles, and ensuring the continuance of governance capability.
8. The Board will require all new board members to be trained in the board's governance process. Likewise, the board will submit to some level of governance refresher training, as often as it deems necessary, but no less than once every two years.
9. Each member of the board will support the final determination of the board concerning any particular matter, irrespective of the member's personal position concerning such matter.
10. Each quarter, the board will monitor and discuss the board's compliance with policies in the Governance Process and Board-Executive Director Linkage categories.

Date of Adoption \_\_\_\_\_ Affirmation of official board action adopting this policy: \_\_\_\_\_  
Board Secretary

## **Board Policy -- Cookeville Rescue Mission**

### **POLICY TYPE: GOVERNANCE PROCESS**

#### **POLICY 4.2**

#### **POLICY TITLE: BOARD JOB DESCRIPTION**

The job of the board is to represent our ownership who have a passion to provide temporary housing and addiction recovery by defining and ensuring appropriate organizational performance.

Accordingly:

1. The board will produce the link between the organization and the ownership.
2. The board will produce written governing policies that, at the broadest levels, address each category of organizational decision:
  - A. ENDS: Organizational products, effects, benefits, outcomes, recipients, and their relative worth (what good for which recipients 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. BOARD/STAFF LINKAGE: How power is delegated and its proper use monitored; the Executive Director role, authority, and accountability.
  - D. GOVERNANCE PROCESS: Specification of how the board conceives, carries out and monitors its own task.
3. The board will produce assurance of Executive Director performance (against policies in section 2).
4. The board will ensure its own compliance with the board/staff linkage and governance process policies.

Date of Adoption \_\_\_\_\_ Affirmation of official board action adopting this policy: \_\_\_\_\_  
Board Secretary

## **Board Policy -- Cookeville Rescue Mission**

### **POLICY TYPE: GOVERNANCE PROCESS**

#### **POLICY 4.3**

#### **POLICY TITLE: *AGENDA PLANNING***

To accomplish its job products with a governance style consistent with board policies, the board will follow an annual agenda that (1) completes a re-exploration of Ends policies annually and (2) continually improves board performance through board education and enriched input and deliberation.

Accordingly:

1. The cycle will conclude each year on the last day of September so that administrative planning and budgeting can be based on accomplishing a one-year segment of the board's most recent statement of long-term Ends.
2. The cycle will start with the board's development of its agenda for the next year.
  - A. Methods of gaining ownership input, as well as governance education, and education related to Ends determination, (e.g. presentations by experts on emergency shelter, ACES, financial investments, etc.) will be arranged during the fall, to be held during the balance of the board's planning cycle.
  - B. Completion of the agenda and the order of business for any particular meeting will be determined by the Chair.
    1. Any board member desiring to recommend any matter for board discussion will advise the chair of such matter at least ten (10) days prior to the scheduled board meeting.
    2. By an affirmative vote of a majority of a quorum present and voting, additional matters may be added to the agenda of any board meeting.
3. Throughout the year, the board will attend to consent agenda items expeditiously. The consent agenda shall be voted on in gross and without debate unless an item in question can be shown to be a decision reserved by the board for itself.
4. Executive Director evaluation and adjustments to remuneration will be decided during the month of September after a review of monitoring reports received during the last year.

Date of Adoption \_\_\_\_\_ Affirmation of official board action adopting this policy: \_\_\_\_\_  
Board Secretary

## **Board Policy -- Cookeville Rescue Mission**

### **POLICY TYPE: GOVERNANCE PROCESS**

#### **POLICY 4.4**

#### **POLICY TITLE: OFFICERS' ROLE**

The officers assure the integrity of the board's process and records. Officers will serve a term of two years. Accordingly:

1. The Chair assures the integrity of the board's process and, secondarily, occasionally represents the board to outside parties.
  - A. The job result of the Chair is that the board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
    1. Meeting discussion content will be only those issues which, according to board policy, clearly belong to the board to decide, not the Executive Director.
    2. Deliberation will be fair, open, and thorough, but also timely, orderly, and kept to the point.
  - B. The authority of the Chair consists in making decisions that fall within topics covered by board policies on Governance Process and Board-Staff Linkage, with the exception of employment or termination of the Executive Director.
    1. The Chair is empowered to chair board meetings with all the commonly accepted power of that position (e.g., ruling, recognizing).
    2. The Chair has no authority to make decisions about policies created by the board within Ends and Executive Limitations policy areas. Therefore, the Chair has no authority to supervise or direct the Executive Director. The chair has no authority to make organizational decisions outside the board meeting.
    3. The Chair may represent the board to outside parties in announcing board-stated positions and in stating Chair decisions and interpretations within the area delegated to her or him.
    4. The Chair may delegate his/her authority, but remains accountable for its use.
    5. The Chair may appoint members and a chair for each board committee, unless otherwise stipulated by board policies or the organization's bylaws.
2. The Vice Chair will serve as Chair in the absence of the Chair.
3. The Board Secretary ensures the integrity of the board's records.
4. The Board Treasurer will serve as the Chair of the Audit Committee.
5. All board officers and committees are accountable to the Chair unless otherwise determined by board policy.

Date of Adoption \_\_\_\_\_ Affirmation of official board action adopting this policy: \_\_\_\_\_  
Board Secretary

## **Board Policy -- Cookeville Rescue Mission**

### **POLICY TYPE: GOVERNANCE PROCESS**

#### **POLICY 4.5**

#### **POLICY TITLE: RULES OF ORDER**

Board meetings will be conducted in an orderly, fair process, led and defined by the Chair.

1. Board meetings will be conducted with punctuality and decorum
  - A. Board meetings shall be called to order at the time specified in the notice of meeting and upon satisfaction of quorum.
  - B. Meeting order and decorum shall be maintained and all members treated with dignity, respect, courtesy, and fairness during discussion and debate and in all other respects.
  - C. Board members must keep their comments relevant to the issue under consideration.
  - D. A majority vote will decide all motions before the board excepting those matters in the by-laws, which oblige a higher level of approval.
2. Board meetings will be conducted at a level of informality considered appropriate by the Chair, yet with predictable discipline.
  - A. Discussion of a matter not on the previously distributed agenda may not occur prior to a proposal introducing the matter.
  - B. Proposals that the board take action, or decide a particular matter, shall (unless otherwise agreed to by unanimous consent) be made by main motion of a board member, discussed, and then voted on. Motions, except those brought by a committee, require a second to proceed to discussion and subsequent vote.
  - C. The Chair may not make motions or engage in a vote unless the Vice-Chair or another board member chairs that portion of the meeting. The Chair may vote when necessary to break a tie.
  - D. A main motion may be amended but third level amendments are out of order.
  - E. A motion to refer to a committee, postpone, or table, may be made with respect to a pending main motion, and if carried shall set the main motion (the initial proposal) aside accordingly.
  - F. Board members may speak to a pending motion on as many occasions, and at such length, as the Chair may reasonably allow.
  - G. A vote on a motion shall be taken when discussion ends but any board member may, during the course of debate, move for an immediate vote (close debate) which, if carried, shall end discussion and the vote on the main motion shall then be taken.
  - H. A motion to adjourn a board meeting may be offered by any board member or, on the conclusion of all business, adjournment of the meeting may be declared by the Chair.
3. When further rules of order are to be developed by the board, the board will consider the Standard Code of Parliamentary Procedure as a resource guide.

Date of Adoption \_\_\_\_\_ Affirmation of official board action adopting this policy: \_\_\_\_\_  
Board Secretary

## **Board Policy -- Cookeville Rescue Mission**

### **POLICY TYPE: GOVERNANCE PROCESS**

#### **POLICY 4.6**

#### **POLICY TITLE: BOARD MEMBERS' CODE OF CONDUCT**

The board commits itself and its members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as board members.

Accordingly:

1. Members must loyally represent CRM, without conflict to the interests of the ownership. This accountability supersedes any conflicting loyalty such as that to membership on other boards and staffs. It also supersedes the personal interest of any board member.
2. Members must avoid conflict of interest with respect to their fiduciary responsibility and will annually sign CRM's conflict of interest disclosure statement.
  - 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 shall excuse herself or himself from that portion of the meeting relating to discussion and the vote.
  - C. Board members must not use their positions to obtain employment for themselves, family members or close associates. Should a board member desire employment within the organization, he or she must first resign.
  - D. Any board member doing business with the organization shall immediately report such to the Chair. The Chair shall report to the Board any business dealings individual Board Members have had with the organization in excess of \$500 cumulative in the course of the previous calendar year along with assurance that there has been no self-dealing.
  - E. In the event that CRM is without an Executive Director, any check that requires the signature of a board member must be signed by two board members.
3. Board members may not attempt to exercise individual authority over the organization.
  - A. Board members' interaction with the Executive Director or with staff must recognize the lack of authority vested in individuals except when explicitly board authorized.
  - B. Board members' interaction with public, press, or other entities must recognize the same limitation and the inability of any board member to speak for the board except to repeat explicitly stated board decisions. The Executive Director will usually represent CRM to the press. If approached, board members should refer the press to the board chair.
  - C. Board members will give no consequence or voice to individual judgments of Executive Director or staff performance.
4. Board members will respect the confidentiality of discussions at board meetings.

Date of Adoption \_\_\_\_\_ Affirmation of official board action adopting this policy: \_\_\_\_\_  
Board Secretary

## **Board Policy -- Cookeville Rescue Mission**

### **POLICY TYPE: GOVERNANCE PROCESS**

#### **POLICY 4.7**

#### **POLICY TITLE: *BOARD MEMBERS' INDIVIDUAL RESPONSIBILITIES***

---

The leadership success of the board is a direct result of the individual and collective participation of its members.

Therefore, each board member is expected to participate in the following ways:

1. Attendance - Members may not be absent from more than 25% of the board's regularly scheduled quarterly meetings in any calendar year. Any absence which exceeds this allotment will be interpreted as That member's resignation from the board, unless the board specifically authorizes an exception. Phone-in or other digital participation will be viewed as present.

Members also will attend a half-day Board Retreat, where the Board of Directors will participate in strategic planning for the upcoming year as well as an evaluation of the previous year.

2. Members as Individuals - The Executive Director is accountable only to the board as an organization, and not to individual board members. Accordingly, the relationship between the Executive Director and individual members of the board, including the board chair, is collegial, not hierarchical.
3. Volunteerism - In view of the Executive Director's responsibility for operational activities and results, members of the board acting as operational volunteers are subject to the direct supervision of the Executive Director or responsible staff person.
4. Contributions – Each board member is expected to make a conscientious, prayerfully-considered financial contribution each year.

Each board member will actively leverage personal and professional networks to advocate for the organization's work and values.

Date of Adoption \_\_\_\_\_ Affirmation of official board action adopting this policy: \_\_\_\_\_  
Board Secretary

## ***Board Policy -- Cookeville Rescue Mission***

### **POLICY TYPE: GOVERNANCE PROCESS**

#### **POLICY 4.8**

#### **POLICY TITLE: *BOARD COMMITTEE PRINCIPLES***

---

Board committees, when used, will be assigned so as to reinforce the wholeness of the board's job and so as never to interfere with delegation from the board to the Executive Director.

Accordingly:

1. **Board** committees are to help the board do its job, never to help or advise the staff.
2. In keeping with the board's broader focus, board committees will normally not have direct dealings with current staff operations.
3. Board committees' expectations and authority will be carefully stated in order not to conflict with authority delegated to the Executive Director.
4. Board committees cannot exercise authority over staff. Because the Executive Director works for the full board, he or she will not be expected to obtain approval of a board committee before an executive action.
5. Committees will be used sparingly and ordinarily in an ad hoc capacity.
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.
7. This policy does not apply to committees formed under the authority of the Executive Director.

Date of Adoption \_\_\_\_\_ Affirmation of official board action adopting this policy: \_\_\_\_\_  
Board Secretary

## **Board Policy -- Cookeville Rescue Mission**

### **POLICY TYPE: GOVERNANCE PROCESS**

#### **POLICY 4.9**

#### **POLICY TITLE: BOARD COMMITTEE STRUCTURE**

A committee is a board committee only if its existence and charge come from the board, regardless of whether board members sit on the committee. The only standing board committees are those which are set forth in this policy.

Unless otherwise stated, a committee ceases to exist as soon as its task is complete.

The Executive Director will serve as a non-voting member of each committee except auditing and CEO Remuneration.

##### **1. Nominating Committee**

- **Product:** Properly screened potential board members—by no later than October 31<sup>st</sup> of each year. Nothing about this requirement precludes the consideration of new board members throughout the year as needed.
- **Authority:** To incur costs of no more than \$100 direct charges and no more than 10 hours of staff time per annum.
- The Nominating Committee will properly screen and nominate, for board consideration, the Board Chair, Vice-Chair, and other board officers.

##### **2. Audit Committee**

- **Product:** Management of external audit process and direct inspection process for monitoring the Board's policies and standards.
  1. Recommend external financial auditors to the board
    - a. Specify scope of audit prior to outside audit—by no later than March 31<sup>st</sup> each year.
    - b. Ensure that auditors verify compliance with the Board's financial standards as well as Generally Accepted Accounting Principles.
    - c. Meet with financial auditors as needed during the course of the audit.
  2. Head of audit committee to review Executive Director's expense reports and credit card charges that exceed \$1,000 in one month.
  3. Provide direct inspection for monitoring any policy of the board as charged by the Board.
  4. Engage other outside auditors as appropriate for external monitoring of non-financial Board expectations.
- **Authority:** To incur no more than \$5000 direct charges and use of no more than 10 person-hours staff time per annum.

Date of Adoption \_\_\_\_\_ Affirmation of official board action adopting this policy: \_\_\_\_\_  
Board Secretary

## **Board Policy -- Cookeville Rescue Mission**

### **POLICY TYPE: GOVERNANCE PROCESS**

#### **POLICY 4.10**

#### **POLICY TITLE: *BOARD SIZE, NOMINATION, ELECTION & TERM LIMITS***

---

The Board aims to maintain a size of 7-12 members.

Accordingly:

1. The Nominating Committee will consist of four members of the board.
2. The full board shall:
  - A. Approve or disapprove the Nominating Committee's nominations for chair, vice-chair and other officers.
  - B. Approve or disapprove the Nominating Committee's nominations for new board members.
    1. Nominees will be approached only after board approval and then shall be given the invitation to serve along with conditions of service.
    2. Members serve a three-year term and may be re-elected to one additional three-year term. Upon completion of six consecutive years of board service, members must remain off the board for a minimum of one year after which they may be renominated for a three-year term.
3. Re-nomination of board members may be based upon such factors as the Nominating Committee deems appropriate. Accordingly, no member should expect to be re-nominated at the end of his or her term.

Date of Adoption \_\_\_\_\_ Affirmation of official board action adopting this policy: \_\_\_\_\_  
Board Secretary

## **Board Policy -- Cookeville Rescue Mission**

### **POLICY TYPE: GOVERNANCE PROCESS**

#### **POLICY 4.11**

#### **POLICY TITLE: *COST OF GOVERNANCE***

---

The board will invest in its governance capacity.

Accordingly:

1. Board skills, methods, and supports will be sufficient to assure governing effectively.
  - A. Training will be used to orient new members and candidates for board membership, as well as to maintain and increase existing member skills.
  - B. Outreach mechanisms will be used as needed to ensure the board's ability to listen to owner viewpoints and values.
2. Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior capability. Accordingly, not later than August 31st of each year, the board will provide spending expectations in the following areas:
  - A. Training, including attendance at conferences and workshops.
  - B. Audit and other third-party monitoring of organizational performance.
  - C. Surveys, focus groups, opinion analyses, and meeting costs.

Date of Adoption \_\_\_\_\_ Affirmation of official board action adopting this policy: \_\_\_\_\_  
Board Secretary