



BOARD LEADERSHIP PRACTICES

INDEPENDENTLY ORGANIZED

In 2005, the Overseas Vote Foundation (OVF) was established and was granted 501(c)(3) status by the Internal Revenue Service in that same year. OVF was organized and incorporated under the laws of the state of Delaware. The guiding principal upon which OVF was based was to provide nonpartisan assistance to military and civilian voters through automated tools, through education and outreach, and through in-house research to highlight the voter experience and point out obstacles to participation by these voters. The organizers of OVF were independent individuals with a strong sense of civic responsibility; no ties to or support from any organization was received to facilitate the formation of OVF. Pro bono legal services, however, are donated by Winston & Strawn, who remain our outside counsel.

After passage of the federal Military and Overseas Voter Empowerment Act (MOVE) Act in 2009 to provide legal relief and support for military and overseas civilian voters, the Overseas Vote Foundation made the strategic choice to begin to determine how our successful efforts in helping these voters could be expanded to work for all absentee voters. By 2012, we had developed software to provide state specific registration and ballot request for each legal jurisdiction in the US. In conjunction with this broadened portfolio of services and wider classes of citizens we help, the foundation decided to change its name to U.S. Vote Foundation (US Vote) and expand its mission to include domestic voters. The Board unanimously approved this change in 2014.

US Vote continues to be independently organized and operated. Independent Directors represent themselves, not any other organizations with which they may also be associated. Our Conflict of Interest Policy insures that no external organization will be able to dictate the Foundation's spheres of activity or expenditure of funds. Whenever a new project, donor or activity is brought forward, one of the first questions addressed by the Board is whether such new work will have even the slightest impact on our independence, non-partisanship, and total control over our finds. The Board has consistently rejected any projects, which fail to meet this standard.

ETHICS AND TRANSPARENCY

Each Board member is required to renew annually his/her affirmation of the Conflict of Interest, Whistleblower, and Records Retention Policy. This annual affirmation underscores each member's commitment to not violate any of these policies. From time to time, a member will recuse herself/himself from decisions or discussions by the Board to avoid a conflict of interest or the appearance of such a conflict. In the history of the organization, no instances of disciplinary action have been necessary due to a Board member's violation of these policies. The Corporate Secretary is responsible for updating annual affirmations of these policies and reports any non-compliance to the Chair.

U.S. Vote Foundation (US Vote) is organized under section 501(c)(3) of the tax code. One of the Board's important responsibilities is to ensure that we adhere very strictly and scrupulously to our non-partisan approach. Before taking on a new project, partner or field of endeavor, the Board reviews with management the implications of this new line to insure that the non-partisan status is maintained. In the past, we have decided not to pursue business opportunities where the Board could not assure itself of not allowing even the suspicion of partisanship. In the present political environment, we must remain ever vigilant in this important Board task.

The annual audited financial statements and the 990 reports are circulated to each Board member in advance of a regular Board meeting. Each member is expected to read these documents carefully and to ask all questions arising from this material. Annually, the Audited statements and the 990 reports are accepted and voted affirmatively by the full Board. This information is available to voters, public officials, funders and donors, or other interested members of the public on a request basis. The US Vote website is a principal source of information about our organization and its services and work; it is available openly and free of charge to anyone who wishes to visit that site.

US Vote's management and Board regularly appear in public fora to present information about our organization and the results of our research. Such information is openly available to all parties interested in our efforts. As well, we actively cooperate with the print and digital media as a source of comments about current issues in the voting world, especially as it relates to absentee voting. The US Congress recognizes US Vote as a source of information, and we have been included in the Congressional record and in subcommittee reports on a regular basis. Our position is that we aim for everything we do to be transparently available to everyone who is interested.

BOARD ORIENTATION AND EDUCATION

US Vote well appreciates that a successful and effective Board begins with thorough recruitment, selection and onboarding process. Continuing educational opportunities permit Board members to remain up-to-date with the environment in which US Vote operates.

In the recruitment of new Board members, we carefully examine the skills and experiences of existing Board members to be certain that we cover key needs to assure proper governance: financial literacy, elections administration experience, technology knowledge, fundraising, public service as an elected official, and governance expertise. Although our Board is only seven persons, we do have individuals who contribute in each of those identified areas. The recruitment of new members is an ongoing process in which each member of the Board is expected to participate.

The selection process consists of the identification of potential candidates at regular Board meetings; each candidate is discussed and vetted by the Board and preliminary approval is given to approach the individual so identified. The Board member who presented the nomination will take the lead in offering the position to the new member, but typically a telephone or face-to-face meeting with one or more existing Board members will occur before a formal vote at the subsequent regular Board meeting.

Onboarding is a challenge for many organizations, as new members come from a diverse background. A new Board member is given various internal documents and reports to read and review. These will include the mission statement and strategy documents, the development plan (which is also reviewed quarterly at Board meetings), the recent financial statements, and summaries of material used in current grant requests. The CEO and the Chairman lead this onboarding exercise. The onboarding process also requires each new member to acknowledge agreement with the Conflict of Interest Policy, the Whistle Blower Policy, and the Records retention Policy as well as signing the Confidentiality Agreement.

Annually, US Vote and its predecessor organization Overseas Vote Foundation have conducted a one-day (or longer) Educational SUMMIT to discuss elections administration and the voters' perspective. Board members normally attend this educational opportunity, which provides updates in technology, laws and regulations, voter outreach efforts, and survey/research results among other topics. When possible, a Board meeting is organized around this annual event to allow for discussion of the various opportunities and topics raised during SUMMIT. SUMMITs have attracted over 200 people in recent years. Importantly, US Vote circulates our own research, relevant papers, and other materials to each Board member throughout the year.

BOARD ASSESSMENT AND EFFECTIVENESS

The entire Board of US Vote is elected each year for a one-year term. This annual vote allows US Vote to evaluate the contributions and participation of each Board member over the previous 12 months, while also permitting each individual Board member to assess how well US Vote is fulfilling her/his satisfaction with continuing Board service.

Prior to each year's annual meeting, the Board Chair communicates with each Board member about her/his willingness to serve for another term and about the expected contributions from each Board member. Because there is periodic turnover of Board membership, this evaluation process results in a committed and effective Board.

As well, the Board will begin to examine the value of self-assessment by making use of various tools developed by third party organizations. The Chairman will lead any efforts in this direction.

CEO OVERSIGHT AND EVALUATION

US Vote believes in proper and fair oversight and evaluation of all staff members including the President and CEO. Because of the modest size and virtual nature of our organization, this process is conducted in several ways.

First, at each quarterly Board meeting, an open discussion is held between the Board members who are present and the CEO about the organization and its progress towards meeting our goals. The CEO receives guidance in how to improve performance and is offered appropriate assistance.

Secondly, the Chair and the CEO normally speak several times per month. The purpose of these conversations is to monitor progress in US Vote between Board meetings and to review personnel and financial issues which affect our ability to execute our mission.

Finally, given the fact that we have no fixed physical office and are spread across several continents, email is the most common form of exchange of information and ideas. Email traffic among the CEO and the Board members, both individually and collectively, is nearly daily and pressing problems or new opportunities are discussed actively and thoroughly. This practice has the decided advantage of preventing problems from escalating and of giving the CEO immediate feedback in the performance of her management role.

Because the CEO receives no cash income from US Vote, salary review is not an available tool for CEO evaluation. Thus, the measures and techniques described above are the alternative ways in which the Board performs its oversight and evaluation responsibilities.