



**CFMC BOARD RETREAT AGENDA**  
**Saturday, January 26, 2019 ~ 8:30 AM - 1:30 PM**  
**2354 Garden Road, Monterey**

<b>Continental Breakfast</b>	8:30
<b>Call to Order/Welcome</b> – Birt Johnson, Jr.	9:00
<b>Introductions and New Board Members</b> Elsa Mendoza Jimenez, Giff Lehman, Jose Luis Alvarado	
<b>Business Meeting</b> – Birt Johnson, Jr.	9:20
<ul style="list-style-type: none"> <li>• 2019 Meeting Dates <b>(on board portal)</b> <ul style="list-style-type: none"> <li>○ Legacy Society Luncheon – Tuesday, February 5, 2019</li> <li>○ Women’s Fund Luncheon – Thursday, May 16, 2019</li> </ul> </li> <li>• Board Roster <b>(on board portal)</b></li> <li>• 2019 Committee Assignments <b>(sent electronically)</b> <ul style="list-style-type: none"> <li>○ Grants and Programs Sub-Committees</li> </ul> </li> <li>• Confidentiality Policy <b>(sent electronically)</b></li> <li>• Conflicts of Interest Policy and Form <b>(sent electronically)</b></li> <li>• Board Member Job Description <b>(on board portal)</b></li> </ul>	
<b>2018 Year in Review</b> – Dan Baldwin, Christine Dawson	9:40
<b>Break</b>	10:05
<b>Community Leadership Past, Present and Future</b> <b>PowerPoint and conversation</b>	10:15
<b>CFMC Leadership Scenarios (Board &amp; Staff Breakouts) &amp; Report Outs</b>	10:45
<b>Lunch</b>	12:00
<b>How to be a CFMC Ambassador &amp; Talking Points for Board - Dan Baldwin</b>	12:30
<b>Bringing it Home</b> <ul style="list-style-type: none"> <li>• <b>Video</b></li> <li>▪ <b>Wrap-Up</b> – Birt Johnson, Jr.</li> </ul>	1:00
<b>Executive Session (if necessary)</b>	1:30

**Mission**

To inspire philanthropy and be a catalyst for strengthening communities throughout Monterey County

**Strategic Priorities**

- **Community Impact** – Invest in developing healthy, safe and vibrant communities across Monterey County
- **Philanthropic Leadership** – Inspire and facilitate philanthropy throughout Monterey County
- **Community Leadership** – Recognize opportunities for facilitation of solutions to community issues
- **Organizational Excellence** – Optimize performance and stewardship for maximum impact

## **Board and Committee Meetings 2019**

**(The Board, Executive and Committee meetings locations are subject to change)**

### **Board Meetings-Tuesdays**

*\* Meetings held from 3:30pm-5:30pm the fourth Tuesday every other month.*

- |  |                              |
|--|------------------------------|
| • January 14                                     | <b>New Board Orientation</b> |
| • January 26                                     | <b>Board Retreat</b>         |
| • February 26                                    | <b>Monterey Office</b>       |
| • April 23                                       | <b>Monterey Office</b>       |
| • June 25  | <b>Salinas Office</b>        |
| • August 27                                      | <b>Monterey Office</b>       |
| • October 22                                     | <b>Salinas Office</b>        |
| • December 17th                                  | <b>Monterey Office</b>       |
| Holiday Social following the meeting 5:45 – 7:00 |                              |

### **Executive Committee -Tuesdays**

*\* Meetings held from 3:30 pm – 5:30 pm*

- |                |   |
|----------------|---|
| • March 26     | <b>Salinas Office</b>                         |
| • May 28       | <b>Monterey Office</b>                        |
| • July 16      | <b>Salinas Office (rescheduled from 23rd)</b> |
| • September 24 | <b>Monterey Office</b>                        |
| • November 26  | <b>Salinas Office (to be confirmed)</b>       |

### **Finance Committee -Tuesdays**

*\* All meetings held from 2:00 pm – 3:30 the fourth Tuesday every other month.  
(Before the Board meeting)*

- |                |                                   |
|----------------|-----------------------------------|
| • February 26  | <b>Monterey Office</b>            |
| • April 23     | <b>Monterey Office</b>            |
| • June 25      | <b>Salinas Office</b>             |
| • August 27    | <b>Monterey Office</b>            |
| • October 22   | <b>Salinas Office</b>             |
| • November TBD | Special finance committee meeting |
| • December 17  | <b>Monterey Office</b>            |

**Investment Committee – Mondays Quarterly**

*\* All meetings held from 3:00 pm – 5:00 pm the second Monday of the second month of each quarter at the CFMC **Monterey office**.*

- Monday, February 11, 2019, 3:00 – 5:00PM
- Monday, May 13, 2019, 3:00 – 5:00PM
- Monday, August 12, 2019, 3:00 – 5:00PM
- Monday, November 11, 2019, 3:00 - 5:30PM (extended meeting)

**Resource Development Committee**

*\* All meetings held quarterly from 3:30 pm – 5:00 pm at the CFMC's **Monterey Office**.*

- Wednesday, March 6, 2019
- Wednesday, June 26, 2019
- Wednesday, October 2, 2019

**Grants and Programs Committee - Wednesdays- held quarterly**

*\* All meetings held from 9:00 am – 10:30 am at the CFMC's **Salinas office**.*

- Wednesday, February 6, 2019
- Wednesday, May 8, 2019
- Wednesday, August 7, 2019
- Wednesday, October 2, 2019

**Endowment Stewardship Committee**

*\*All meetings held from 2:00 pm – 4:00pm at the **Monterey office**.*








- Monday, July 15, 2019
- Monday, November 18, 2019

**Additional dates of interest to the Board:**

- **January 26 - 2019 Board Retreat 2354 Garden Road**
- **February 1 - The CF Board Basics Course – Sacramento, CA**
- **February 5 - Legacy Society Luncheon – Monterey Plaza Hotel**
- **May 16 - Women's Fund Luncheon – Thursday, Monterey Hyatt Hotel**
- **June - Past Chairs Luncheon**
- **League of CA CF's CEO/Chair Retreat**
- **October - CFMC Annual Celebration of Philanthropy, Corral de Tierra Country Club**



## 2019 Confidential Board Roster

	HOME ADDRESS	BUSINESS ADDRESS	CONTACT
	<b>CHAIR</b> <b>Birt Johnson, Jr.</b> 1256 Castro Road Monterey, CA 93940	Former General Manager, ATT	Home: 831.373.1711 Cell: 831-917-8133 <a href="mailto:birtjohnson@yahoo.com">birtjohnson@yahoo.com</a>
	<b>VICE CHAIR</b> <b>Teri Belli</b> 28 Harper Canyon Road Salinas, CA 93908	Owner, tBelli Business Consulting & Advising Belli Architectural Group 235 Monterey Street, Suite B Salinas, CA 93901	Work: 831.424.4620 Home: 831.424.9753 Cell: 831.320.7764 <a href="mailto:teri@belliag.com">teri@belliag.com</a>
	<b>TREASURER</b> <b>Jan Vanderbilt, CPA</b> 22 Trampa Canyon Road Carmel Valley, CA 93924	Vanderbilt CPAs PC 126 Clocktower Place STE 101 Carmel, A 93923	Work: 831-620-0811 Home: 831-659-1213 Cell: 831-594-1624 <a href="mailto:jan@vanderbiltcpa.com">jan@vanderbiltcpa.com</a>
	<b>SECRETARY</b> <b>Jeff Eikenberry</b> 43716 Via Canada King City, CA 93930	Retired Senior Vice President Jackson Family Wines	Home: 831.385.2946 <a href="mailto:jeff.eikenberry@aol.com">jeff.eikenberry@aol.com</a>
	<b>Betsy Buchalter Adler</b> 153 Acacia Avenue Pacific Grove, CA 93950	Trustee and Program Officer Claire Giannini Fund	Cell: 415.341.7707 <a href="mailto:bba93950@icloud.com">bba93950@icloud.com</a>
	<b>Jose Luis Alvarado</b> 1706 Eichelberger Court Marina, CA 93933	Dean of the College of Education Cal State Monterey Bay 100 Campus Center, Seaside, CA 93955-8001	Work: 831-582-5170 Home: 831.582.5170 Cell: 619.347.7240 <a href="mailto:alvarado@csumb.edu">alvarado@csumb.edu</a>
	<b>Ida Lopez Chan</b> 9623 Sierra Madre Court Soledad, CA 93960	Senior Vice President, Wells Fargo Monterey, CA 93940	Work: 831.657.9856 Cell: 831.596.2427 <a href="mailto:Ida.Chan@wellsfargo.com">Ida.Chan@wellsfargo.com</a>



## 2019 Confidential Board Roster



**Elsa Mendoza Jimenez**  
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**Giff Lehman**  
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**Nolan Kennedy**  
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Attorney at Law,  
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**Bill Mitchell**  
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**Erica Padilla-Chavez**  
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Executive Director  
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**Betsey Pearson**  
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Retired United Way of Monterey County  
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## 2019 Confidential Board Roster



**Kenneth B. Petersen**  
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**Michael Reid**  
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Founder  
Fund for Homeless Women  
Retired Episcopal Priest

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Cell: 831-915-7799 Preferred  
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**William Sharpe**  
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Professor Emeritas, Stanford University

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**Loren Steck**  
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Consultant in the Entertainment Industry

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**Abby Taylor-Silva**  
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**Maija West**  
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**Community Foundation for Monterey County  
2019 Board Committees**

<b>BOARD</b>	<b>Executive</b>	<b>Finance</b>	<b>Audit</b>	<b>Resource Development</b>	<b>Investment</b>	<b>Grants &amp; Programs</b>	<b>Govern.</b>	<b>Endow. Stewardship</b>	<b>Impact Investing</b>	<b>Grant Comm. 1</b>	<b>Grant Comm. 2</b>	<b>Stanton</b>	<b>Siembra Latinos</b>	<b>WF Advisory</b>	<b>R/E Advisory</b>
Betsy Adler						x	x	x		Chair					
Jose Luis Alvarado						x							x		
Teri Belli	x	x							x						
Ida Lopez Chan	x		x			Chair					Chair		Vice Chair		
Jeff Eikenberry	x		Chair						x						
Else Jimenez							x	x					x		
Birt Johnson	Chair	x	x	x	x	x	x	x	x						x
Nolan Kennedy					x				Chair						x
Giff Lehman					x					x					
Fred Meurer		x					x		x						
Bill Mitchell						x					x				x
Erica Padilla-Chavez				x									x		
Betsey Pearson				x				x			x				
Ken Petersen	x				Chair		Chair	x							x
Michael Reid	x			Chair											
Bill Sharpe					x					x					
Abby Taylor Silva				x											
Loren Steck					x				x		x				
Jan Vanderbilt	x	Chair	x		x										
Maija West				x			x							Chair	
<b>NON BOARD</b>															
Hansen Reed				x											
Bill Doolittle					x										
David Benjamin					x										
Steve Dart					x							x			
Steve McGowan					x										
Craig Johnson					x										
Sharon Gish										x					
Oscar Flores										x					
Paulette Bumbalough										x					
Meg Clovis										x					
Mark Verbonich											x				
Kathie Cain											x				
Sandy Hale											x				
Patricia Gomez											x				
Ramona Smith												Chair			
Iathan Annand												x			
Mary Wright												x			
Kip Hudson												x			
Blanca Zarazua													Chair		
Raul Rodriguez													x		
Daniel Rodriguez													x		
Chris Barrera													x		
Frank Ramirez													x		
Jim Heisinger, Legal Counsel															x
Rick Kennifer															x
John Mahoney															x
Greg Chilton								x							x
Bill Tebbe									x						
Rich Aiello									x						

**COMMUNITY FOUNDATION FOR MONTEREY COUNTY**  
**CONFIDENTIALITY POLICY**  
**Approved October 25, 2016**

Through the course of employment, service on the Board, or volunteering at the Community Foundation for Monterey County you will have access to and become acquainted with information of a confidential, sensitive and/or proprietary nature. The protection of confidential, sensitive, and proprietary information is of utmost importance to the continued viability and success of the Community Foundation. The information may pertain to present or future clients, donors, prospective donors, grantees, prospective grantees, wealth advisors and their firms, other Board members, business associates or past or current employees.

The Foundation's Board has adopted this Confidentiality Policy to assist the Foundation's directors, officers, employees, agents, fiduciaries and volunteers in fulfilling their confidentiality obligations and commitments. While the policy addresses some common confidentiality concerns, it is not an exhaustive list of all situations where a confidentiality obligation may arise. Questions about whether information is confidential or about situations in which confidential information may be released or discussed should be directed to the foundation's president/CEO, the board chair, and/or the chair of board committees. As used in this Policy, the term "Foundation personnel" includes the Foundation's directors and officers, employees, agents, fiduciaries, consultants and volunteers.

**General Rule:** The Community Foundation respects the privacy rights of its employees, both past and current, and maintains its personnel matters and records in the strictest of confidence. While serving on the Board, Foundation Board members may have access to or become acquainted with information concerning past and current Foundation employees, personnel matters, salary and pay scale information. Such information shall not be communicated, disclosed or otherwise utilized for any unauthorized purpose, whether such information was gained within or outside the scope of the member's service on the Board.

Individual Board members should not respond to inquiries or requests for information concerning past or current Foundation employees, personnel matters or records, or information concerning Foundation salaries or pay scales. Any such inquiries or requests for information shall be referred to the President/CEO. Board members who receive such inquiries or requests for information shall immediately notify the President/CEO.

**Confidentiality of Donor Information:** Except as required by law, the Foundation will not disclose information about a donor or a donor's gift. However, unless otherwise requested by the donor, the Foundation may publish the names of individual donors in the Foundation's Annual Report and other reported listings. In the case of memorial gifts, the Foundation will provide the names of donors to members of the immediate family unless the donor has requested anonymity. The Foundation will not disclose the amount of any gift without the donor's consent. The Foundation may accept anonymous gifts.



## COMMUNITY FOUNDATION FOR MONTEREY COUNTY CONFIDENTIALITY POLICY

**Confidentiality with respect to Grant Applicants and Grantees:** The Foundation will not disclose the identity of grant applicants except as necessary to process the application and will protect financial and personal information that applicants submit to it. This includes information provided by applicants for grants to individuals such as scholarships and hardship assistance. Except in the case of hardship assistance grants to individuals, and scholarships, the Foundation will generally disclose the identity of grantees and the amount awarded.

**Confidentiality of Foundation Business:** Except as authorized by the Foundation's board, or by an appropriate board committee, discussions and records of the Foundation's operations are generally not to be disclosed. This includes information about the Foundation's financial operations, fundraising, investments, personnel, grantmaking, and contractual relationships. The positions of individual directors, officers, employees, agents, fiduciaries, and volunteers should not be discussed, even within the Foundation, except in the course of official Foundation meetings and processes where those subjects are discussed.

**Exceptions:** This policy does not apply to disclosures to attorneys, accountants and other professionals providing assistance to the foundation. It also does not apply to disclosures to tax authorities, government agencies, courts, or as otherwise required by law. The following are considered public documents and information contained in them is not subject to the confidentiality requirements of this policy:

- The Foundation's annual report or audited financial statement once it has been accepted by the board.
- The Foundation's Form 990 as required to be publicly disclosed. This does not include the names and addresses of donors as that information is not required to be disclosed.
- The Foundation's investment portfolio holdings and performance
- The Foundation's investment and spending policies

**Protection of Confidential Information:** Foundation personnel who have executed a copy of this policy may access confidential information necessary to the performance of their functions. Foundation personnel are expected to exercise sound judgment in securing information taken outside the Foundation's offices or copied from its network. Any information so removed should be returned as soon as possible and deleted from laptops or other personal devices.

**Children's Online Privacy Protection Act:** The Foundation will comply with all laws as they relate to the Children's Online Privacy Protection Act (COPPA).

**COMMUNITY FOUNDATION FOR MONTEREY COUNTY  
CONFIDENTIALITY POLICY**

**I have read the Policy on Confidentiality and agree to comply with it.**

\_\_\_\_\_  
**Signature**

\_\_\_\_\_  
**Date**

\_\_\_\_\_  
**Print Name**

**I am a:**    \_\_\_\_\_ **Board Member**    \_\_\_\_\_ **Staff Member**    \_\_\_\_\_ **Volunteer**  
                 \_\_\_\_\_ **Consultant/Contractor**

# **COMMUNITY FOUNDATION FOR MONTEREY COUNTY**

## **CONFLICTS OF INTEREST POLICY**

Approved June 28, 2005  
Amended October 25, 2016

The Community Foundation for Monterey County consistently follows a policy of avoiding any conflicts of interest, or appearance of conflicts of interest, on the part of its Board, staff and community volunteers serving on Foundation committees in the review of grants and all other aspects of the Foundation's operations.

It is recognized that Board, staff and volunteer committee members are actively involved in other charitable, business, and community affairs throughout Monterey County. Pursuit of these experiences is generally encouraged and often provides perspectives that enhance Board, staff and volunteer committee members' ability to serve the Foundation's goals. However, in some cases, these experiences may create a duality or conflict of interest that needs to be disclosed and addressed.

This Conflicts of Interest Policy sets forth the Foundation's considered judgment regarding the best approach to balancing the following goals: (1) ensuring that the Foundation's decisions benefit from the fullest input of its Board, staff and volunteer committee members, drawing on their accumulated experiences in

Monterey County; (2) avoiding both the reality and the appearance that the objectivity of the Foundation's decisions is compromised by any conflicts of interest by a Board, staff member or volunteer committee member; (3) avoiding both the reality and the appearance that any Board, staff or volunteer committee member benefits from decisions made by the Foundation; and (4) avoiding both the reality and the appearance that any Board member's objectivity when dealing with Foundation personnel issues is compromised by his or her relationship with any staff member.

To accomplish these goals, the Foundation hereby adopts the following policies:

1. Foundation Board member's affiliation with prospective grantees

Foundation Board members who currently serve on the board of an organization that might reasonably be expected to apply for a grant from the Community Foundation shall take care to avoid any actions that will favor the potential applicant in its relationship with the Foundation. Foundation Board members who are otherwise formally affiliated with an organization that might reasonably be expected to apply for a grant from the Community Foundation shall take care to avoid any actions that will favor the potential applicant in its relationship with the Foundation. For purposes of this policy, in addition to service on the board, formal affiliation includes current involvement in fundraising, significant volunteer activities, and service on an ad-hoc committee, on an advisory board, or as a

trustee emeritus. Therefore, unless specifically approved by the Board, Foundation Board members shall: (a) refrain from sharing nonpublic information obtained through the Foundation that would provide an advantage to the potential applicant organization; (b) refrain from active involvement in the organization's planning or preparation of any inquiry or grant request to the Foundation; (c) abstain from voting on any grant request submitted by the organization; and (d) refrain from contacting Foundation staff or speaking at the Foundation's Board meeting on behalf of the organization, although the Board member in question may respond to inquiries from the Foundation's Board or staff and may raise an issue in exceptional circumstances when failure to do so would be detrimental to the Foundation or the community.

Unless requested by the Board Chair to remain, Foundation Board members will leave the room during Board discussions of matters relating to other organizations on whose boards they currently serve.

A Foundation Board member who also serves on another organization's board shall carefully consider his or her obligations to each organization in matters related to fundraising and development.

## 2. Board member relationships with the board or staff of other organizations

The provisions of paragraph 1 above shall also apply to any instance in which the spouse of or someone with a similar relationship to a Foundation Board

member serves on the board or staff of a potential applicant organization. A Foundation Board member shall also apply the provisions of paragraph 1 when his or her relationship with any other person who is involved with a potential applicant organization could reasonably be perceived as compromising the Board member's objectivity. In making this determination, the Foundation Board member shall consider the nature of his or her relationship with the other person, as well as the nature of that person's involvement with the potential applicant.

### 3. Potential conflicts arising from business activities

Foundation Board members shall take all reasonable steps to avoid actual or perceived conflicts of interest arising from their business activities. Specifically, the provisions of paragraph 1 shall apply whenever Board members, their spouses, or someone with whom a Board member has a similar relationship has a business relationship with a potential applicant organization that could reasonably be viewed as affecting his/her objectivity in matters relating to that applicant organization. The provisions of paragraph 1 shall also apply whenever a Foundation Board member believes that the business relationships of other relatives or persons with a potential applicant organization could reasonably be perceived as compromising the Board member's objectivity.

Foundation Board members that engage in business activities with or provide more than nominal business services to staff members shall take all reasonable

steps to avoid actual or perceived conflicts of interest arising from their business relationship with the staff member. This includes without limitation (a) refraining from disclosing nonpublic information acquired through the Foundation to that staff member; (b) refraining from active involvement in any decision directly impacting the staff member's terms and conditions of employment; (c) refraining from speaking to the staff, the Board, or any individual Board member on behalf of the staff member; and (d) refraining from advising the staff member on any matter that relates to the terms and conditions of his/her employment.

In general, Board members or their businesses should not engage in any business relationship with the Foundation. Exceptions to this general rule include without limitation when there is no practical alternative supplier of the business to the Foundation, when the price or conditions offered by the Board member are distinctly more favorable than any practical alternative, or when the personal benefit inuring to the Board member from the business relationship with the Foundation is merely incidental.

Board members should also not engage in business relationships that result directly from a grant or other decision of the Foundation. In determining whether a business relationship results directly from a decision of the Foundation, the following factors should be considered: (a) the time that has elapsed since the Foundation's decision; (b) whether the Board member or his or her business will be paid with Foundation funds; and (c) the degree of overlap between the focus

of the Foundation's decision (e.g., awarding a grant or selecting an investment manager) and the content of the Board member's business.

In the course of their non-Foundation business or other activities, Board members shall not intentionally use their association with the Foundation to leverage favorable treatment or advantage from any business, organization, or person.

4. Avoiding conflicts of interest by non-Board Volunteers who serve on Foundation Committees

The provisions of paragraphs 1, 2 and 3 above shall also apply to non-Board Volunteers who serve on Foundation Committees.

5. Avoiding conflicts of interest by staff

Except as specifically approved by the President/CEO after consultation, as appropriate, with the Board Chair, the staff shall avoid actual or perceived conflicts of interest by taking the following steps: (a) no staff member will accept a board or other position with an organization that could reasonably be expected to seek funding from the Foundation, and if such a position is approved, the staff member will play no role with respect to any request from the organization in question; (b) no staff member will play any role with respect to any request from an organization with which a family member is substantively involved; and (c) no



staff member will accept any gifts, meals, tickets, or other items with a value of more than \$50 from an organization that could reasonably be expected to apply for a grant or seek business from the Foundation.

Staff members shall not intentionally use their association with the Foundation to create any favorable treatment or advantage from any business, organization, or person.

6. Implementation of this Conflicts of Interest Policy.

The Foundation recognizes that the foregoing provisions do not cover all possible situations that might arise, and that the exercise of reasonable judgment will be necessary to apply this policy to specific situations.

Board and staff members shall immediately disclose to the Chair and/or President/CEO any specific circumstances (whether or not specifically addressed by the foregoing paragraphs) that could reasonably be considered a conflict of interest within the spirit of this policy. The Chair and/or the President/CEO will seek resolution of the issue, including, if appropriate, by means of engaging the full Board with respect to resolution.

Conflict of Interest disclosure forms are required at the beginning of your board term, or employment, and updated annually.

**COMMUNITY FOUNDATION *for* MONTEREY COUNTY**

**CONFLICT OF INTEREST FORM**

**Board and Staff Information Sheet for the year \_\_\_\_\_**

**Board/staff member's name**\_\_\_\_\_

I have read the attached Conflicts of Interest Policy. In compliance with the policy, I state that I am currently involved with the following local organizations:

	<b>ORGANIZATION</b>	<b>CAPACITY</b> (Trustee, volunteer, counsel, etc.)
1.	_____	_____
2.	_____	_____
3.	_____	_____
4.	_____	_____
5.	_____	_____

My spouse is currently involved with the following local organizations.

1.	_____	_____
2.	_____	_____
3.	_____	_____

A foundation grant or loan would constitute a direct monetary benefit to me or an immediate family member if made to the following:

1.	_____	_____
2.	_____	_____
3.	_____	_____

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

## **Board of Directors Job Description**

### **I. BOARD GOVERNANCE**

The Community Foundation for Monterey County (CFMC) is governed by a twenty-member [Board of Directors](#) chosen from various parts of Monterey County served by the foundation. The Board's job, on behalf of the CFMC, is to define and demand appropriate organizational performance to achieve its mission and ends and avoid situations and activities that are unacceptable.

The Board has three duties it cannot delegate to staff: it is responsible for setting the direction for the organization by developing explicit governing policies, assurance of executive performance, and maintaining linkages with the public it serves. It can choose to take on other responsibilities such as fund raising, legislative impact, public image, managing reserves, and dealing in real estate.

The Board commits itself and its members to ethical, business like, and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members. The Board represents the residents and organizations within the county it serves and therefore, it must educate itself regarding the diverse values held by the persons it represents and must always act under the influence of those values.

### **II. BASIC RESPONSIBILITIES**

#### **A. Determine the Foundation's Mission and Purposes**

The Board has the fundamental responsibility of defining the overall mission, long-range vision, and objectives of the Foundation. Annual review of the Foundation's Mission Statement, including its adequacy, relevance, and accuracy, is required in order to maintain the Foundation's public purpose and utility as a fiduciary and to serve as a guide for long-range planning.

#### **B. Recruit, Support, and Assess the Performance of the President/CEO**

The Board is responsible for hiring the chief executive and clarifying his/her responsibilities, powers, and relationships with the Board. In collaboration with the Personnel Committee, the Board should provide feedback to the President/CEO and conduct an annual written review of his/her performance. The Board should seek ways to support the chief executive by providing professional development opportunities, making connections with community leaders and potential donors, and assisting with management issues as needed.

### **C. Ensure Effective Organizational Planning**

Board members must be actively involved in strategic planning and help implement both short- and long-term objectives. Participation in periodic planning retreats and annual review of the strategic plan, the Mission Statement, the operating budget, the committee and governance structure, and the facility and staffing needs of the Foundation are all Board responsibilities.

### **D. Ensure Adequate Resources to Fulfill the Foundation's Mission**

Fund-raising and personal giving to provide support for the annual needs of the Foundation are responsibilities of all Board members. In addition, assistance with attracting new funds, either from living donors or by encouraging bequests, by referring potential donors, and using professional or corporate contacts, is an ongoing responsibility of all Board members. When a special campaign or new initiative is underway, Board members should participate personally to assist the staff in achieving the fund-raising goals of the campaign or initiative.

### **E. Manage Resources Effectively**

With the assistance of the Budget Committee, the Board must approve and periodically review the annual operating budget of the Foundation. In addition, with the assistance of the Investment Committee, they must review monthly financial statements and monitor the performance of the Foundation's investments and the work of outside consultants. The Board must hire an independent outside auditor, review and approve the annual audit, and determine that any recommendations made in the auditor's management letter have been implemented.

### **F. Determine and Monitor the Foundation's Programs and Services**

The Board has the ultimate responsibility for determining what the Foundation offers to the non-profit and donor communities. Periodic review of the Foundation's various grant programs, management assistance and other services for agencies, and relationships with financial and estate planning professionals and other local, statewide, and national foundations is a Board function. The Board should also determine if the Foundation's services for donors are appropriate, cost-effective, and delivered professionally.

### **G. Enhance the Foundation's Reputation and Visibility**

Board members should be articulate spokespersons for the Foundation and its achievements. They should promote the reputation of the Foundation in their contacts with donors, elected officials, government representatives, other foundations, and the media whenever possible. When needed, Board members may be asked to speak to community groups and participate in the production of radio and TV promotions.

### **H. Adhere to Legal and Ethical Standards and Maintain Accountability**

The Board must adopt the highest standards of professional operating procedures for the Foundation. These standards include maintaining the confidentiality of the Board's deliberations, the Foundation's donor lists, and all personnel discussions (see attached Confidentiality Policy). They must adopt comprehensive personnel policies, updated bylaws, conflict of interest policies, and investment policies; purchase appropriate insurance coverage;

submit annual reports and tax returns; adhere to performance standards adopted by the Council on Foundations and the League of California Community Foundations; and regularly monitor the legal issues affecting community foundations.

#### **I. Recruit and Elect New Board Members and Evaluate the Board's Performance**

With the aid of the Governance Committee, the Board must oversee the process of analyzing the needs of the Board, identifying and cultivating prospective Board members, overseeing the orientation program, and conducting a periodic self-assessment of the Board. The Board has the ultimate responsibility for electing new members of the Board and the annual slate of officers. They should also periodically assess their own performance, committee structures, relationships with constituents, and overall effectiveness.

### **III. INDIVIDUAL BOARD MEMBERS' RESPONSIBILITIES**

#### **A. Fundamental Assumptions**

Every Board member should understand the mission and goals of the Foundation. They should also understand its policies, programs, and services and have a clear vision of its strengths and its place in the not-for-profit community.

All Board members must perform their duties responsibly and at the level of care, loyalty, and stewardship expected of all trustees of charitable foundations.

Board members are expected to serve on at least one standing or ad hoc committee, and take on special assignments as needed.

#### **B. Meetings and Events**

Board members are expected to attend all Board meetings or to inform the Foundation if they are not able to attend. Failure without excuse to attend three consecutive regular meetings of the Board of Directors shall operate as a tender of resignation, unless excused by the Board of Directors. Board members are encouraged to attend events such as the Celebration of Philanthropy, the Legacy Society Luncheon, and the Women's Fund Luncheon. They should actively participate in committee and Board meetings and maintain the confidentiality of executive sessions or other matters that are discussed in confidence or anonymously.

#### **C. Avoiding Conflicts**

Board members must serve the Foundation's broadest interest without representing any constituency or special interest group, and they must follow the Foundation's written Conflict of Interest policy in evaluating grants and annually complete the Foundation's information form for this purpose.



#### **D. Fiduciary Responsibilities**

The Board must exercise prudence in conformity with the Uniform Prudent Management of Institutional Funds Act (UPMIFA) in managing the Foundation's investments. Board members must read and understand the Foundation's financial statements and audit.

#### **E. Fund-Raising and Donor Development**

Board members are expected to make an annual financial contribution to the Foundation according to their personal means.

## **Expectations of Board Members**

1. Be loyal to the mission of the Foundation and an advocate of its programs.
2. Be a responsible steward of the community assets entrusted to the Foundation by preparing for and attending Board meetings. Inform the Foundation in advance if they are not able to attend. Failure to attend without excuse three consecutive regular meetings of the Board of Directors shall be considered a tender of resignation, unless excused by the Board of Directors.
3. Serve on at least one standing or ad hoc committee.
4. Participate in the grant review process by reading the documentation provided by staff, accompanying staff on at least one site visit per year, and by evaluating and scoring grant proposals.
5. Attend Foundation-sponsored events, such as the Fund for the Arts performance, the Fund for the Environment field visits, and the Donor Recognition event.
6. Adhere to the Foundation's Confidentiality Policy. Maintain the confidentiality of executive sessions or other matters discussed in confidence or anonymously.
7. Adhere to the Foundation's Conflicts of Interest Policy. Serve the Foundation's broadest interest without representing any constituency or special interest group, especially while evaluating funding proposals.
8. Exercise prudence in conformity with the Uniform Prudent Management of Institutional Funds Act (UPMIFA) in managing the Foundation's investments. Read and understand the Foundations financial statements, audit and Form 990.
9. Make an annual financial contribution to the Foundation that is significant to them, according to their personal means, and encourage other gifts to the Foundation from individuals, Foundations and corporations through their personal contacts and spheres of influence.