

California Native Plant Society

Governance Plan

(Approved by CNPS Board of Directors – March 3, 2001)

Plan Overview

This plan for restructuring CNPS is based on a proposal presented to and approved by the CNPS Board of Directors on March 3, 2001. At that time, the details of this plan were approved and the Governance Committee was empowered to develop specific implementation steps. A new set of bylaws and a set of policies to support this plan will be presented for approval to the Board of Directors at the June 3 meeting.

The plan itself is the culmination of more than nine months worth of discussions and work to make the governing structure of CNPS more effective, more positive and more reflective of the needs and desires of CNPS members and volunteers.

Committee chairs would not vote on decisions regarding CNPS native plant policies.

Plan Specifics

The plan for restructuring CNPS follows. More specific information about bylaws and policy changes are to follow.

CHAPTER COUNCIL

The purpose of the Chapter Council is to provide direction and connection from the CNPS chapters to the state organization. The Council is the legal *membership* of the corporation, and as such, has the authority usually ascribed to members in a nonprofit corporation: voting for board members and changing of bylaws. In addition, this group also sets the direction of the organization through its work on the vision and mission of the strategic plan, and through the native plant policies it establishes.

Council Responsibilities

The Chapter Council has the responsibility and authority to fulfill three basic functions:

- **Maintain strong relations between the chapters and the state Board of Directors.** The chapters are the lifeblood of the Society. The Board is the legal entity responsible for directing the organization. Both are absolutely necessary for the organization to be effective. The Council ensures that chapter issues of importance to the state organization receive due attention through its regular meeting discussions. The Board ensures that its decisions and directions are consistent with and supportive of the needs of Chapters through a regular reporting structure.
- **Fulfill basic governance responsibilities.** These responsibilities are electing the board of directors and changing the bylaws. The Chapter Council votes each year to elect Board members to fill vacancies created by board members leaving or completing their term of office on the Board of Directors. The Chapter Council also elects the officers (President, Vice President, Secretary and Treasurer) of the Board. The election takes place according to specific provisions defined in the revised bylaws. The Chapter Council also votes for any changes to the bylaws necessary to keep the organization functioning effectively. Changes in the bylaws can be recommended by the Board or by any member of the Chapter Council, based on procedures established in the revised bylaws.

- **Establish the strategic direction for the Society.** The Council has responsibility to develop the most basic elements of the strategic plan – the Society’s vision and mission (or strategic direction). This responsibility is fulfilled a minimum of once every three years as part of the CNPS strategic planning process. (Members of the Council also participate in other aspects of the planning process, but are not *expected* to participate.) The Chapter Council also votes on key policies regarding native plant protection and appreciation. These policies are established as needed to respond to specific opportunities or threats to native plants in the state. The Program Committees presents draft policies to the Chapter Council for consideration and decision. Chapters also present policies that they feel need to be considered by the Chapter Council.

Membership of the Council

The Council is made up of one delegate from each chapter. Each chapter determines its own method of defining the delegate to the chapter, with the process subject to the approval of the Council. Any change in representation from a chapter needs to be formally recognized, but it is possible for someone to sit in for a chapter delegate on an interim basis.

While chapters have only one voting member represented on the Council, chapter members are encouraged to participate in all meetings of the Council that they are interested in attending.

In addition, chairs of the program committees are non-voting ex-officio (“by virtue of office”) members of the Council, and participate completely in all discussions of the Council. Staff members also participate regularly and actively in discussions of the Council, but do not have any voting authority.

Meetings and Agenda

Meetings of the Council are held three or four times per year in various parts of the state. The Council defines the exact meeting schedule and the specifics of how the meetings would work. Meetings usually last at least a day.

All Council meeting agendas are structured to reflect a strong orientation toward chapters and plant policy issues. Each meeting provides a forum for presenting and acting on policy questions brought forth by the Program Committees or the chapters. These policy issues address the full spectrum of programmatic issues facing the Society – from horticulture to advocacy – but do not focus on any organizational issues, which are the responsibility of the Board. (The Council at times provides an advisory opinion on organizational issues, but the opinion is a mandate for action.)

In addition, the meetings include both structured and unstructured opportunities for chapters to learn from and network with each other. The exact nature of these discussions will be developed and defined by a small committee of chapter representatives under the leadership of the Chapter Relations Committee Chair.

One of the meetings each year includes some focus on the organizational issues within the responsibility of the Council, such as elections or bylaw revisions. These responsibilities do not take the full time of the meeting where they are addressed. One of the meetings of the Council

either serves as or becomes part of a statewide conference designed to encourage participation from a broader group of CNPS members and supporters.

Relationship of the Council and Board

As the membership body of the organization, the Council has the authority to structure the Board (through the bylaws) and create the Board (through election of Board members). The Council does not have the authority to conduct the business of the Board, nor to change any policy or program decisions made by the Board.

Instead, the two groups work as partners to make the organization strong, each with specific responsibilities. Leaders of the two bodies – the Council Chair and Board President – are an important leadership team to coordinate the work of the two groups and to encourage clear expectations and other communication. The Executive Director also plays an important role supporting the work of both bodies and fostering clear communication and effective coordination.

Leadership of the Council

The Council Chair runs the meetings of the Chapter Council. This position is separate from that of Board President. Guidelines for the position include

- The Chair is a representative of a chapter
- The Chair's term of office is one year, with a maximum of two consecutive terms
- The Chair may be defined as one of the Board member representatives from the Council, filling a position as an ex-officio member of the Board.
- The Chair can not also be the President of the Board.

The Vice Chair provides support and back-up to the Chair. This position also is on the Board as ex-officio.

Nominations and Election

The selection of Chapter Council members is determined by each chapter based on very general guidelines established by the Council and embodied in the bylaws. Election of the Chair and Vice Chair positions is done in an annual written vote conducted at a meeting organized for this specific purpose (which may also coincide with the election of Board members and officers). The Council distributes ballots to Council members a minimum of four weeks prior to the meeting of the Council. Council members either submit their ballot by mail or return it in person. A simple majority would make the selection.

Removing Council Members

The Council occasionally needs to take the extraordinary step of removing a Council member who fails to meet the basic requirements for participation in the Council. These criteria include attendance, civil participation and loyalty to the Society. If someone fails to meet these criteria, a two-thirds vote of the Council can remove them. The chapter represented by the removed Council member will be given an immediate opportunity to replace that person on the Council, if it chose to do so.

Relationship to Staff

The Board of Directors is responsible for supervising the Executive Director, who in turn is responsible for supervising all staff members including volunteers working on the management activities of the organization. Staff, however, provides support to the Council in several ways. First, the Executive Director has responsibility for supporting the Council's administrative functions. Administrative staff also play a variety of roles to support the Council. Second, program staff work with the Program Committee chairs on a regular basis, and provide technical support to the program committee chairs and to the Council in the discussion and development of native plant policy decisions.

BOARD OF DIRECTORS

The Board of Directors serves as the governing body of the organization, and fulfills the legal and fiduciary responsibility of directing the organization. It runs the business of the Society, retaining responsibility for the governing functions outlined by the State of California and federal government.

Board Responsibilities

The Board has the responsibility and authority to fulfill four governing functions:

- **Develop the strategic plan.** The Board is responsible for developing the strategic plan, drawing on the direction provided by the Chapter Council. The board leads staff in the development of specific implementation plans, relying on the Executive Director to develop the details that support the outcomes and strategies defined by the board, and vision and mission defined by the Council. The planning process is a very inclusive process throughout its many steps and encourages participation from stakeholders inside and outside of the governing structure.
- **Ensure adequate financial resources.** The Board is responsible for setting the policies, defining the goals and implementing key portions of the fundraising program of the Society. Specifically, the Board leads the program to solicit major gifts and cultivate major donor prospects.
- **Ensure sound financial accountability and management.** The Board is responsible for providing appropriate fiscal oversight of the resources of the organization. The Board works with the Executive Director to manage the finances of the organization, and ensures that the management is consistent with established policies and principles.
- **Develop leadership to serve throughout the organization.** The Board is responsible for actively building leadership to serve within the organization, including leadership at the Board and Council level. This responsibility includes orientation, training and recognition to support effective leadership. It also includes responsibility for hiring and managing the executive director.

Membership of the Board

The membership of the Board is determined by a vote of the Chapter Council. Members of the board shall be CNPS members in good standing nominated through a process defined by the Council and established in the bylaws of the Society. The board ranges between nine and 15 members, based on the amount of work and scope of expertise sought on the Board. As a whole,

the board possesses the skills, talents and experience necessary to fulfill the responsibilities ascribed to the board of directors.

The bylaws includes a provision that a minimum number of Council members (perhaps four) serve on the Board to ensure effective coordination and communication between the two groups. These Council members represent the range of opinions and perspectives of the chapters, either based on geography, chapter size, chapter orientation or some other criteria established by the Council. The Council Chair is an ideal person to serve on the Board in an ex-officio voting position.

Board Election Process

A nominating committee of the Council, working in coordination with the Board Development Committee, manages the election of board members. The recruiting for Board positions is an open process that encourages anyone interested in becoming involved in a leadership role to consider Board service. Interested board prospects receive orientation materials to clarify expectations of board service. The election is conducted using a written ballot mailed to Council members at least four weeks prior to the Council meeting where the final decision was made. Electors either mail their ballot or submit it in person at the meeting. All persons qualified and committed to fill a position are eligible to run and appear on the ballot.

For vacancies created between designated election meetings of the Council, the Board selects someone qualified and committed to fill the position.

Removing Board Members

The Council occasionally needs to take the extraordinary step of removing a Board member who fails to meet the basic requirements for participation on the Board. These criteria include attendance, civil participation and loyalty to the Society. If someone fails to meet these criteria, they can be removed by a two-thirds vote of the Council. The Council may take the immediate step to fill the vacancy created by the removal, or it might delegate that task to the Board, if it chose to do so.

Meetings and Agendas

The Board meetings are held six times per year. The meetings are held in conjunction with Chapter Council meetings. Meetings last from two to four hours, depending on the scope of the agenda facing the Board. Decisions in meetings is by majority vote, with a strong effort to gain consensus before voting takes place.

Meetings are organized to make them most efficient. Staff and committee reports are sent to Board members prior to the meeting, as are any supporting materials required for board action. Meetings focus specifically on the decisions and discussions that go beyond the information in the reports.

Leadership of the Board

The leadership of the Board comes from its officers – the President, Vice President, Secretary and Treasurer. The Council elects the officers of the Society at the same time as it elects the Board of Directors.

The functions of the officers are described as follows:

- **President** – The President is the chief officer of the corporation and shall act as the Chair of the Board. The President perform the following duties: (a) organize, facilitate and chair all meetings of the Board of Directors, including setting the agenda and seeking input from Board members and Executive Director on what the agenda should be covering; (b) ensure the effectiveness of the governing committees, including working with governing committee chairs to ensure their effectiveness and success; (c) supervise the Executive Director, speaking on behalf of the entire board of directors on all supervisory and evaluation issues; (d) chair the Executive Committee and ensure its success as a resource to support the Board; (e) and fulfill any other duties as may be prescribed by the Board of Directors.
- **Vice President** – The Vice President serves as the secondary officer of the corporation and as a key partner to the President. The Vice President performs the following duties: (a) fulfill all duties proscribed to the President in his/her absence; (b) ensure a process for selecting a new President if the current President becomes unable to serve for any reason; (c) provide support to the President to help make her/his job manageable and effective; (d) certify the results of the election of board members and officers; and (e) fulfill any other duties as may be prescribed by the Board of Directors.
- **Secretary** – The Secretary has overall responsibility for all record keeping. The Secretary performs or ensures the performance of the following duties: (a) record officially the minutes of all proceedings of the Board of Directors meetings and actions; (b) provide notice of all meetings of the Board of Directors meetings and actions; (c) authenticate the records of the corporation; and (e) fulfill any other duties as may be prescribed by the Board of Directors.
- **Treasurer** – The Treasurer has overall responsibility for all corporate funds. The Treasurer performs or ensures the performance of the following duties: (a) keep full and accurate accounts of all financial records of the corporation; (b) deposit all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors; (c) disburse all funds when proper to do so; (d) develop reports as to the financial condition of the corporation to the Board of Directors; and (e) fulfill any other duties as may be prescribed by the Board of Directors.

Terms of Office

Board members serve staggered terms of office and have term limits. Board members who have served for two full terms can remain active in program or governing committees, or as an advisor to the organization, but must have at least a full year off before beginning a new term of office as a Board member.

Relationship to Staff

The board has the responsibility of hiring, overseeing and firing the Executive Director. This function is fulfilled through the supervision of the Executive Director by the Board President, who acts on behalf of and consistent with the interests of the full board. The Board works through the Executive Director to manage and oversee the activity of the staff. Both program and administrative staff may be asked to provide support to the governing and program

committees and to the Chapter Council. Such responsibility would be assigned by the Board and managed by the Executive Director.

GOVERNING COMMITTEES

The Board creates governing committees to support the effectiveness of the Board's activities. These committees help work through issues and generally support the decision-making process of the board.

Executive Committee

The Executive Committee serves as the "committee of committees" and ensures the effectiveness of all governing committees. The Executive Committee is made up of officers (President, Vice President, Secretary and Treasurer), and includes chairs of the governing committees. Its functions include:

- Coordinate the work of all other committees and ensure their effectiveness.
- Serve as a sounding board and resource to the Board President and Executive Director in their management responsibilities.
- "Pre-digest" difficult decisions to ensure they are ready for board action.

In addition, the Executive Committee can be delegated specific responsibilities to act on behalf of the Board in certain circumstances. The Executive Committee would not be able to make any decision normally appropriate for the Board unless specifically delegated by the Board.

Other Governing Committees

The Board creates other committees that may be useful to assist in governing the affairs of the Council. These committees include both Board members and non-board volunteers willing to serve on the committee. The Board President recommends and the Board approves who will serve within each committee, as well as who serves as chair for each committee. None of these committees have the authority to act on behalf of the Board for any policy or budget decision. The committees include:

- **Resource Development** – the Resource Development Committee is responsible for setting goals and policies for fundraising, and for coordinating the Board's involvement in all appropriate fundraising activities. In particular, this committee oversees the Board's role in major donor fundraising. The committee also works closely with the Executive Director supporting his/her responsibility for developing a fundraising plan and for key implementation responsibilities in fundraising.
- **Board Development** – the Board Development Committee works with the Council Nominating Committee to fulfill the responsibilities of the current Nominations Committee, including support of the process by which the Chapters Council elects board members and officers. In addition, this committee has responsibility for coordinating orientation, training, evaluation and recognition of board members and other key volunteers.
- **Finance Committee** – the Finance Committee is responsible for providing financial oversight for all of the fiscal operations of the organization. The committee works closely with the Executive Director, supporting his/her responsibility to develop an annual budget consistent with the direction and details of the strategic plan. The committee also provides

direction to the Executive Director in the development of financial policies and procedures to give the Board important feedback on the financial health of the organization.

- **Chapter Relations** – the Chapter Relations Committee serves the critical role of building and supporting the effectiveness of the chapters. This committee works as a program committee to coordinate the agenda and issues for discussion by the Chapters Council. In addition, it provides oversight to chapter support programs and activities. In this role, the committee, and committee chair in particular, work very closely with the Executive Director to provide advice and support to her/his job of making chapters effective partners in the organization.

The Board Chair may also establish other ad hoc committees as needed to fulfill the functions of the Board. One committee that may be foreseen is the Strategic Planning Committee, an ad hoc committee constituted every three years to coordinate the strategic planning process. Other ad hoc committees may be formed as needed to address specific questions or concerns that come up, and would disband upon the resolution of the issue (such as a Bylaws Committee or a Hiring Committee).

Committee chairs are recruited to lead the committees through their work plan and agendas. Committee chairs are generally board members but on some occasions may be non-board committee members.

PROGRAM COMMITTEES

Program committees also support the effective implementation of the strategic plan. Staff members fulfill key functions in the implementation of programs and will continue to do so. But volunteers are a critical component of the Society's overall effectiveness and need to remain prominent players in program implementation.

The program committees work on the program issues as defined by the strategic plan. Coordinators of these committees work directly with the Executive Director, who has the authority to manage them as he/she feels best supports the implementation of the strategic plan. The Executive Director also manages the staff of the organization to fulfill the direction and decisions outlined in the plan. In some cases, these committees may have staff assigned to them to provide direction, leadership and/or support to the volunteers involved. Each committee has a chair – a volunteer who coordinates the work of everyone within the work group. (In the absence of any volunteer leadership for a program committee, the functions might be folded into one of the staff positions, and again, managed by the Executive Director.)

The program committee chairs (or in some cases a staff person leading the work group) also work directly with the Chapters Council in the development of broad native plant policies. Program committees present policy recommendations to the Chapters Council, and engage chapters in issues and activities of statewide significance. The program committees also provide support and assistance to similar committees at the chapter level to help them with their issues.

The program committees are defined by the elements of the strategic plan, currently including plant science, education, advocacy (conservation), horticulture and stewardship. Sub-

committees can be created to support the work of these program committees, either on a standing basis (for issues that seem to require ongoing attention) or on an ad hoc basis (for issues that emerge and are ultimately resolved, such as the UC Merced issue).

Program committees may include non-board members who are actively involved in the committee functions. The Executive Director recommends and the Board approves who will serve within each committee, as well as who serves as chair for each committee.

ADVISORS/ADVISORY COUNCIL

The board may create a council or ad-hoc group of advisors who provide resources valuable to the organization. Typically, these advisors do not participate in meetings or other scheduled activities of the board, but instead serve as needed in ways specific to their background, skills and resources. The Executive Director and/or the Executive Committee manage this group.

STAFFING STRUCTURE

CNPS hires staff to fulfill important functions within the organization. Those functions ultimately help to implement the strategic plan and to establish the administrative systems needed to help the organization function smoothly and effectively.

The board has the responsibility of hiring, overseeing and firing the Executive Director. This function is fulfilled through the supervision of the Executive Director by the Board Chair, who acts on behalf of and consistent with the interests of the full board.

The Executive Director, in turn, has the responsibility of hiring, overseeing and firing all other staff. The Executive Director may delegate some of the supervisory authority to other staff members, but ultimately is responsible for the performance and effectiveness of all staff members. In some cases, volunteer leaders may supervise staff in specific programmatic areas.