

CNPS GOVERNANCE POLICIES
Approved June 2, 2001

1. Council-Board interrelationships.

- Subject only to the number of Director positions open, and without unseating any sitting Director, each election will attempt to provide that at least 25% of the directors serving on the Board following the election, including both the Chair and Vice Chair of the Chapter Council, must also be active delegates to the Chapter Council.
- The Chair and Vice Chair of the Chapter Council are ex-officio, voting members to the Board of Directors at all times. The Chair and Vice Chair have the specific role of representing the Chapter perspectives, to the degree possible, in Board deliberations. They are also expected to participate equally in all activities and responsibilities associated with the job of Director.
- The Board President is an ex-officio, non-voting member of the Chapter Council at all times, and is welcomed to participate equally in the discussions and activities of the Council. If the Board President is also a delegate to the Chapter Council, he/she may also be a voting member of the Council.

2. Frequency of Council and Board meetings.

- Meetings of the Chapter Council will be held at least three times per year. A schedule of Chapter meetings will be published at the beginning of each calendar year in appropriate CNPS media.
- Meetings of the Board of Directors will be held at least four times per year, including a retreat for the purposes of planning and training. A schedule of Chapter meetings will be published at the beginning of each calendar year in appropriate CNPS media.
- Whenever possible, meetings of the Chapter Council and Board shall be scheduled to make it convenient for Directors and Delegates to attend both without undue inconvenience.

3. Role of staff in Board and Council meetings.

- In general, staff members of the Society are encouraged to participate in Board and Council meetings as resources to support the decisions of the groups. The Executive Director is responsible for staffing all Board and Council meetings, and may require additional staff to attend at his/her discretion. The Council Chair and the Executive Director together will define the degree of staff participation appropriate for Council meetings. Likewise, the Board President and Executive Director together will define the degree of staff participation appropriate for Board meetings.

4. Meeting focus in each quarter, including when administrative details are resolved.

- The Council Chair defines the meeting agenda for the Chapter Council with input from the Board of Directors, Executive Director and members of the Council. At least one meeting of the Council each year will address administrative and governance issues for the organization, including but not limited to elections, bylaws and other organizational issues defined in the bylaws.

5. Communication between Council and Board.

- The Council Chair and Board President will work together to ensure effective communication between the Chapter Council and Board of Directors. The two leaders will define and develop any procedures or resources necessary to ensure the two groups communicate and function effectively. The Executive Director may participate in defining and implementing steps to ensure effective communication.
- For issues that fall within the responsibility of the Board of Directors, but that are connected to Council responsibility or interest, the Board will make every attempt to consult with the Council and gain their input prior to making the decision. The Board President and Chapter Chair will work to coordinate involvement.

6. Leadership roles and responsibilities, including job descriptions for key leaders.

- The Council Chair is the elected leader of the Chapter Council, and as such has the responsibility and authority to keep the Council running smoothly and effectively. The Chair is responsible for running the meetings of the Council, ensuring adequate participation and input to meetings and ensuring that the Council fulfills its obligations and expectations as stated in the bylaws. The Chair also has specific responsibility to work with the Board President and Executive Director to ensure the organization as a whole functions effectively. This responsibility includes assisting the Board and Executive Director in identifying appropriate people to serve as program committee chairs. A more specific job description for the members of the Chapter Council will be approved by the Council, and reviewed and updated as needed to reflect the needs of the organization.
- The Board President is the elected leader of the Board of Directors, and as such has the responsibility and authority to keep the Board running smoothly and effectively. This responsibility includes defining the necessary organizational structure to support the Board, including standing and ad hoc committees; defining the leadership and membership of governance committees of the Board; working with the Council Chair and Executive Director to identify program committee chairs; organizing and running meetings of the Board; supervising the Executive Director, and ensuring the effective supervision of all other staff by the Executive Director; ensuring effective participation by all Board members, including coaching and support for Board members; enforcing the bylaws and policies of the organization that pertain to the Board of Directors, and ensuring that there are adequate and clear policies in place; and taking overall responsibility for an effective organization. A more specific job description for the members of the Board of Directors will be approved by the Board, and reviewed and updated as needed to reflect the needs of the organization.
- The Executive Director is the leader of the staff of the Society, and is chosen by the Board of Directors, to whom the Executive Director reports. As the staff leader for the Society, the Executive Director has the responsibility and authority to supervise and manage all staff of the organization involved in program planning and implementation and administration, including unpaid staff members. This includes responsibility to identify and supervise the leaders of the Program Committees, subject to the input from the Board of Directors and Chapter Council and ratification

of the Board of Directors. The Executive Director is also responsible for helping develop the strategic plan for the Society, and for implementing the plan approved by the Board of Directors. This responsibility includes program planning, implementation and administration, including overseeing the implementation of all aspects of the strategic plan, including program development, budgeting, financial management, program evaluation and review, and systems development. The Executive Director is also the lead fundraiser for the Society, and works with the Board and staff of the organization to ensure that adequate resources are in place to achieve the strategic plan. A more specific job description for the Executive Director will be approved by the Board of Directors, and reviewed and updated as needed to reflect the needs of the organization.

7. Specific policies about selection of leadership development and election

- Delegates to the Chapter Council select the Council Chair, Vice-Chair and Secretary through a mail-in ballot election process run concurrently with the election process for officers and directors. On an annual basis, the elections process will work within the following framework:
 - Council members interested in serving in a leadership role will notify the chair of the Leadership Development Committee of their interest, and will provide any documentation required by the committee on or before June 1.
 - The committee will mail election materials to all delegates to the Chapter Council by July 1.
 - Ballots received on or before August 1 will be counted and the winners will be announced by the committee on or before September 1.
 - Council leaders take office beginning December 1.

The Leadership Development Committee will develop any additional policies necessary to affect a successful election process.

- Delegates to the Chapter Council elect the Officers and Directors through a mail-in ballot election process run concurrently with the election process for leaders of the Council. On an annual basis, the elections process will work within the following framework:
 - Members of the Society in good standing who are interested in serving as an officer or director will notify the chair of the Leadership Development Committee of their interest, and will provide any documentation required by the committee on or before June 1.
 - The committee will mail election materials to all members of the Chapter Council by July 1.
 - Ballots received on or before August 1 will be counted and the winners will be announced by the committee by September 1. The Leadership Development Committee will develop any additional policies necessary to affect a successful election process.
 - Officers and directors take office beginning December 1.
- Information about candidates for leadership positions will be announced and made available for anyone within CNPS immediately upon submission. The Leadership

Development Committee will develop procedures that help communicate the status of nominations on a regular, prompt basis.

8. Function and role of Leadership Development Committee in regular election roles and between elections.

- The Leadership Development Committee is responsible for recruiting and encouraging leaders to emerge throughout the organization. In the Committee's role as coordinator of the election process for both the Council and the Board, the committee does not have the authority to narrow the list of candidates to a short list or to develop a preferred slate of recommended candidates. Instead, the group will encourage participation widely, will educate and emphasize the qualifications and expectations for all positions, will define the information needed for candidate evaluation and distribute the information among chapter delegates, and will engage in other activities that ensure an open, fair and successful election process.
- The Leadership Development Committee will also engage in other activities to ensure the effectiveness of volunteer leaders throughout the organization, including but not limited to assessment, orientation, training, evaluation and recognition.

9. Lines of authority for Chair, President and Executive Director.

- The Board President will assume responsibility to ensure that the lines of authority between the Board and staff members are clear and are followed. In general, these lines will reinforce the Board's job in governing the organization and the staff's job in managing the organization.

10. Policies for effective meetings.

- As a rule, the Society will work hard to ensure that all meetings are as efficient, effective and enjoyable as possible. To ensure this, the Society establishes the following principles and policies for meetings at every level of the organization:
 - All meetings will have clear objectives, a facilitator (or chair) and an agenda. Reviewing the agenda and defining expectations (time and outcome) will be done at the beginning of every meeting.
 - Whenever possible the materials to be used as the basis for discussion and deliberation in a meeting will be distributed prior to the meeting with enough time to review the information and seek clarification as necessary.
 - All participants in a meeting will share responsibility for its effectiveness.
 - Notes or minutes of meetings will be kept whenever there is a strong likelihood that the information will be valuable in future decisions of the organization.
 - Unconstructive and negative behavior that interferes with the outcomes and success of a meeting will not be tolerated. People engaging in such behavior will be asked to leave, and may be asked not to participate in future meetings. This policy will not be construed in such a way as to limit discussion of

alternate viewpoints or to expressions of opinion which differ from the majority or those currently in office.

11. Starting and ending an ad hoc committee.

- Ad hoc governing committees can be created upon the approval of the Board. The President will be responsible for identifying when and how such committees will be created. The President also will define an ending date for the committee's work, which can be extended on a reasonable basis to fulfill specific needs of the organization. The Executive Director has the authority to create any program committee (standing or ad hoc) that he/she feels is necessary for effective management within the organization.

12. Advisory Committee function and membership.

- The Advisory Committee will be created to provide the Society with access to leadership, resources and connections from other people committed to the work of the Society. The Advisory Committee will meet only one time per year for the purposes of recognition, networking and information sharing. All other access between the advisors and the organization will occur on an ad hoc basis reflecting the individual interests and qualifications of the advisors. A very basic expectation agreement will be developed.

13. Chapter status.

- The Board of Directors may declare any chapter not in good standing in the event of serious and persistent action or omission inconsistent with the Corporation's articles, bylaws or policies.
- Any chapter that fails to hold at least one chapter board meeting each calendar year, fails to submit any financial report required by the Treasurer within 90 days of its due date, or fails to meet some other basic requirement of the Board of Directors, will be automatically declared to be not in good standing. The organization will attempt to assist the chapter in any way possible to help bring them in compliance and in good standing.
- If a chapter is suspended pursuant to these policies and does not achieve reinstatement within one year, then the chapter can be terminated by an action of the Board of Directors.

14. Planning activities.

- The Board of Directors is responsible for ensuring that adequate planning takes place to fulfill the mission of the organization. In this regard, the Board will take responsibility to develop and update a multi-year strategic plan, and will work with the Executive Director to ensure its effective implementation.
- The Board of Directors will work with the Executive Director to identify other supporting plans that are necessary for effective implementation of the strategic plan, including but not limited to a financial management plan, comprehensive fundraising plan, marketing and outreach plan and any other plans needed to support the organization.