



# Board of Directors Training

February 2023

-- Resource Materials --





# Presentation



# Board of Director's Training: Roles and Responsibilities

WELCOME



As a Board of Directors:  
What is my role?  
What are our responsibilities?



# AGENDA

## AGENDA

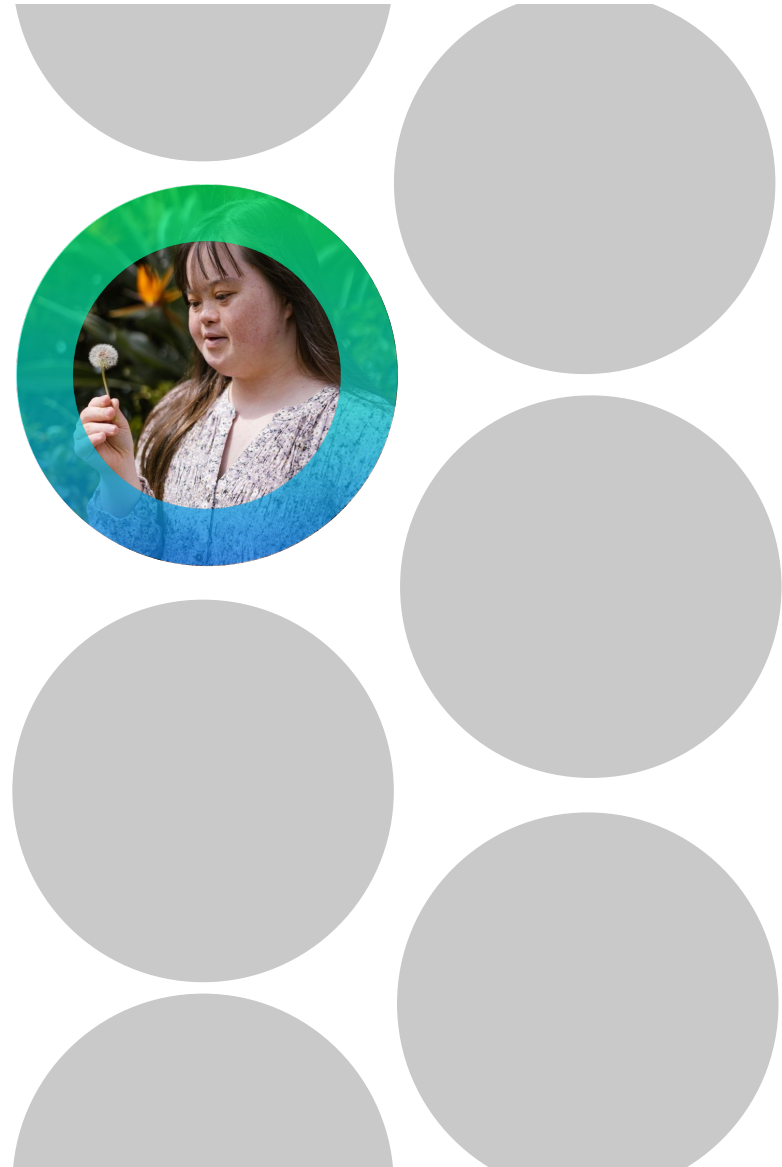
1. The Board Member as an Individual and our Duties
2. The Board as a Whole
3. What the Board Can Delegate
4. What is Required of the Board
5. What is Desired of the Board



**Each Board Member  
represents roughly  
317 people served in  
our communities!**

# The Board Member as an *Individual*

- ✓ Be prepared for, attend and participate in Board Meetings (if you disagree with a vote, discuss, dissent or disagree and record it)
- ✓ Practice Board Member *etiquette* (Rules of Order, Polite, Common Sense)
- ✓ Think broadly and in the best interest of all served
- ✓ Ask questions, seek to be and stay informed, require adequate reporting (Right to connect with Dr. Smalley, Counsel)
- ✓ Keep an open mind
- *Be Engaged – a proactive, responsible, dynamic Board of Directors requires engaged members!*





# Your Fiduciary Duties

(ccc5231)

**Duty of  
Loyalty**

**act and deal in  
good faith**

**Duty of  
Care**

**act in the best  
interest of the  
organization**

**Duty of  
Inquiry**

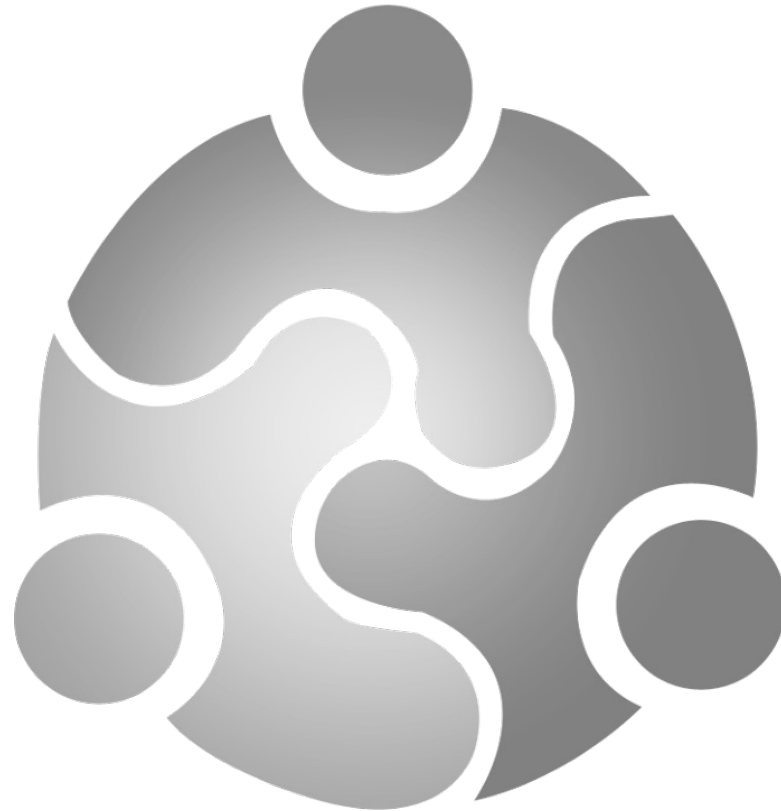
**ask questions,  
it is your duty  
to be informed**

The commitment or responsibility to act in the best interest of the organization and ask for information to assure proper management is your individual responsibility, your obligation.

# The Board as a whole...

Is an intentional culture...

- 🧑 Representation
- 🧑 Equality
- 🧑 Engagement
- 🧑 Communication
- 🧑 Trust
- 🧑 Relationships
- 🧑 Meaningful
- 🧑 Fun!





# Board Responsibilities:

**Q: What do we *delegate*?**

**A: Ordinary course of business is delegated to the Executive Director (the Board's SOLE employee)**



## Operational Management

Keeping the office open and working efficiently/effectively



## Purchases of Service

Serving and supporting the people we serve



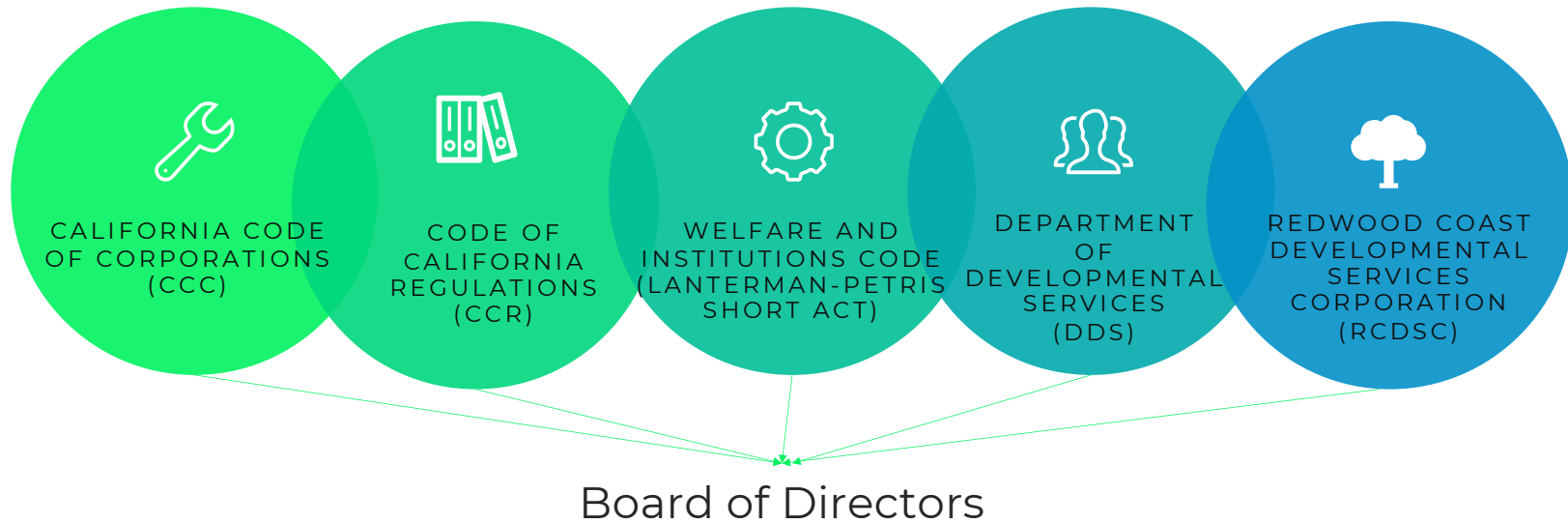
## Mandated Responses

(Court referrals, Eligibility Determinations, Appeals, etc.)



**What is **REQUIRED** by  
the Board of  
Directors and by  
whom?**

# Who governs what is REQUIRED?



# What is REQUIRED of the Board?

## What do we do?



Provide Direction



Provide Oversight



Hire and Evaluate the  
Executive Director



Adopt and Change Bylaws



Manage the Business of  
the Board



## Provide Direction

- ✓ Provide Direction (strategic planning, addressing systemic issues, developing policies, etc.) (CCC5210)
- ✓ Gather public input on performance objectives of the Contract (W&I4629vBiii)



## Provide Oversight

- ✓ Provide of Oversight (CCC5210)
- ✓ Review and approve a contract with DDS (W&I4629)
- ✓ Hold public meeting(s) on prior year's contract performance and report on meetings to DDS (W&I4629f1,2)
- ✓ Annually review the regional center in providing representative services (W&I4622j2)
- ✓ Maintain a policy requiring the Board to review and and approve contracts \$250,000 or more (4625.5)





## Provide Oversight

*(continued...)*

- ✓ Annual contract with independent accounting firm (W&I4639)
- ✓ Board has a defined role in Collective Bargaining (DDS)
- ✓ Approve disbursement of start-up monies (DDSI,2c)
- ✓ Review and approval of regional center contracts of \$250,000 or more (DDSEE,3a)
- ✓ Approve any properly established trust account for the purpose of providing standard employee benefits (DDSI,3f)
- ✓ Corporate Borrowing (Gap Loan, Line of Credit)



## Hire and Evaluate the Executive Director

- ✓ Hire and Evaluate the Executive Director (CCC5213)
- ✓ Conduct Annual Review of performance of the Executive Director (W&I4622j1)
- ✓ Appoint and remove, employ and discharge...an Executive Director (RCDSC5.07A)
- ✓ Implement an annual evaluation of the Executive Director's performance versus the goals set in the yearly Department of Developmental Services (DDS) contract. (RCDSC5.07B)



## Adopt and Change Bylaws

- ✓ Adopt or change bylaws, example: Client Benefit Fund (CCC5150)
- ✓ Approve a policy regarding transparency (W&I4629.5a, 4629.5b12)
- ✓ Board must approve and post policy regarding:
  - Transparency (DDSI.18a, I.18b11)
  - Conflict-of-interest (DDSI.18b.12)
  - Service Needs (DDSI.2b)
  - Whistleblower Policy (DDSI, 18)



## Manage the Business of the Board



- ✓ Schedule Open and Public Meetings (W&I4660, 4665)
- ✓ Adhere to Board of Directors Composition (W&I4622a-f)
- ✓ Will receive appropriate training, submit training plan to DDS (W&I4622g2)
- ✓ Appoint a consumers' advisory committee (W&I4622h)
- ✓ Appoint a ...(provider advisory committee) (W&I4622i)
- ✓ Have access to independent legal council and DDS. (W&I4625.6,4265.7)



## Manage the Business of the Board *(continued...)*

- ✓ Adhere to Conflicts of Interests protocols  
(W&I4622k, 4626, 4627,CCR 54520, 54521, 54522, 54523) (4629.5b12)
- ✓ Submit annually documentation that the composition of the Board is in compliance  
(W&I4622.5)
- ✓ “Appoint a Client Advisory Committee...”  
(RCDSC5.03h)
- ✓ “Appoint a (provider) advisory committee...”  
(RCDSC5.03i)
- ✓ “Exercise the powers of the Corporation... and conduct its affairs...” (RCDSC5.06)



## Compensation

*nope, you are not paid monies (sorry) except reimbursable travel and related expenses and warm, fuzzy feelings and the satisfaction of knowing that you are making a difference in the lives of thousands!*

(RCDSC5.12)

*Thank you!*





# The Board of Directors as a Change Agent



- ✓ Broad community connections
- ✓ Board connections
- ✓ Drive Change
- ✓ Expanded knowledge
- ✓ Engaged oversight, representation, and momentum
- ✓ Regular and specific questioning and support
- ✓ Meetings with Legislators / Local Connections



**Thoughts  
and  
Questions?**



# Additional Source Notes





Kinetic Flow Corp.  
A Human Services Consulting Group

# Redwood Coast Developmental Services Corporation (RCDSC)

## Board of Director Training: Board of Director Roles and Responsibilities February 2023

Additional Source Notes



Kinetic Flow Corp.  
A Human Services Consulting Group

This hand-out is the accompaniment to the Board of Director's presentation on Roles and Responsibilities. This document is intended to provide greater detail on the responsibilities laid out by each entity that prescribes legal requirements for (oversees) the regional center Board of Director roles and responsibilities. For full citations and responsibilities, please see the individual sections of law.

Questions and concerns can be addressed to Kinetic Flow: [Ami.Sullivan@KineticFlowCorp.com](mailto:Ami.Sullivan@KineticFlowCorp.com) or 866.239.7620 or to the regional center of Board of Directors, President.



## Who Governs the Board of Directors?

- California Code of Corporations (CCC)
- California Code of Regulations (CCR)
- Welfare and Institutions Code (W&I)
- Department of Developmental Services (DDS)
- Redwood Coast Developmental Services Corporation Bylaws (RCDSC)

## What is governed?

1. Provide Direction
2. Provide Oversight
3. Hire and Evaluate the Executive Director
4. Adopt and Change ByLaws
5. Manage the Business of the Board

Each of the above areas that are governed are addressed by the area of responsibility in the presentation. The notes in this document break out those responsibilities by the agency/oversight authority.





## California Code of Corporations

### Fiduciary Duties (ccc5231)

- Duty of Loyalty: Acting and dealing in good faith and in the best interests of the organization (CCC 5231)
  - Do not engage in conflicts of interest
  - Do not compete with the regional center
  - Do not personal advantage of regional center opportunities
  - Act as a body, not as an individual
  - Comply with laws, regulations, contracts
  - Share information with the full Board
  - Conduct business at formal meetings, not in private
- Duty of Care: Standard Care must be used, such as reasonable inquiry, as an ordinarily prudent person in this position would use (CCC 5231, 5239)
  - Attend meetings and spend adequate time attending Board business and use reasonable diligence and inquiry.
  - Require adequate reporting to the Board by officers of the organization, committees, and experts (lawyers, accountants, consultants)
  - Keep generally informed of organizations business and policies
  - Ensure all questionable actions are investigated and satisfactorily resolved by management
- Duty of Inquiry - Directors have a statutory duty to exercise "reasonable inquiry." Directors must act to ensure that management investigates or inquires when evidence exists providing notice of the need for further information. (CCC 5231)

The commitment or responsibility to act in the best interest of the organization and ask for information to assure proper management – these are your responsibilities not your rights.



## Oversee the Management

- **Direct the management** of the organization (via the Executive Director and setting strategic direction)
- **Obligations of Oversight:**
  - Maintain a **strategic plan** and monitor its implementation
  - Ensure the organization has **adequate information, control and audit systems** in place... to comply with legal, contractual, and ethical standards
  - Ensure **maintenance of** accounting, fiscal and other **controls**
  - **Formulate policy.**
- **Hire and Evaluate the Executive Director** (5213)
  - Ensure management (Executive Director) properly carrying out duties and have processes to provide Board with information to effectively monitor this area
- **Adopt or change bylaws** (5150)



## California's Welfare & Institutions Code – the Lanterman Act

4621. "The department, within the limitations of funds appropriated, shall contract with appropriate private nonprofit corporations for the establishment of regional centers..."

- ✓ **Board of Directors Composition and term limits** (4622a-f):
- ✓ Board members **will receive appropriate training**, submit training plan to DDS (4622g2)
- ✓ Board shall **appoint a consumers' advisory committee** (4622h)
- ✓ Board shall **appoint a ...(provider advisory committee)** (4622i)
- ➔ Conduct **Annual Review** of Performance of the Regional Center Director (4622j1)
- ✓ Board shall annually **review the performance of the regional center** in providing services are linguistically and culturally appropriate. (4622j2)
- ✓ **Conflicts of Interests**, Disclosures, Statements and Waiver Request (4622k, 4626, 4627, CCR 54520, 54521, 54522, 54523) – conflict of interest statements must be submitted within 30 days of taking office. Regional center will post Board approved conflict of interest policy on their website (4629.5b12)
- ✓ Submit annually to the department detailed documentation that the **composition of the Board is in compliance**. (4622.5)
- ✓ Board shall maintain a policy requiring the **Board to review and approve contracts** \$250,000 or more (4625.5)
- ✓ Board shall have **access to independent legal counsel** and meetings with the department. (4625.6, 4625.7)
- ✓ Board shall enter into a 5-year contract with the Department of Developmental Services, Take Public Input on and approve **Final Contract with the department** (4629)
- ✓ Circulating draft performance objectives of the Contract with the department to the community for **input at a public presentation to the Board of Directors** (4629vBiii)
- ✓ Board will **hold one or more public meetings regarding prior year's contract performance** objectives and outcomes and report on public meetings to the department (4629f1,2)
- ✓ Board will **approve a policy regarding transparency** and access to public information, which will be posted on the regional center website (4629.5a, 4629.5b12)



- ✓ Annual **contract with independent accounting firm** – review and submit to DDS before April 1 (4639)
- **Schedule Open and Public Meetings** with Limited Exceptions; Public Records (4660, 4665)
  - Requires business be conducted in public, with few exceptions (educational retreats, real estate negotiations, employee issues or labor contract negotiations, pending litigation, specific client matters).
  - Board members violate this when business is conducted in private (email, telephone, or in person), outside of open meetings\*. Meeting notices must be posted and provided to anyone who requests it.
    - Board Members can talk to each other informally and/or for personal education, but cannot campaign, lobby, persuade or take action as individuals



## Department of Developmental Services

- DDS Oversight Presentation – DDS shall present results of audit of regional center compliance with state contract, federal fiscal provisions, and performance contract measure outcomes at publicly held regional center Board meeting (Budget Act 4300-101-001)

### DDS Contract Board Provisions

- Board has a **defined role in Collective Bargaining**
- Board must approve and post policy regarding:
  - **Transparency** and access to public information and post this policy on the website. (I.18a, I.18b11)
  - **Conflict-of-interest** policy on the website (I.18b.12)
  - **Service Needs** - issuing requests for proposals to address service needs by January 1, 2011 (II.2b)
  - **Whistleblower Policy** must be approved. (I, 18)
- Board will **approve disbursement of start-up monies** (II,2c)
- Board shall **adopt and maintain written policy** requiring Board review and approval of regional center contracts of \$250,000 or more (EE,3a)
- Board will **approve any properly established trust account** for the purpose of administering standard employee benefits (III,3f)



## Redwood Coast Developmental Services Corporation

- ✓ "The **Board shall appoint a Client Advisory Committee...**" (5.03h)
- ✓ "The **Board shall appoint an advisory committee** comprised of persons representing the various categories of **providers...**" (5.03l)
- ✓ Powers: "The **Board shall exercise the powers of the Corporation**, control its property, and conduct its affairs, except as otherwise provided by law." (5.06)
- "**Appoint and remove, employ and discharge...an Executive Director...**" (5.07A)
- "Implement an **annual evaluation of the Executive Director's** performance versus the goals set in the yearly Department of Developmental Services (DDS) contract." (5.07B)
- ✓ **Compensation** – yep, you are not paid monies (sorry) except reimbursable travel and related expenses and warm, fuzzy feelings and satisfaction knowing that you are making a difference in the lives of thousands! (5.12)
- ✓ "The RCDSC Board President and the RCRC Executive Director shall coordinate with the State Council on Developmental Disabilities – North Coast Office to present the David Isom Award to selected recipients on an annual basis..." (9.08)