

Board of Director's Training: Roles and Responsibilities

WELCOME



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



AGENDA

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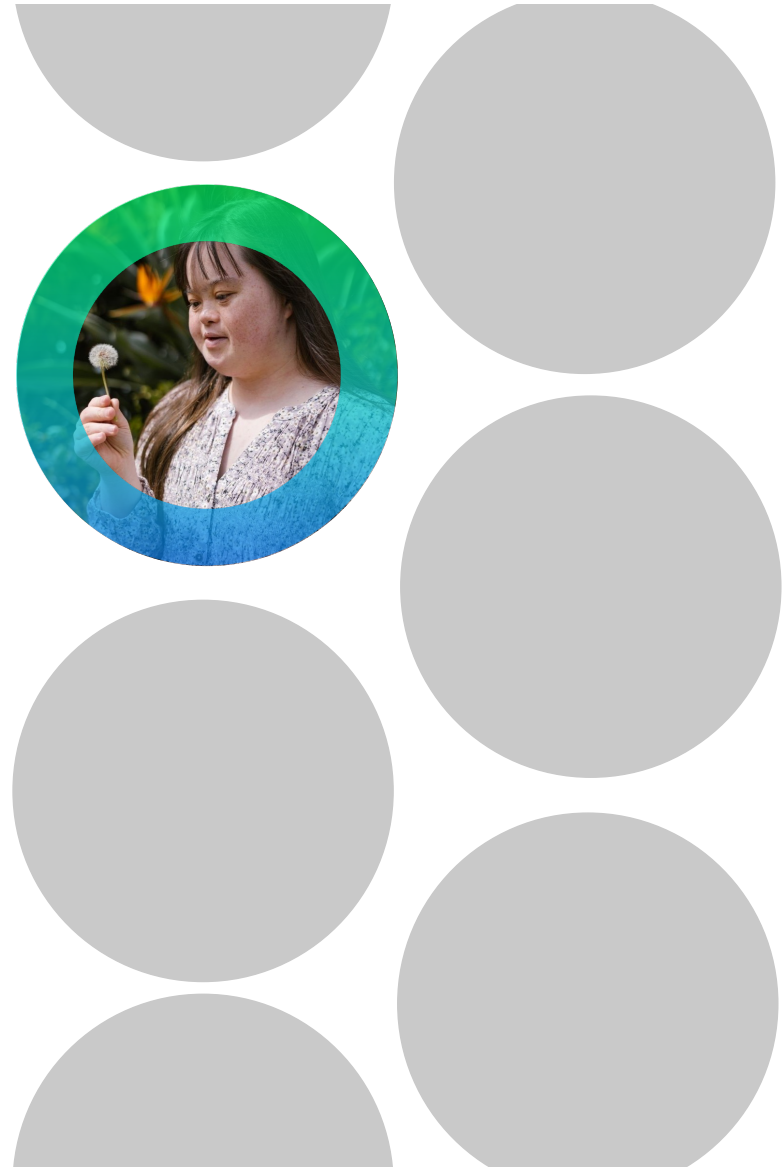
1. The Board Member as an Individual and our Duties
2. The Board as a Whole
3. What the Board Can Delegate
4. What is Required of the Board
5. What is Desired of the Board



**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**

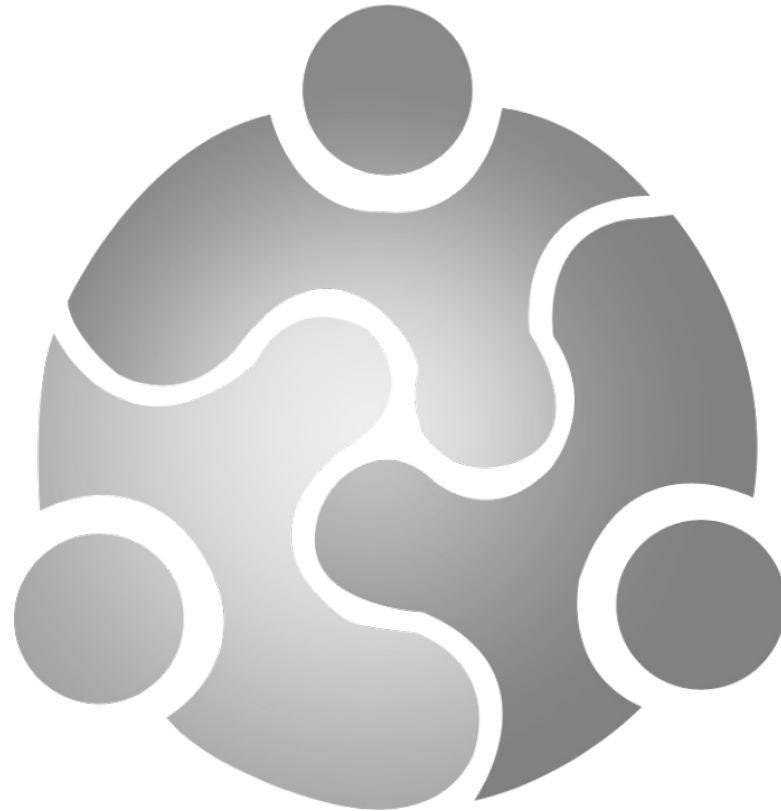
**ask questions,
it is your duty
to be informed**

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



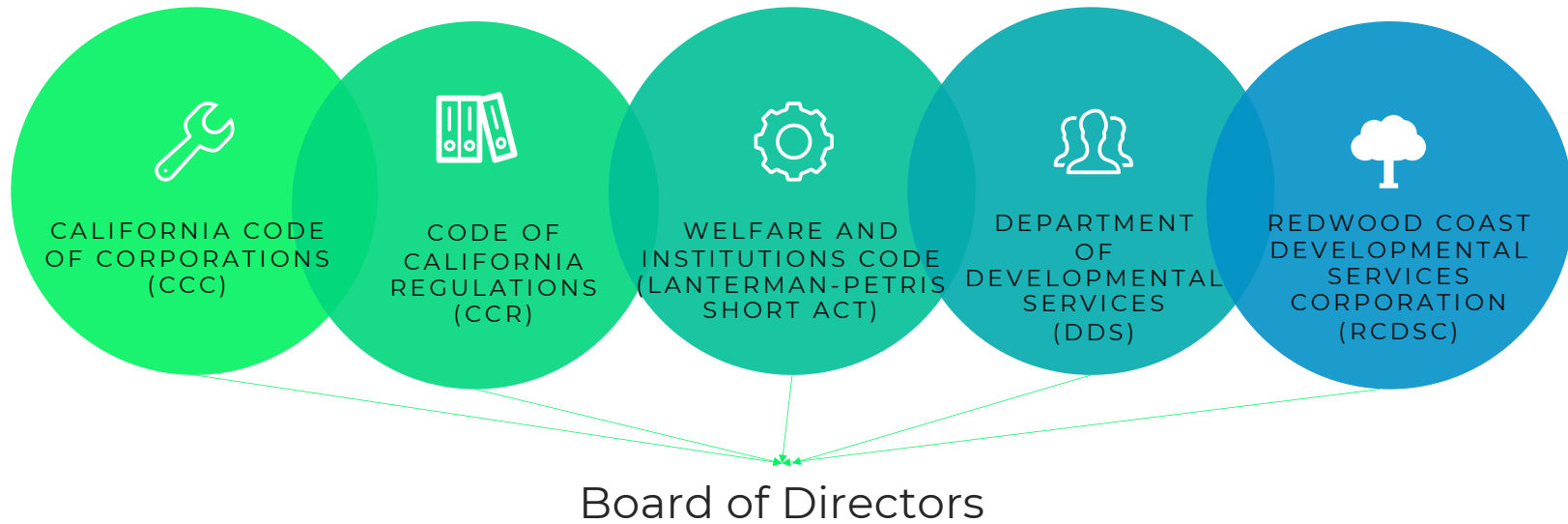
Mandated Responses

(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 (DDSII,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?**