## Board of Directors Training

February 2025

-- Resource Materials --





As a Board of Directors:

What makes us <u>strong stewards?</u>

What is <u>my role?</u>

What are <u>our responsibilities?</u>







1. The Board as a Whole

2. Board Members as an Individual and our Duties

3. What is Required of the Board

4. What the Board Can Delegate

5. What is Desired of the Board



## First Requirement? Membership!

W&I 4622, 4626



12 - 17 Members

- Representing 4 counties, representative of the communities served (disabilities, geographic area, primary ethnicity and language, socio-economic diversities, etc.) (WIC 4622(d)) (WIC 4622(d))
- Minimum 50% representation by people with developmental disabilities/parents / family members, including at least 25% people with developmental disabilities (WIC 4622 (e))
- Demonstrated interest in or knowledge of developmental disabilities (WIC 4622(a))
- Skills/expertise (legal, management, finance, public relations, developmental disability program skills) (wic 4622(b))
- Shall not be permitted to serve more than seven years within each eight-year period (WIC 4622)



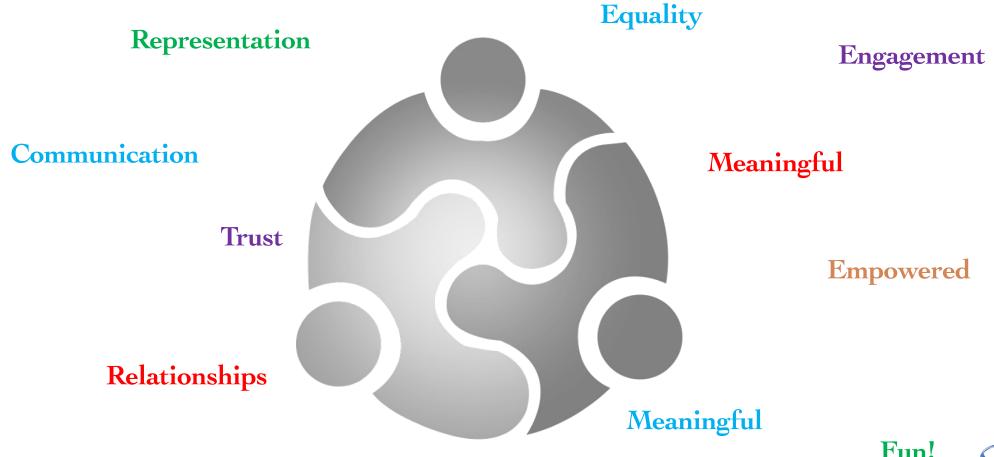


Each Board Member represents roughly 409-288 people served in our communities!





## The Board as a Whole...







## Does the Board...

- Have actively engaged members?
- Have a culture that facilitates healthy, constructive debate and allows for disagreement?
- Supported to actively understand and participate in Board discussions and activities?
- Have the right member composition?







## **Board Members...**



- Have the information, training, skills, resources and support to achieve our long-term objectives?
- Feel empowered to participate and supported to be active forces within the Board? Do we all have equal voices?
- Have a clear understanding of RCRC's Vision/Mission
- Have a clear understanding of the Board's purpose
- Know their <u>individual</u> roles, responsibilities and are held accountable to these
- Know the <u>Board's</u> roles and responsibilities and hold the Board (and each other) accountable for these
- Challenge and support staff





## 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 <u>all</u> served
- ✓ Ask questions, seek to be and stay informed, require adequate reporting

  (Right to connect with Dr. Smalley, Counsel, DDS)

- √ Keep an open mind
  - Be Engaged a proactive, responsible, dynamic Board of Directors requires engaged members!









act and deal in good faith

act in the best interest of the organization

ask questions, it is your duty to be informed

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





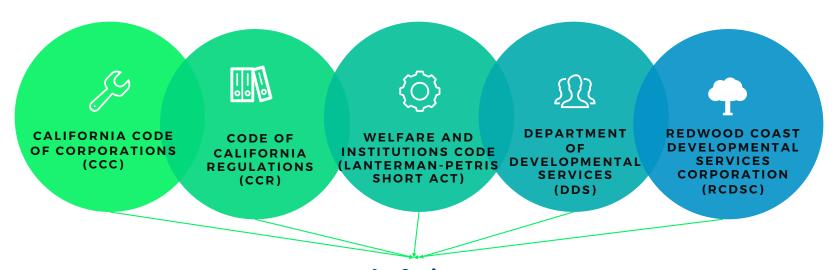
## by the Board of Directors

and by whom?





## Who governs what is REQUIRED?



**Board of Directors** 





## What is REQUIRED of the Board?

(What 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&14629)
- ✓ 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 and (linguistic and culturally) appropriate services (w&i4622j2)
- ✓ Maintain a policy requiring the Board to review and and approve contracts \$250,000 or more (4625.5)
- ✓ Review the Executive Director's Conflict of Interest Statement (W&I4626(I))









## **Provide Oversight**

(continued...)

- ✓ Annual contract with independent accounting firm (w&14639)
- ✓ 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 (DDSIII,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 (DDSII.2b)
  - Whistleblower Policy (DDSI, 18)









## Manage the Business of the Board

- ✓ Schedule Open and Public Meetings (w&14660, 4665)
- ✓ Adhere to Board of Directors Composition (w&I4622a-f)
- ✓ Will receive appropriate training, submit training plan to DDS (w&14622g2)
- ✓ Appoint a consumers' advisory committee (w&l4622h)
- ✓ Appoint a ...(provider advisory committee) (w&I4622i)
- ✓ Submit documentation of board composition to DDS and work to resolve any composition issues (w&i4622.5, 4623, 4624)
- ✓ Have access to independent legal council and DDS. (W&I4625.6,4265.7)
- ✓ Will meet with DDS upon DDS request (₩&14265.7)









- ✓ Meet with representatives of DDS (upon request) (W&I4625.7)
- ✓ Adhere to Conflicts of Interests protocols (W&I4622k, 4626, 4627,CCR 54520, 54521, 54522, 54523) (4629.5b12)
- ✓ Review individual Board of Directors' Conflict of Interest statements (W&I4626(I)
- ✓ 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)







## 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.)





## 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 <u>and</u> support
- ✓ Meetings with Legislators / Local Connections





## 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!













# Additional Source Notes





## Redwood Coast Developmental Services Corporation (RCDSC)

Board of Director Training: Board of Director Roles and Responsibilities February 2025

Additional Source Notes



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: <u>Ami.Sullivan@KineticFlowCorp.com</u> or 866.239.7620 or to the regional center of Board of Directors, President.



## Who is the Board of Directors?

o W&I Code Composition

### Who Governs the Board of Directors?

- o California Code of Corporations (CCC)
- o California Code of Regulations (CCR)
- Welfare and Institutions Code (W&I)
- o 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
  - o Do not compete with the regional center
  - Do not personal advantage of regional center opportunities
  - Act as a body, not as an individual
  - o Comply with laws, regulations, contracts
  - o 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)
  - o 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 <u>commitment</u> or <u>responsibility</u> 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:
  - o 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
  - o Ensure maintenance of accounting, fiscal and other controls
  - o 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 Director Composition:

- ✓ Representing 4 counties and representative of the communities served by overall demographics (disabilities, geographic area, primary ethnicity and language, socio-economic diversities, etc.) (WIC 4622(d)) (WIC 4622(c))
- ✓ Minimum 50% representation by people with developmental disabilities/parents and family members, including at least 25% people with developmental disabilities (WIC 4622 (e) )
- ✓ With demonstrated interest in or knowledge of developmental disabilities (WIC 4622(a))
- ✓ With skills/expertise (legal, management, finance, public relations, developmental disability program skills) (WIC 4622(b))
- ✓ Shall not be permitted to serve more than seven years within each eight-year period. (WIC 4622)
- ✓ 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)
- ✓ Review individual Board of Directors' Conflict of Interest statements (W&I4626(I)



- ✓ 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. (4625.6,4265.7)
- ✓ Will meet with DDS upon DDS request (W&I4265.7)
- ✓ 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– 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**

- o Board has a defined role in Collective Bargaining
- o Board must approve and post policy regarding:
  - Transparency and access to public information and post this policy on the website. (I.18a, I.18b11)
  - o 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)
- o 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)