

FLORIDA KEYS WILD BIRD REHABILITATION CENTER
GOVERNING POLICIES

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*“All policies of the Board are contained in this document,
and they remain in effect unless amended or deleted by Board action.”*

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ENDS

POLICY 1.0

POLICY TITLE: *ENDS POLICIES*

1.0 Global Ends Statement: The Florida Keys Wild Bird Rehabilitation Center exists to keep the birds flying.

Accordingly,

- 1.1** Native and migratory wild birds of the Florida Keys have access to a highly effective hospital and rehabilitation service.
- 1.2** Birds that are permanent residents of the Center are stress free, safe, and content, and serve as ambassadors of the Center's work.
- 1.3** The general public is equipped to take action towards a healthy co-existence with all wild bird species.
- 1.4** Children and youth are empowered to appreciate, protect, and conserve all wild bird species.
- 1.5** The Center's results are viewed as worth the costs by major funders and substantial donors.
- 1.6** If resources (defined as cash and cash equivalents) become constrained, the health and well-being of the birds takes precedence over Ends Policies 1.3 and 1.4.

EXECUTIVE LIMITATIONS

POLICY 2.0

POLICY TITLE: *GENERAL MANAGEMENT CONSTRAINT*

The Executive Director shall not cause or allow any practice, activity, decision or organizational circumstance that is unlawful, imprudent, or in violation of commonly accepted business and professional ethics and practices.

Effective Date: 11/14/15

EXECUTIVE LIMITATIONS

POLICY 2.1

POLICY TITLE: *TREATMENT OF PATIENTS AND RESIDENTS*

With respect to care for patients and residents of the Center, the Executive Director shall not cause or allow conditions or procedures that are contrary to their health and welfare or that violate applicable laws and regulations.

Accordingly, he/she shall not:

1. Operate without qualified staff and volunteers.
2. Operate with a qualified veterinarian to perform surgery and other procedures outside the expertise of staff.
3. Operate without medical and animal care standards and procedures that are recognized in the wildlife rehabilitation industry.
4. Operate without an emergency plan to provide for the safety of patients, residents, staff and volunteers in the event of a major storm or other catastrophic event.
5. Operate without a transition plan to provide for the safety of patients and residents in the event of a reduction in staff.

EXECUTIVE LIMITATIONS

POLICY 2.2

POLICY TITLE: *TREATMENT OF STAFF AND VOLUNTEERS*

With respect to the treatment of staff and volunteers, the Executive Director shall not cause or allow conditions that are unclear, disorganized, unfair, or undignified.

Accordingly, the Executive Director shall not:

1. Treat employees or volunteers in an unprofessional, disrespectful manner.
2. Cause or allow any violation of federal and state labor laws.
3. Operate without an Employee Handbook, approved and periodically reviewed by a qualified human resource professional or employment law attorney and signed annually by all employees, which clarifies workplace rules and expectations, provides for effective handling of grievances, contains whistleblower protections, and protects against wrongful conditions.
4. Employ any individual who is closely related to a Board member, the Executive Director, or another employee. Closely related is defined as spouse, child, parent, sibling, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, father-in-law, aunt, uncle, niece, nephew, cousin, grandmother, grandfather, stepparent, stepchild, or full time household member.
5. Fail to provide new employees with a letter of offer of employment that contains position title, full-time or part-time (with # of hours if part-time), exempt or non-exempt status, starting salary and benefits, starting date of employment, payroll frequency, and explanation of “at-will” employment. When terms of employment change, the Executive Director shall not fail to provide an updated letter to the employee containing the new terms.
6. Fail to acquaint employees, upon initial employment and annually thereafter, with these governing policies, with particular emphasis on this policy, and the Executive Director’s interpretations of their protections under it.
7. Fail to provide employees with an effective, structured performance management system.
8. Prevent employees from grieving to the Board when (1) internal grievance procedures have been exhausted *and* (2) the employee alleges that a governing policy of the Board has been violated.
9. Retaliate against an employee for reporting to management or to the Board of Directors acts or omissions by agency personnel, management or the Board of Directors that the employee believes, in good faith and based on credible information, constitute a violation of state or federal law or a governing policy of the Board.
10. Fail to consult with a qualified human resource professional or employment law attorney prior to the termination of an employee.
11. Operate without the use of a Volunteer Handbook along with an orientation and training program for all volunteers, which is tailored to their specific area of service and informs them thoroughly of the Center’s policies, procedures, and expectations for volunteer service.
12. Allow volunteers to be unrecognized for their volunteer service at least annually.

GOVERNING POLICIES OF FLORIDA KEYS WILD BIRD REHABILITATION CENTER

Effective Date: 11/14/15

EXECUTIVE LIMITATIONS

POLICY 2.3

POLICY TITLE: *FINANCIAL PLANNING AND BUDGETING*

Financial planning for any fiscal year or the remaining part of any fiscal year may not deviate materially from the Ends policies or risk financial jeopardy.

Accordingly, the Executive Director shall not allow budgeting that:

1. Plans the expenditure in any fiscal year of more funds than are conservatively projected to be received. Restricted grant funds carried over from the previous year and Board-designated funds released for operating expenses shall not count against this provision.
2. Omits a credible projection of revenues and expenses as noted in a line item justification, including a comparison to the previous fiscal year's budgeted and actual revenues and expenses.
3. Does not include a monthly cashflow budget.
4. Provides less for Board activities during the year than is set forth in the Governance Budget policy.
5. Lacks a narrative explaining how the budget accomplishes the Ends.
6. Fails to alert the Board when projected income and expenses are amended at any time in the course of the fiscal year, and in a manner consistent with this policy.

EXECUTIVE LIMITATIONS

POLICY 2.4

POLICY TITLE: *FINANCIAL CONDITION AND ACTIVITIES*

With respect to financial condition and activities, the Executive Director shall not cause or allow the development of fiscal jeopardy, or a material deviation of actual income and expenditures from the Board's Ends priorities.

Accordingly, the Executive Director shall not:

1. End the fiscal year with a deficit. Neither restricted grant funds carried over from the previous fiscal year and spent in the current fiscal year nor Board-designated funds released for operating expenses shall be counted in the deficit calculation.
2. Allow cash and cash equivalents to drop below that amount necessary to meet operating expenditures over a 60-day period.
3. Operate without an accounting policies and procedures manual, reviewed and approved by an independent certified public accountant, which establishes segregation of duties and internal controls in the handling of receipts and disbursements.
4. Borrow funds (with the exception of credit cards used for normal business purposes and paid off in full each month).
5. Deposit or hold operating funds in non-FDIC insured accounts.
6. Use Board-designated funds unless authorized to do so by Board action.
7. Use restricted funds for purposes other than those specified by the funder or donor, or fail to provide an accounting of how restricted grant funds were used.
8. Fail to settle payroll obligations and accounts payable in a timely manner.
9. Allow tax payments or other government ordered payments or filings to be overdue or inaccurately filed. Failing to provide the Board with a draft of the Form 990 prior to filing is not acceptable.
10. Execute a check or purchase commitment of greater than \$5,000, unless such purchase was explicitly itemized in budget monitoring data previously disclosed to the Board. Splitting orders to avoid this limit is not acceptable.
11. Allow any purchase wherein normally prudent protection has not been given against a conflict of interest involving the Board and/or employees.
12. Allow a purchase of any good or service in an amount over \$2,000 without obtaining at least three comparative quotes. Splitting orders to avoid this requirement is not allowed.
13. Accept revenues from sources that are not, in fact and appearance, legal and consistent with the values of the organization, or that deviate substantially from the Board's Ends priorities.
14. Fail to acknowledge and recognize donors and funders in a timely manner.

Effective Date: 11/14/15

EXECUTIVE LIMITATIONS

POLICY 2.5

POLICY TITLE: *ASSET PROTECTION*

The Executive Director shall not allow corporate assets to be unprotected, inadequately maintained or unnecessarily risked.

Accordingly, the Executive Director shall not:

1. Fail to employ risk management practices and secure insurance policies as needed to minimize exposure of the organization to losses and claims of liability. One exception to this policy shall be Directors and Officers liability insurance, which shall be the Board's responsibility to secure and maintain.
2. Fail to protect corporate and organizational records, information and files from loss, improper access or significant damage.
3. Fail to maintain corporate and organizational records in a manner consistent with a records retention schedule.
4. Allow mission-critical equipment and furnishings to be unmaintained, in disrepair for protracted periods of time, or un-replaced when no longer functional.
5. Compromise the independence of the Board's audit or other external monitoring or advice, such as by engaging parties already chosen by the Board as consultants, auditors or advisers.
6. Acquire, encumber, lease or dispose of real estate.
7. Change the organization's name or substantially alter its identity.
8. Enter into a lawsuit or attempt to defend against or respond to a lawsuit on behalf of the organization.
9. Fail to prepare and submit grant reports and other supporting documentation to funders in a satisfactory and timely manner.

EXECUTIVE LIMITATIONS

POLICY 2.6

POLICY TITLE: *COMPENSATION AND BENEFITS*

The Executive Director shall not cause or allow jeopardy to the organization's fiscal integrity or public image when dealing with employment, compensation and benefits for employees, consultants or other contractors.

Accordingly, the Executive Director shall not:

1. Change his or her own compensation (i.e. salary and benefits).
2. Establish salaries and benefits for employees that violate applicable law or deviate materially from the geographic and/or professional market value for the skills employed.
3. Pertaining to consultants and professional contractors, create obligations over a longer term than revenues can be safely projected, in no event longer than one year.
4. Establish or change retirement benefits in violation of ERISA laws and regulations, or that cause unpredictable or inequitable situations.

EXECUTIVE LIMITATIONS

POLICY 2.7

POLICY TITLE: *EMERGENCY EXECUTIVE SUCCESSION*

In order to protect the organization in the event of a sudden loss of Executive Director services, the Executive Director shall not fail to ensure that at least one other individual – an employee or a Board member – is sufficiently familiar with and has ready-made access to the organization’s accounts, corporate obligations, operational details, and managerial processes to arrange for continuity of operations on an interim basis.

Effective Date: 11/14/15

EXECUTIVE LIMITATIONS

POLICY 2.8

POLICY TITLE: *BOARD AWARENESS AND SUPPORT*

The Executive Director shall not cause or allow the Board to be uninformed or unsupported in its work.

Accordingly, the Executive Director shall not:

1. Fail to report in a timely manner an actual or anticipated noncompliance with any policy of the Board. The schedule for the Executive Director's compliance in the first year following adoption of the Governing Policies shall coincide with the monitoring schedule in Policy 3.4.
2. Neglect to submit monitoring reports and data required by the Board in a timely, accurate and understandable fashion, directly addressing provisions of Board policies being monitored.
3. Fail to apprise the Board in a timely manner of significant events, such as anticipated adverse media coverage or threatened or pending lawsuits, significant external developments, and internal changes. Notification of planned internal changes is to be provided in advance, when feasible.
4. Fail to marshal for the Board points of view, issues and options to help inform Board choices, or to let the Board be aware of relevant trends.
5. Fail to advise the Chair (or the Vice Chair, if the non-compliance involves the Chair) if, in the Executive Director's opinion, the Board or a Board member is not in compliance with its own policies (on Governance Process and Board-Executive Delegation). The Chair (or Vice Chair, if the non-compliance involves the Chair) shall have an affirmative obligation to address the reported non-compliance with the Board and/or individual Board member(s) and shall ensure that no retaliation or reprisals occur as a result.
6. Fail to provide support, upon request, for official Board, officer or Board committee communications and functions.
7. Fail, when addressing official Board business, to deal with the Board as a whole, except when fulfilling individual requests for information, or responding to officers, committees or individuals duly charged by the Board.
8. Fail to supply for the Board's consent agenda, along with applicable monitoring information, all decisions delegated to the Executive Director yet required by law or third-party to be Board-approved.

BOARD–EXECUTIVE DELEGATION

POLICY 3.0

POLICY TITLE: *GOVERNANCE–MANAGEMENT CONNECTION*

The Board’s sole official connection to the operational organization, its achievements and conduct will be through a chief executive officer (CEO), titled “Executive Director.”

Effective Date: 11/14/15

BOARD–EXECUTIVE DELEGATION POLICY 3.1

POLICY TITLE: *UNITY OF CONTROL*

Only these Governing Policies and officially passed motions of the Board are binding on the Executive Director. In so doing, the Board speaks with one voice.

Accordingly:

1. The Chair, other officers, committees, and individual Board members will not supervise, advise, or direct the Executive Director except in rare instances when the Board has specifically delegated this authority.
2. If Board members or committees request information or assistance without Board authorization, the Executive Director may refuse or delay responding to such requests that require, in his/her opinion, an inappropriate amount of staff time or are disruptive to operations. In such instances, the Executive Director will provide the requester an explanation of the refusal or delayed response in writing, and copy the Chair (or Vice Chair, if the requester is the Chair).

BOARD–EXECUTIVE DELEGATION POLICY 3.2

POLICY TITLE: *ACCOUNTABILITY OF THE EXECUTIVE DIRECTOR*

The Executive Director is the only link to operational achievement and conduct, so that all authority and accountability of staff and volunteers, as far as the Board is concerned, is considered the authority and accountability of the Executive Director.

Accordingly:

1. The Board will hire only the Executive Director. All other staff will be hired by the Executive Director. This does not preclude the Board from engaging contractors and consultants to provide expertise and counsel for a governance function consistent with these policies.
2. The Board will not give instructions to staff and volunteers who report directly or indirectly to the Executive Director.
3. The Board will not evaluate, either formally or informally, any staff or volunteers other than the Executive Director.
4. The Board will view Executive Director performance as identical to organizational performance, so that organizational accomplishment of Board stated Ends and compliance with Executive Limitations will be deemed successful Executive Director performance.

BOARD–EXECUTIVE DELEGATION POLICY 3.3

POLICY TITLE: *DELEGATION TO THE EXECUTIVE DIRECTOR*

The Board will instruct the Executive Director through written policies that prescribe the organizational Ends to be achieved, and describe organizational situations and actions to be avoided, allowing the Executive Director to use any reasonable interpretation of these policies.

Accordingly:

1. The Board will develop and maintain *Ends* policies instructing the Executive Director to achieve certain results for certain recipients at a specified worth or priority. These policies will be developed systematically from the broadest, most general level to more defined levels until the Board is comfortable that its expectations are clear and can be reasonably interpreted by the Executive Director. All issues that are not Ends issues as defined here are Means issues.
2. The Board will develop and maintain *Executive Limitations* policies that limit the latitude the Executive Director may exercise in choosing the organizational means. These policies will be developed systematically from the broadest, most general level to more defined levels until the Board is comfortable that its expectations are clear and can be reasonably interpreted by the Executive Director. The Board will not prescribe organizational means delegated to the Executive Director. A job description for the Executive Director, if necessary, will contain only two responsibilities:
 - a. Produce Board-prescribed Ends as defined in the Global Ends Statement and Lower Level Ends Policies (Policies 1.0-1.X of the Governing Policies).
 - b. Avoid Board-proscribed means as defined in the Executive Limitations Policies (Policies 2.0-2.X of the Governing Policies).
3. As long as the Executive Director uses *any reasonable interpretation* of the Board's Ends and Executive Limitations policies, the Executive Director is authorized to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities. Such decisions of the Executive Director shall have full force and authority as if decided by the Board.
4. The Board may change its Ends and Executive Limitations policies, thereby shifting the boundary between Board and Executive Director domains. By doing so, the Board changes the latitude of choice given to the Executive Director. However, as long as any particular delegation is in place, the Board will respect and support decisions made by the Executive Director that are compliant with Board policy.

BOARD–EXECUTIVE DELEGATION POLICY 3.4

POLICY TITLE: *MONITORING EXECUTIVE DIRECTOR PERFORMANCE*

The Board will systematically and rigorously monitor Executive Director performance to determine the extent to which Ends are being achieved and whether operational activities fall within boundaries established in Executive Limitations policies.

Accordingly:

1. Monitoring is simply to determine the degree to which Board policies are being met. Information that does not address policy compliance will not be considered in the evaluation of Executive Director performance.
2. The Board will conduct monitoring by one or more of three methods:
 - A. By Executive Director report, in which the Executive Director discloses, in writing, policy interpretations and compliance information to the Board,
 - B. By external report, in which an external, disinterested third party selected by the Board assesses compliance with Board policies, or
 - C. By direct inspection, in which a designated committee or members of the Board assess compliance with the appropriate policy criteria.
3. In every case, the Board will judge whether (a) the Executive Director’s interpretation is reasonable; (b) whether the Executive Director reports compliance or non-compliance, providing ample explanation, and in the case of non-compliance, provides an acceptable and timely plan to become compliant; and, (c) whether data demonstrate accomplishment of or compliance with the Executive Director’s interpretation.
4. In every case, the standard for compliance shall be *any reasonable Executive Director interpretation* of the Board policy being monitored. The Board is the final judge, and will always use a “reasonable person” test (i.e. what a reasonably prudent Executive Director would do in that context). Interpretations favored by individual board members but not a majority of the Board do not constitute a “reasonable person” test.
5. Actions determined to be not compliant with a reasonable interpretation of Board policies may be subject to a remedial process agreed to by the Board.
6. The annual evaluation of Executive Director performance will be based solely on the extent to which Board policies have been met for the preceding performance period (typically a year, but occasionally less than a year), as evidenced by Board action and grades on the monitoring reports. The Board will use a “Monitoring Report Tracking and Annual Evaluation Form” to track such actions throughout the year and produce a total performance grade.
7. All policies instructing the Executive Director will be monitored at a frequency and by a method chosen by the Board. The Board may monitor any policy at any time by any method, but will ordinarily depend on the following routine schedule:

GOVERNING POLICIES OF FLORIDA KEYS WILD BIRD REHABILITATION CENTER

BOARD-EXECUTIVE DELEGATION

POLICY 3.4

POLICY TITLE: *MONITORING EXECUTIVE DIRECTOR PERFORMANCE* (CONTINUED)

POLICY	METHOD	FREQUENCY	2016 DUE DATES
1.0 – 1.6 Ends	Executive Director	Quarterly	<i>Baseline only:</i> January 15, 2016 April 15, 2016 July 15, 2016 October 15, 2016
2.1 Treatment of Patients and Residents	Executive Director	Semi-Annually	March 15, 2016 September 15, 2016
2.2 Treatment of Staff and Volunteers	Executive Director	Semi-Annually	February 15, 2016 August 15, 2016
2.3 Financial Planning and Budgeting	Executive Director	Annually	October 15, 2016
2.4 Financial Condition and Activities	Executive Director	Quarterly	April 15, 2016 July 15, 2016 October 15, 2016 January 15, 2017
	Third-Party (Audit)	Annually	April 30, 2016
	Direct Inspection	Annually	August 15, 2016
2.5 Asset Protection	Executive Director	Semi-Annually	February 15, 2016 August 15, 2016
	Direct Inspection	Annually	August 31, 2016
2.6 Compensation and Benefits	Executive Director	Annually	September 30, 2016
2.7 Emergency Executive Succession	Executive Director	Annually	July 30, 2016
2.8 Board Awareness and Support	Executive Director	Semi-Annually	February 15, 2016 August 15, 2016

Effective Date: 11/14/15

GOVERNANCE PROCESS

POLICY 4.0

POLICY TITLE: *GOVERNANCE COMMITMENT*

The chief purpose of the Board, on behalf of the “ownership” – people and organizations that are invested, first and foremost, in the health and well being of native and migratory wild birds of the Florida Keys, and their environment – is to assure that Florida Keys Wild Bird Rehabilitation Center (1) achieves appropriate results for appropriate recipients at an appropriate cost (as specified in the Ends policies), *and* (2) avoids unacceptable actions and situations (as specified in the Executive Limitations policies).

Effective Date: 11/14/15

GOVERNANCE PROCESS

POLICY 4.1

POLICY TITLE: *GOVERNING STYLE*

The Board will govern lawfully and ethically, observing Policy Governance principles at all times, with an emphasis on (a) outward vision rather than internal preoccupation, (b) encouragement of diversity in viewpoints, (c) strategic leadership rather than administrative detail, (d) clear distinction of Board and Executive Director roles, (e) collective will rather than individual preferences, (f) governing proactively rather than reactively, and (g) the future rather than the past or present.

Accordingly:

1. The Board will cultivate a sense of group responsibility. The Board, not the Executive Director, will be responsible for excellence in governing.
2. The Board will use the expertise of its individual members to enhance its understanding of issues, but will not substitute such expertise for the Board's collective judgment.
3. The Board will direct, control and inspire the organization through the careful establishment of broad written policies reflecting the Board's values and perspectives. The Board's major focus will be on the intended long-term impacts outside the organization, not on the administrative or programmatic means of attaining those effects.
4. The Board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as meeting attendance, preparation for meetings, policymaking principles, respect of roles, and ensuring the continual development of governance capability. Although the Board can change its policies at any time, it will conscientiously observe those currently in force.
5. All policies of the Board are contained in this document, and they remain in effect, unless amended or deleted by Board action. All previously adopted Board policies are superseded by this document.
6. The Board will ensure the timely orientation of new Board members to the Policy Governance model and these Board policies, and will provide "refresher" training to the whole Board at least annually.
7. The Board will not allow the Chair or any officer, committee, or individual member of the Board to prevent the Board from fulfilling its commitments.
8. The Board will monitor and evaluate its process and performance at each meeting. Self-monitoring will include comparison of Board activity and discipline to the Board's policies regarding Governance Process and Board-Executive Delegation.
9. The Board is committed to transparency. The Board's deliberations and decision-making, with the exception of personnel or other matters of a sensitive nature, shall be open and accessible to reasonable scrutiny by its "owners."

Effective Date: 11/14/15

GOVERNANCE PROCESS

POLICY 4.2

POLICY TITLE: *BOARD JOB PRODUCTS*

On behalf of the ownership it represents, the Board of Directors will assure appropriate organizational performance, assuming direct responsibility for the following:

1. The Board will be responsible for linkage between the organization and its ownership, enabling the Board to serve as an informed agent of the ownership.
 - A. Definition: The Board will develop, review annually, and revise as needed its definition of the ownership.
 - B. Linkage Plan: The Board will plan and carry out a series of ownership linkage activities each year that are designed to gather meaningful input, feedback, and information from a broad cross-section of owners.
 - C. Annual Report: The Board will inform the ownership at least annually of the organization's accomplishments and expected future results. This will normally be in the form of an annual report prepared by the Executive Director and accompanied by or including a letter from the Chair on behalf of the Board.
2. The Board will develop and maintain written governing policies that realistically address the broadest levels of all organizational decisions and situations:
 - A. ENDS: Organizational products, effects, benefits, outcomes, recipients, and their relative priority (i.e., what good for what recipients at what cost).
 - B. EXECUTIVE LIMITATIONS: Constraints on executive authority that establish the prudence and ethical boundaries within which all executive activity and decisions must take place.
 - C. GOVERNANCE PROCESS: Specification of how the Board conceives, carries out and monitors its own task.
 - D. BOARD-EXECUTIVE DELEGATION: How power is delegated and its proper use monitored: the Executive Director role, authority and accountability.
3. The Board will rigorously monitor and evaluate organizational performance on Ends and Executive Limitations, consistent with Policy 3.4 (Monitoring Executive Director Performance).
4. The Board will also assume direct responsibility for the annual audit, any changes in the organization's name, lawsuits and legal matters, real estate transactions (including lease agreements), building construction and renovation projects, capital campaigns, and the investment of significant monetary assets over and above those necessary for the annual operating budget.

Effective Date: 11/14/15

GOVERNANCE PROCESS

POLICY 4.3

POLICY TITLE: *AGENDA PLANNING*

The Board will prepare and follow an annual work plan and individual meeting agendas that enable the Board to be effective and efficient in carrying out its work.

Accordingly:

1. The Board will complete and approve an annual Board work plan by October 31, so that administrative planning and budgeting for the following fiscal year can be based on accomplishing a one-year segment of the Board's most recent statement of Ends.
 - A. The annual planning process will commence with a Board planning session no later than September that includes (1) a review of owner input, data, and information gathered over the past year, (2) a review and re-setting of the ownership definition, if necessary, (3) a report on Ends accomplishments and progress over the past year, (4) additional analysis of community needs, external conditions and data, (5) a re-setting of Ends policies for the coming year, and (6) a discussion of ownership linkage activities in the coming year.
 - B. The Chair, based on the outcome of the Board planning session and with further input as needed from appropriate committees, will prepare for the Board's consideration a draft annual work plan.
 - C. The annual work plan will include the Board meeting schedule for the coming year, the performance monitoring schedule in Policy 3.4, ownership linkage activities, Policy Governance refresher training, committee job products, and other significant dates and activities.
2. The Chair will set the agenda for Board meetings, although Board members and the Executive Director may request or recommend any appropriate matters for Board consideration.
 - A. A Board member or the Executive Director may recommend or request a matter for Board discussion by submitting the item to the Chair at least seven days prior to the scheduled Board meeting.
 - B. The meeting agenda and other materials (e.g., minutes, committee reports, resolutions, etc.) are to be posted in the Board's designated cloud-based platform by the Chair or his/her designee (not the Executive Director) at least five days prior to the scheduled Board meeting.
 - C. By an affirmative vote of a majority of those present at a meeting, additional matters not included on the printed agenda may be added to the agenda of any Board meeting.
3. The Board will attend to consent agenda items (those items for which the Board wishes to acknowledge receipt or take action on without discussion and those items delegated to the Executive Director yet required by law or third-party to be Board-approved) as expeditiously as possible. An item may be removed from the Consent Agenda, and opened up for Board discussion, upon majority vote.

Effective Date: 11/14/15

GOVERNANCE PROCESS

POLICY 4.4

POLICY TITLE: *CHAIR'S ROLE & AUTHORITY*

The Chair, serving as the chief governance officer, ensures the integrity of the Board's process and, secondarily, represents the Board in communications to internal and external constituencies.

Accordingly:

1. The Chair's job is to ensure that the Board behaves consistently with its policies and those legitimately imposed upon it from outside the organization.
2. The Chair is empowered to preside at Board meetings with all of the commonly accepted power of that position, such as ruling and recognizing.
 - A. The Chair will ensure that meeting content and discussion include only those issues that clearly (according to Board policy) belong to the Board to decide or to monitor.
 - B. The Chair will ensure that the Board's deliberations are fair, open, thorough, timely, orderly, and to the point.
3. The Chair is authorized to make decisions consistent with the Board-Executive Delegation policies and Governance Process policies, with the exception of (a) employment/termination of the Executive Director, or (b) instances where the Board specifically delegates portions of this authority to others. The Chair is authorized to use any reasonable interpretation of these policies.
4. The Chair has no authority to make decisions about policies created by the Board within Ends and Executive Limitations policy areas. Therefore, the Chair has no authority to supervise or direct the Executive Director.
5. The Chair may represent the Board to internal and outside parties in announcing Board-stated positions and in stating decisions and interpretations within the area delegated to him or her. The Chair may delegate this authority but remains accountable for its use.
6. The Chair may appoint Board members to serve on Board committees, except when specified otherwise in the Bylaws or these Governing Policies.
7. The Chair will prepare a draft of the Board's annual work plan for the Board's consideration, consistent with Policy 4.3.1.

GOVERNANCE PROCESS POLICY 4.5

POLICY TITLE: *BOARD MEMBERS' CODE OF CONDUCT*

The Board commits itself and its members to ethical, professional, and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members.

Accordingly:

1. Board members must demonstrate loyalty to the interests of the ownership, unconflicted by loyalties to the Executive Director or other staff, other organizations, or any personal interests as consumers of Florida Keys Wild Bird Rehabilitation Center programs and services.
2. Board members are accountable for discharging their duties honestly and in good faith. Board members will exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
3. Board members must avoid conflict of interest with respect to their fiduciary responsibility. A conflict of interest occurs when a Board member is in a position to influence a decision that may result in an actual or perceived personal gain for that Board member as a result of FKWBRC business dealings. The following conflict examples are provided as a general guide, but should not be considered as all-inclusive. It is in conflict with FKWBRC's interest to:
 - A. Accept, directly, indirectly or through any member of your immediate family or household any gift of more than a nominal value, loans, services, payments, money, excessive entertainment, pleasure trips or promotional favors from any person or entity which is a competitor of or which is doing business with FKWBRC.
 - B. Perform any service either as an employee or consultant for any person or entity that is a competitor of or is doing business with FKWBRC except, in each case, with the prior knowledge and majority vote of the Board of Directors.
 - C. Purchase or lease goods or equipment on behalf of FKWBRC from persons or entities with whom you are related or in which you have an interest, or to make any such purchases or leases which are not based upon price, quality and service. However, nothing in this policy is intended to preclude the acceptance of quality services, goods or equipment offered to FKWBRC as a gift or at discounted prices on the same basis as may be acceptable from any other vendor or donor.
 - D. Use or reveal, without proper authorization, any confidential or proprietary information of FKWBRC, its donors or its partners for the purpose of furthering a private interest or as a means of making a personal profit.
 - E. Own, or be related to someone who owns, material financial interest in an entity that competes with or is doing or seeking to do business with FKWBRC.
 - F. Speculate or compete with FKWBRC in the products, properties or services sold, purchased or leased by FKWBRC.

GOVERNANCE PROCESS

POLICY 4.5

POLICY TITLE: *BOARD MEMBERS' CODE OF CONDUCT* (CONTINUED)

4. When the Board is to decide on a transaction of its own involving the purchase of property, goods or services from an organization with whom a member has a conflict of interest, that member will disclose the conflict to the Board and absent herself or himself without comment from not only the vote but also from the deliberation. By majority vote of the Board, the requirement to recuse from discussion may be waived. If there is a question as to whether a conflict exists, the interested person will leave the Board meeting, and the remaining members will decide if a conflict of interest exists.
5. Board members will, at the time of their election and annually thereafter, complete a written form confirming that they have read and commit to abide by the Bylaws and these Board policies, and disclosing their involvements with other organizations or interests that might be, or might reasonably be seen as being, a conflict.
6. Board members must not use their Board positions to obtain staff employment for themselves, family members or close associates. Should a Board member apply for staff employment, he or she must first resign from the Board.
7. Board members must not attempt to exercise individual authority over the organization.
 - A. Board members' interaction with the Executive Director and staff must recognize the lack of authority vested in individuals except when explicitly Board authorized.
 - B. Board members' interaction with the public, media or other entities must recognize this limitation and that Board members are not to speak for the Executive Director, or to speak for the Board except to repeat explicitly stated Board decisions.
 - C. Except for participation in Board deliberation about whether the Executive Director has achieved any reasonable interpretation of Board policies, Board members will not publicly express individual judgments about the performance of the Executive Director.
8. A Board member aware of credible information that suggests that a Board policy has been violated, by the Board, a Board member or the Executive Director, has an affirmative obligation to bring the concern to the Chair's attention (or the Vice Chair, if the matter involves the Chair) so the Chair (or Vice Chair) can handle the matter or place it on the Board's next meeting agenda.
9. Board members must respect the confidentiality appropriate to issues of a sensitive nature.
10. Board members will support the legitimacy and authority of the final determination of the Board on any matter, irrespective of the member's personal position or vote on the issue.

Effective Date: 11/14/15

GOVERNANCE PROCESS

POLICY 4.6

POLICY TITLE: *BOARD MEMBERS' INDIVIDUAL RESPONSIBILITIES*

The individual and collective participation of its members is integral to the leadership success of the Board.

Therefore, each Board member is expected to fulfill the following responsibilities:

1. **Training in Policy Governance** – New Board members will learn about Policy Governance through reading and participating in training facilitated by the Board, and by mastering the Governing Policies.
2. **Attendance** — As contemplation, deliberation and decision-making require active participation, Board members are expected to attend Board meetings. Absence from more than two of the Board's regularly scheduled meetings in any year will automatically constitute that member's resignation from the Board.
 - A. In case of extenuating circumstances, a Board member may request a waiver to this provision. Waivers may be extended by majority vote of the Board.
3. **Preparation and Participation** — Board members will prepare for Board meetings by carefully reviewing all of the meeting materials in advance and being ready to ask questions and act. Board members will participate actively in discussions.
4. **Members as Individuals** — The Executive Director is accountable only to the Board as a whole, and not to individual Board members. Therefore, the relationship between the Executive Director and individual Board members, including the Chair, is collegial, not hierarchical.
5. **Volunteerism** — Board members are encouraged to volunteer in operational capacities, though they are not required to do so. As the Executive Director is responsible for operational activities and results, members of the Board choosing, as individuals, to volunteer in operational capacities are subject to the direct supervision of the Executive Director or responsible staff person.
6. **Board Committee Service** – Each Board member is required to serve on one but no more than two Board committees.
7. **Financial Contributions** — Each Board member is expected and required to make at least a nominal financial contribution as a good faith demonstration of their commitment to the organization. In addition, each Board member is expected to promote, through personal and professional contacts, all fundraisers held throughout the year.
8. **Participation in Organizational Activities** — In addition to Board meetings, Board members are *expected* to attend:
 - A. Meetings of the Board committees on which they serve
 - B. Ownership linkage activities for which they have volunteered or been appointed.
 - C. Major fundraising events

GOVERNANCE PROCESS

POLICY 4.7

POLICY TITLE: *BOARD COMMITTEE PRINCIPLES*

Board committees, when used, have one essential role—to strengthen and support the work of the Board as a whole. Board committees are not to interfere with delegation from Board to the Executive Director, or from the Executive Director to other staff.

Accordingly:

1. Board committees are intended to help the Board do its job, not to help, advise or exercise authority over the Executive Director or other staff.
2. Board committees most commonly assist the Board by undertaking activities not delegated to the Executive Director, by preparing policy alternatives and implications for Board deliberation, or by performing specific monitoring functions.
3. Board committees may not speak or act for the Board except when formally given such authority for specific and/or time-limited purposes. The Board will carefully state its expectations and committee authority (in Policy 4.8 “Board Committee Structure”) in order not to conflict with authority delegated to the Executive Director.
4. Board committees must not exercise authority over the Executive Director. Because the Executive Director works for the full Board, he or she will not be expected to obtain approval of a Board committee before an executive action.
5. This policy applies to any group formed by Board action, whether or not it is called a committee and regardless of whether the group includes Board members.
6. The Executive Director is free to establish and operate “program committees” or other committees that enable her or him to produce Board-stated Ends. Board members may serve on such committees, but they will do so not as Board members or with official Board authority but rather as interested volunteers working under the direction and supervision of the Executive Director.

GOVERNANCE PROCESS

POLICY 4.8

POLICY TITLE: *BOARD COMMITTEE STRUCTURE*

A committee is a Board committee only if its existence and charge come from the Board, regardless of whether Board members sit on the committee. The only Board committees are those which are set forth in this policy. Unless otherwise specified, the Executive Director, or his/her staff designee, will serve as a non-voting member of each committee.

1. Governance Committee

A. Job Products:

- Recruit, screen, interview, and nominate prospective Board candidates. Screening will include verification of the candidate's willingness to embrace the Policy Governance model and adhere to the Board policies.
- Assess Board members' service at the conclusion of their term, and determine whether to nominate for another term.
- Develop a slate of nominees for Officer positions.
- Appropriately recognize Board members when they resign or rotate off the Board.
- Facilitate initial orientation, continuing education and refresher training for Board members, consistent with Policy Governance model.
- Assist in reviewing and recommending revisions as needed to the Governing Policies
- Review and recommend amendments to the Bylaws, ensuring conformity of the Bylaws to the Articles, and conformity of the Governing Policies to the Bylaws.

B. Composition: Three Board members recommended by the Chair and approved by the Board each year at the first Board meeting.

2. Audit and Investment Committee

A. Job Products:

- Conduct a request for proposal process for annual audit services at least once every three years, and select the auditor.
- Assure auditor's independence each year, execute an engagement letter, ensure the timely completion of the audit, and arrange for audit report to be presented to Board.
- Advise the Board in developing and revising Board policies concerning financial matters and protection of assets.
- Conduct direct inspection of management practices, processes, and records to ensure compliance with Board policies governing financial matters and protection of assets.
- Develop an Investment Policy Statement for Board approval, and review and revise as indicated within the Statement.

GOVERNANCE PROCESS

POLICY 4.8

POLICY TITLE: *BOARD COMMITTEE STRUCTURE (CONT'D)*

- Oversee and report on the management of invested funds (i.e., Board-designated funds and other accumulated, unrestricted funds that the Board assumes direct control of), pursuant to the Investment Policy Statement.
 - Develop the governance budget (in Policy 4.10) each year, in consultation with the Governance Committee.
 - B. Composition: Three Board members recommended by the Chair and approved by the Board each year at the first Board meeting.
3. **Executive Director Compensation Committee**
- A. Job Products:
 - Facilitate annual performance evaluation of Executive Director consistent with Policy 3.4, and recommend compensation adjustment as appropriate. Prepare letter containing updated terms of employment for Executive Director.
 - Research and establish fair market compensation for the Executive Director position at least once every three years.
 - B. Composition: Three Board members recommended by the Chair and approved by the Board each year at the first Board meeting.
4. **Land Use and Property Development Committee**
- A. Job Products:
 - Assess opportunities to acquire, renovate, lease, or sell real property, and make recommendations to the Board accordingly. Negotiate and execute contracts and permits, as directed by the Board.
 - Oversee and manage major renovations, improvements, and repairs to buildings and major equipment. Routine maintenance and minor repairs remain the responsibility of the Executive Director.
 - Ensure all real property is in compliance with laws, regulations, and ordinances.
 - Conduct periodic property analyses to assess overall usefulness, identify needs for major repairs and improvements, and make recommendations to the Board accordingly.
 - B. Composition: Three Board members recommended by the Chair and approved by the Board each year at the first Board meeting.

GOVERNANCE PROCESS

POLICY 4.9

POLICY TITLE: *BOARD SIZE AND COMPOSITION*

The Board aims to maintain a size of 9 to 12 members. The Board will be composed of a broad cross-section of individuals representing the diverse interests of the ownership.

Accordingly:

1. Each year the Board, with the help of the Governance Committee, will review the Board's composition, strengths and needs of the Board, and will determine priorities as to ownership representation, expertise, perspectives, etc. to be emphasized for that year's nomination and election cycle.
2. Re-nomination/nomination of Board members may be based upon such factors as the Governance Committee deems appropriate, including a prospective Board member's personal knowledge, skills, demonstrated leadership and commitment to the organization, professional affiliations and relationships, ability to engage in meaningful dialogue and interaction with owners, and, for existing Board members, the extent to which individual Board members' responsibilities have been fulfilled.
3. As the organization's Ends evolve over time and as the Board's policies and practices may warrant, it is expected that the Governance Committee may find it beneficial to replace at least some members whose current terms are expiring with individuals who may better meet the needs of the Board. Accordingly, no Board member should expect to be automatically re-nominated at the end of his or her term.

GOVERNANCE PROCESS

POLICY 4.10

POLICY TITLE: ***GOVERNANCE BUDGET***

The Board will consciously invest in its ability to govern competently and wisely.

Accordingly:

1. Costs will be prudently incurred but sufficient to ensure the development and maintenance of superior governance.
 - A. Up to **\$2,500** in 2016 for governance education and refresher training, including purchase of publications, subscriptions, consultation/coaching from outside consultants, etc.
 - B. Up to **\$5,000** in 2016 for the annual audit.
 - C. Up to **\$500** in 2016 for surveys, focus groups and other methods used to gather data and input from owners.
 - D. Up to in 2016 for Board meeting expenses (e.g. food and beverage, copying, etc.).
 - E. Up to **\$1,200** in 2016 for Directors and Officers liability insurance.
 - F. Up to \$ in 2016 for Board attendance at industry meetings and conferences, including registration fees and travel expenses.
 - G. Up to **\$500** in 2016 for executive compensation reports, data, and consultation.
2. The Board will establish its governance budget for the next fiscal year by October 31.