



1.11 Roles of Board and Staff at AEC¹

	<u>Board</u>	<u>Staff</u>
Policy	Makes policy in such areas as finance, personnel, legal issues, systems, etc.	Provides information for the Board to create policies. Implements approved policies.
Legal/Finance	Ensures AEC is properly managed; that government and GAAP procedures are followed; uses proper judgement in all business and financial transactions.	Compiles all information and regularly reports to board. Keeps board informed of all business transactions and alerts board if illegal/unethical procedures may occur.
Planning	Approves AEC's mission. Approves goals, objectives, and direction.	Works with the board to review AEC's mission and develop new programs. Creates annual evaluation and strategic plans.
Programs	Approves all program ideas/flagship offerings.	Implements programs approved by the board.
Personnel	Recruits, hires, and evaluates President & CEO. Reviews and approves personnel policies.	Hires and evaluates all other personnel. Helps prepare personnel policies for board consideration.
Board Governance	Recruits new members according to by-laws. Provides training. Maintains meeting minutes. Enforces member job description and by-laws. Provides ongoing training and development.	Provides input of member names to board for consideration. Help train and orient members. Helps prepare and distribute minutes.
Fundraising	Approves fundraising goals and plans. Participates in efforts.	Provides input to fundraising plans. Helps implement fundraising efforts.
Public Relations/Marketing	Represents AEC to the public; Serve as ambassadors.	Does the same.
Board members/ directors have a legal and moral obligation to educate themselves about the affairs of AEC; to know financial affairs, to question decisions and take responsibility for the agency's development. Sign an annual conflict-of-interest disclosure, as well as disclose potential conflicts before meetings and actual conflicts during meetings. Maintain confidentiality about all		

¹ Modified from the United Way of Greater Houston Nonprofit Connection.

internal matters of AEC. Work in tandem with staff to advance the mission of AEC. The President & CEO provides administrative and program expertise to implement the policies approved by the board. The partnership between board and staff requires, mutual trust, respect, communication, constant evaluation and attention.

1.12 Strategic Plan

The board of directors, President & CEO, and staff are expected to develop an organization strategic plan, update it as necessary, and provide copies of the plan to the board for information each year.

1.13 Board Structure and Processes

- **Governing Style.** The board of directors will approach its task with a style that emphasizes on outward vision, rather than internal preoccupation, encouragement of diversity in viewpoints, strategic leadership more than administrative detail, clear distinction of board and staff roles, and proactivity than reactivity. To accomplish the abovementioned, the board of directors will:
 1. Enforce upon itself and its directors whether discipline is needed to govern with excellence. Discipline shall apply to attendance, respect of clarified roles, speaking to management and the public with one voice, and holding each other accountable of any tendency to stray from the governance structure and process adopted in the board policies.
 2. Be accountable to its stakeholders and the general public for competent, conscientious and effective accomplishment of its obligations as a body. It will allow no officer, individual, or committee of the board of directors to usurp this role or hinder this commitment.
 3. Monitor and regularly discuss the board of director's own process and performance, seeking to ensure the continuity of its governance functions by selection of capable directors, orientation and training and evaluation.
 4. Be an initiator of policy, not to react to a staff initiative. The board, not the staff, will be responsible for board performance.

1.14 Board Job Description

The role of the board of directors is to lead the Adult Education Center toward the desired performance and ensure that it occurs. The board of directors' specific contributions are necessary for proper governance and management. To perform its job, the board shall:

1. Determine the mission, vision, strategies, and major goals/outcomes and hold the President & CEO accountable for developing a staff strategic plan based on these policies.
2. Determine the parameters within which the President & CEO is expected to achieve the goals/outcomes.
3. Fundraising and resource development.
4. Monitor the performance of the organization relative to the achievement of the goals/outcomes within the executive parameters.
5. Maintain and constantly improve all on-going policies of the board in the Board Handbook.
6. Select, fairly compensate, nurture, evaluate annually and, if necessary, terminate the President & CEO, who functions as the board of directors' sole agent.
7. Ensure financial and other external audits to ensure compliance with the law and good practices.



8. Evaluate and constantly improve our board of director's performance as the governing board, set expectations for board members' involvement as volunteers.

1.15 Board Member Criteria

AEC are looking for board of directors with:

1. Leaders who live, work, or play in Pearland or Brazoria County
2. Leaders or professionals in the following fields: Education, Business, Finance, Human Resources, Law, Marketing, Government, Management, Media, Management, HealthCare, and Nonprofit
3. Fundraising interest/background as a professional or volunteer
4. Ability to make a meaningful gift and willingness to fundraise on behalf of AEC
5. Marketing, public relations, organizational development, law, finance, or human resources expertise
6. Government/political connections (not required to hold office, but a high level political staffer)
7. All board of directors must be willing to use and leverage their contacts, as well as build new ones, on behalf of AEC and have a high comfort level of asking for money
8. We prefer that board of directors have prior board experience
9. We are especially interested in board prospects who are advocates and ambassadors of AEC long-standing ties to the community

AEC board nominating committee is requesting that all board of directors utilize their personal and professional to actively search for board candidates who meet this profile. Please bring information about promising candidates to the attention of the nominating committee chair and the President & CEO.

Board Member Recruitment Process

Candidate	Nominating Committee & Board	Chair & CEO
Review information packet	Confirm vacancy	Complete board skills audit
Apply for position	Approve information packet	Develop/Approve Position Description with input from nominating committee (initially); then board (secondary for final approval)
Induction	Interview short list	Assemble Information Packet
	Select Preferred Candidate	Source Candidates/Screen and short list with help of nominating committee
		Complete reference checks
		Make Offer

Standing Committees

Committees help the board be effective and efficient. They report “speak to the board” and not “for the board.” Once committees are created by the board, the board Chair shall recommend committee chairs and members for one-year terms. The board Chair and the President & CEO are ex officio members of all committees. The President & CEO will assign one designated staff to assist with the work of each

committee. The AEC's standing committees are listed as follows:

- A. Administration/Executive Committee:** This committee is comprised of the Chair and other board officers. This committee shall oversee the execution of policies established by the Board of Directors pertaining to the governance issues and processes of the organization, the evaluation and improvement of the contribution of individual board members and officers and the recommendation of Bylaw changes. In addition, this committee coordinates the review of the performance of the President & CEO.
- B. Board Development/Nominating Committee:** The Nominating Committee is responsible for recruiting and nominating a slate of new or returning members to the Board of Directors. This committee is charged with setting the criteria for selection of members of the Board of Directors; and developing an inventory of potential candidates, striving to maintain appropriate community representation on the Board of Directors. Establish board training calendar annually.
- C. Finance & Audit Committee:** The Finance & Audit Committee provides fiscal oversight and guidance to the organization through the development and recommendation of financial policies, plans, and courses of action that provide for mission accomplishment and organizational well-being. This committee is responsible to review the annual budget and submit it to the board of approval. In addition, the committee shall make policy recommendations with regard to the level and terms of indebtedness, cash management, investment policy, risk management, financial monitoring and reports, employee benefit plans, signatory authority for expenditures and other policies for inclusion in the Board Policy Manual (BPM) that the committee determines are vital to effective financial management.
- D. Fund Development & Marketing Committee:** The Fund Development & Marketing Committee is responsible for developing fund development and marketing plans with calendars to support the programs and initiatives of the organization. This committee should develop and recommend policies relating to fund development, marketing, and outreach. The charge for the Fund Development & Marketing Committee is to create the organization's strategic fund development, marketing, and outreach strategies as well as ensure that fundraising efforts are efficient and maximized.
- E. Strategic Planning Committee:** The Strategic Planning Committee assists the Board of Directors with its responsibilities for the organization's mission, vision, and strategic direction. This committee specific responsibilities include tracking the progress of the strategic plan; helping management identify critical strategic issues facing the organization; annually reviewing the mission, vision, and strategic plan and recommending changes to the Board of Directors.
- F. Program Committee:** The Program Committee is responsible for ensuring the organization's programs have a viable and sustainable strategy and are achieving their intended educational impact and outcomes. The charge for the program committee is to provide oversight of new program development; monitor and assess existing programs; initiate and guide program evaluations; and facilitate discussions about program priorities for the Board of Directors.

2.8 Advisory Groups, Councils, and Taskforces: The Adult Education Center forms advisory groups, councils, and task forces to increase the organization's knowledge base and expertise

available to the organization. A taskforce is any group appointed by the President & CEO or the Board Chair to assist him or her in carrying out various time-limited goals and responsibilities. Although either the Board Chair or the President & CEO may form a task force, he or she must notify the Board of Directors of its formation purpose and membership within 10 days of its formation.

2.9 Board Members Code of Conduct: The Board of Directors expects of itself and its members ethical and businesslike conduct. Board of Directors must represent loyalty to the interests of the entire organization. Board members must avoid any conflict of interest with respect to their fiduciary responsibility.

3.0 Board Finances: Every board member is expected to be a donor of record in each calendar year. Expenses incurred to fulfill board activities normally can be an individual tax deduction.

