



# Policy Handbook

Compiled Policy Handbook Approved January 7, 2016

Revisions approved by Board of Directors June 3, 2016

Revisions Approved by Board of Directors October 21, 2016

Revisions Approved by Board of Directors January 5, 2017

Revisions Approved by Board of Directors June 2, 2017

Revisions Approved by Board of Directors October 27, 2017

Revisions Approved by Board of Directors January 9, 2018

Revisions Approved by Board of Directors October 30, 2020

Revisions Approved by Board of Directors June 21, 2021

**Table of Contents- PAGE NUMBERS WILL BE EDITED AFTER FINAL APPROVAL**

<b>Documents</b>	<b>Pages</b>
Board Member Policies	4-18
Board, Staff and Volunteer Responsibility Chart	
Board Member Organization Interest Form	
Board Member Interest Form	
Board Member Appointment Form	
Board of Directors Contract	
Board of Directors Contract: Alternate Board Member	
Board of Directors Job Description	
Board of Directors Conflict of Interest Policy	
Board of Directors Ethics Policy	
Board of Directors Media Relations Policy	
Board of Directors Decision Making Policy	
Board of Directors Attendance Policy	
Board of Directors Executive Committee Attendance Policy	
Officer and Staff Job Descriptions	19-24
President Job Description	
President-elect Job Description	
Secretary Job Description	
Treasurer Job Description	
Executive Director Job Description	
Office Nominating and Election Policy	
Board Committees	25-27
Finance Committee Charter	
Board Development Committee Charter	
Legendary Nurse Award Committee Charter	

Leadership Team	28-32
Leadership Team Volunteer Job Description	
Leadership Team Task Force Charter	
Leadership Team Think Tank Charter	
Leadership Team Event Committee Charter	
Leadership Team Legislative Tracking Team Charter	
Human Resources	33-37
Executive Director Evaluation Guidelines	
Compensation Policy	
Travel Policy	
Whistleblower Policy	
Criminal Background Check Policy	
Financial	38-39
Operating and Opportunity Reserves Policy	
Other Policies	40-42
Open Meetings Procedure	
Website External Link Policy	
Policy Brief Decision Making Policy	

## Board, Staff and Volunteer Responsibility Chart

Activities	Primary Responsibility
<b>Organizational Planning</b>	
Drive the process of strategic and organizational planning	Board
Provide input to mission and long-range goals	Board/Staff/Volunteers
Approve mission and long range, strategic goals	Board
Develop action plans (who does what and when) to achieve long-range goals	Staff/Volunteers
Approve action plans (e.g., in an annual Operating Plan)	Board
Implement action plans to achieve long-range goals (Board via committee work plans)	Staff/Volunteers
Follow-up to insure achievement of major goals and objectives	Board
<b>Board of Directors</b>	
Select new Board members	Board/Development Committee
Orient, train and organize board members into committees	Board/Staff
Promote attendance at Board/committee meetings	Board
Plan and conduct self-assessment and organize board trainings.	Board Development Committee
Plan agenda for Board meetings	Executive Director/President
Take minutes at Board meetings that are approved by Board Secretary	Staff
<b>Programs</b>	
Assess stakeholder (customers, community, member, etc.) needs	Board/Staff
Suggest program clients, outcomes, goals, etc.	Staff/Volunteers
Approve program outcomes and goals	Board
Ensure evaluation of products, services and programs	Board
Evaluate products, services and programs	Staff
Maintain program records; prepare program reports	Staff
<b>Financial management</b>	
Prepare programmatic proposals and budgets.	Staff
Prepare preliminary annual budget	Staff/Finance Committee
Finalize and approve annual budget	Board
Approve major expenditures outside authorized budget	Board
Ensure that expenditures are within budget during the year	Staff/Board
<b>Fundraising</b>	
Establish fundraising goals (amounts / goals to be raised)	Board
Solicit contributions in fundraising campaigns	Board/Volunteers/Staff
Organize fundraising campaigns	Board/Volunteers/Staff
Manage grants (reporting, etc.)	Staff
<b>Personnel Activities (staff and volunteers)</b>	
Employ and supervise Executive Director	Board
Decision to add general staff roles and / or volunteer roles	Executive Director
Select / train general staff and / or volunteers	Executive Director
Direct work of the general staff and /or volunteers	Executive Director
<b>Public / Community Relations Activities</b>	
Present / describe organization to community	Board/Staff
Write descriptions of organization (newsletters, Web, etc.)	Staff

**Board of Directors Organization Interest Form**

Thank you for your organization’s interest in our Board! Once you have decided to apply, please complete this form. Once you have been approved, we will orient you to our organization, train you about the roles and responsibilities of a member of a nonprofit Board of Directors, and organize you into our volunteer structure closely matching your skills and interests.

Please read the attached materials, fill out this application and email it to [patricia.moulton@ndcenterfornursing.org](mailto:patricia.moulton@ndcenterfornursing.org)

Your organization:

Organization Name

Organization Phone Number:

Organization address:

Organization website:

Contact Name:

Contact email address:

Briefly describe your organization mission or activities.

Is your organization a local/state organization or a chapter of a national organization?

Why is your organization a good fit to be included in this board?

Briefly describe why your organization would like to join our Board of Directors:

Organizations that are approved to join the Board will need to appoint a Board member and an alternate that will provide at least 2-4 hours a month in attendance to Board and Leadership Team meetings, and that do not have any conflict of interest in participating on the Board.

Contact Signature: \_\_\_\_\_ Date: \_\_\_\_\_

## Board of Directors Interest Form

Thank you for your interest in our Board! Once you have decided to apply, please complete this form. Once you have been approved, we will orient you to our organization, train you about the roles and responsibilities of a member of a nonprofit Board of Directors and organize you into our volunteer structure closely matching your skills and interests.

Please read the attached materials, fill out this application and email it to [patricia.moulton@ndcenterfornursing.org](mailto:patricia.moulton@ndcenterfornursing.org)

Your organization:

Your name:

Your phone number:

Your address:

Your email address:

Briefly describe why you would like to join our Board of Directors

Which of your skills would you like to utilize on the Board? Check those that apply:

- |   |   |  |
|---|---|--|
| <input type="checkbox"/> Board development  | <input type="checkbox"/> Financial management | <input type="checkbox"/> Training            |
| <input type="checkbox"/> Strategic planning | <input type="checkbox"/> Fundraising          | <input type="checkbox"/> Marketing           |
| <input type="checkbox"/> Staffing / HR      | <input type="checkbox"/> Evaluation           | <input type="checkbox"/> Program Development |

Other skill(s) of yours that you would like to utilize?

What would you like to get for yourself out of your participation on the Board, e.g., what types of experiences, skills to develop, interests to cultivate for you, etc.?

If you join the Board, you agree that you can provide at least 2-4 hours a month in attendance to Board and Leadership Team meetings, and that you do not have any conflict of interest in participating on the Board.

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

If you are not selected as a member of the Board, or if you decide not to join, would you like to be a volunteer to assist our organization in various ways that match your skills and interests?

- Yes                       No                       Perhaps

**APPOINTMENT OF DIRECTOR TO BOARD OF DIRECTORS  
NORTH DAKOTA CENTER FOR NURSING**

\_\_\_\_\_ hereby appoints X as a member of the Board of Directors of the North Dakota Center for Nursing for a term from X to X.

Date:

Signature: \_\_\_\_\_

Title: \_\_\_\_\_

**Board of Directors Contract**

I, \_\_\_\_\_, effective \_\_\_\_\_, 2021, (“Effective Date”), agree to serve as a member of the Board of Directors (“Board”) of the North Dakota Center for Nursing (“Center”). I understand that my term of office begins \_\_\_\_\_, 202\_ and ends October, 202\_.

As a member of the Board, I agree to:

1. Be responsible for the governance, operations and effects of the Center, as required by applicable law.
2. Abide by the Center’s Articles of Incorporation, Bylaws and Board policies, available for review at [www.ndcenterfornursing.org/board-of-directors](http://www.ndcenterfornursing.org/board-of-directors).
3. Participate in fundraising efforts.
4. Attend meetings of the Board, including special meetings, in accordance with the Board Attendance Policy and coordinate attendance with an alternate when I am unable to attend.
5. Participate in deliberations, decisions and actions of the Board and its committees. Speak up when I disagree with any opinions or decisions of Board members.
6. To support the interests of the Center; my appointment to the Board of Directors binds me to support the collective decisions of the Center and that I represent the interests of the organization(s) that I belong to or at which I am employed that are represented on the Board.
7. Publicly support the decisions made by a quorum (per vote or consensus) by the Board of the Center.
8. Participate in short- and long-range planning activities.
9. Ensure effective fiscal controls and accountability and approve the annual budget.
10. Ensure the Center’s operations meet all legal and corporate requirements.
11. I have received, read, and understand the Center’s Conflict of Interest Policy available in the Policy Handbook available at [www.ndcenterfornursing.org/board-of-directors](http://www.ndcenterfornursing.org/board-of-directors). I agree to comply with the Center’s Conflict of Interest Policy and certify that I will disclose any actual or possible conflicts of interest I may have with the Center.
12. I understand that the Center is charitable and to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

I agree that if, at any time, I am unable to fulfill the commitments of a member of the Board of Directors of the ND Center for Nursing, I will give appropriate notice of resignation in accordance with the bylaws.

Printed name: \_\_\_\_\_

Signature: \_\_\_\_\_ Date: \_\_\_\_\_



**Board of Directors Contract: Alternate Board Member**

I, \_\_\_\_\_, effective \_\_\_\_\_, 2021, (“Effective Date”), agree to serve as an alternate of the Board of Directors (“Board”) of the North Dakota Center for Nursing (“Center”). I understand that my term of office begins \_\_\_\_\_ 202\_ and ends on October, 202\_

As an alternate of the Board, I agree to:

1. Be responsible for the governance, operations and effects of the Center, as required by applicable law, as required by the absence of the member for whom I am an alternate.
2. Abide by the Center’s Articles of Incorporation, Bylaws and Board policies available for review at [www.ndcenterfornursing.org/board-of-directors](http://www.ndcenterfornursing.org/board-of-directors).
3. Participate in fundraising efforts of the Center.
4. Attend meetings of the Board, including special meetings, in accordance with the Board Attendance Policy and coordinate attendance with the member for whom I am an alternate to ensure that the organization we represent has at least one representative at all meetings of the Board.
5. Participate in deliberations of the Board and its committees. Participate in decisions and actions of the Board when the member for whom I am an alternate is not present. Speak up when I disagree with any opinions or decisions of Board members.
6. To support the interests of the Center; my appointment to the Board of Directors binds me to support the collective decisions of the Center and that I present and communicate to the Board of the Center the interests of the organization(s) that I belong to or at which I am employed that are represented on the Board.
7. Publicly support the decisions made by a quorum (per vote or consensus) by the Board of the Center.
8. Participate in short- and long-range planning activities through participation on the Center Leadership team.
9. Ensure effective fiscal controls and accountability and participate as needed in the approval of the annual budget.
10. Ensure the Center’s operations meet all legal and corporate requirements.
11. I have received, read and understand the Center’s Conflict of Interest Policy available in the Policy Handbook at [www.ndcenterfornursing.org/board-of-directors](http://www.ndcenterfornursing.org/board-of-directors). I agree to comply with the Center’s Conflict of Interest Policy and certify that I will disclose any actual or possible conflicts of interest I may have with the Center.
12. I understand that the Center is charitable and to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

I agree that if, at any time, I am unable to fulfill the commitments of an alternate member of the Board of Directors of the ND Center for Nursing, I will give appropriate notice of resignation in accordance with the bylaws.

Printed name: \_\_\_\_\_

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

## **Board of Directors Job Description**

<b>Title:</b>	<b>Board Member</b>
<b>Term:</b>	Three years
<b>Responsible to:</b>	Responsible to entire Board, reports to Board President

### **General Responsibilities:**

1. Overall governance of North Dakota Center for Nursing by establishing and monitoring policies and programs and supporting development and effectiveness of Board of Directors.
2. Establish strategic purpose and direction for agency by participating in strategic planning ND Center for Nursing Leadership Team and monitoring performance toward plan's results.
3. Supervision of Executive Director by hiring Executive Director and monitoring performance toward Executive Director's general responsibilities and yearly objectives.
4. Fundraising by fundraising planning and participation to secure necessary resources to support operations, programs and services.
5. Represent ND Center for Nursing and its programs and services to stakeholders, including community, funders and clients.
6. Ensure financial health of ND Center for Nursing through conformance to up-to-date fiscal policies and procedures and through ongoing analysis of financial reports.
7. Ensure effective performance of ND Center for Nursing's programs through ongoing program planning and evaluation.
8. Ensure conformance to federal, state, local and ND Center for Nursing policies and procedures.

### **Specific Duties:**

1. Is a member of the Board.
2. Builds collegial working relationship that contributes to consensus.
3. Contributes financially to the nonprofit.
4. Regularly attends Board meetings and important related meetings.
5. Makes serious commitment to participate actively in Board and committee work.
6. Volunteers for and willingly accepts assignments and completes them thoroughly and on time.
7. Stays informed about Board policies and committee matters, prepares themselves well for meetings, and reviews and comments on minutes and reports.

## **Board of Directors Conflict of Interest Policy**

### **Article I Purpose**

The purpose of this conflict-of-interest policy is to protect the interest of the North Dakota Center for Nursing (“Center”) when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Center or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### **Article II Definitions**

#### **1. Interested Person**

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

#### **2. Financial Interest**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Center has a transaction or arrangement,
- b. A compensation arrangement with the Center or with any entity or individual with which the Center has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Center is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### **Article III Procedures**

#### **1. Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

## **2. Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

## **3. Procedures for Addressing the Conflict of Interest**

- a.** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b.** The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c.** After exercising due diligence, the governing board or committee shall determine whether the Center can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d.** If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Center's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

## **4. Violations of the Conflicts of Interest Policy**

- a.** If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b.** If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

## **Article IV Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

- a.** The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b.** The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

## **Article V Compensation**

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Center for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Center for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Center, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

## **Article VI Annual Statements**

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Center is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

## **Article VII Periodic Reviews**

To ensure the Center operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Center's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

## **Article VIII Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, the Center may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

## **Board of Directors Ethics Policy**

### **Purpose**

This policy is intended to guide toward the highly ethical behavior of each Board member in his/her roles and responsibilities as a Board member in our organization. All Board members receive a copy of this official policy and agree to adhere to the policy. The policy is reviewed once a year and maintained in each member's Board Manual.

### **Adherence to Following Behaviors**

As a Board member of the North Dakota Center for Nursing, I will:

1. Know my roles and responsibilities as a member of the governing Board of Directors.
2. Do my best to be fully informed of the nonprofit's operations that can have significant effect on fellow Board members, staff members and other stakeholders of our organization.
3. Always strive to contribute my best judgment in carrying out my role, including provision of opinions and information during Board deliberations and decisions.
4. Avoid conflict of interest in appearance or in application – my actions as a Board member will always be first and foremost for the benefit of our nonprofit organization.
5. Adhere to all of the Board policies included in the Board manual.
6. Recognize the authority of the Executive Director and not directly assign tasks to ND Center for Nursing staff.
7. Maintain confidentiality about all Board information that is deemed by members to be confidential, including that are generated and decided during closed sessions of the Board.
8. Follow the ground rules for Board meetings as formally agreed upon by fellow Board members.
9. Respect the values and perspectives of fellow Board members and staff members.
10. Represent the nonprofit in the most positive image when I am dealing with stakeholders.
11. Adhere to the decisions made by the Board – I will avoid public disagreement with decisions, recognizing that all Board members must “speak from one voice.”

### **Response to Unethical Behaviors**

Determination of suspected or actual occurrence of any unethical behavior by a Board member will be decided by a simple majority vote of the Board. Any Board member can notify the Board of that type of behavior. Penalty for the behavior will be decided by the board up to and including removal from the Board per requirements in the bylaws.

## **Board of Directors Media Relations Policy**

Board members have a fiduciary duty of loyalty to our nonprofit corporation, including that member present favorable information about our operations, programs and services. Members also have a responsibility to favorably represent our nonprofit to its stakeholders. The intents of this policy are to: a) consistently present unified and accurate information to the media, including, but not limited to reporters, free-lance writers, funders and members of collaborating organizations; b) ensure that the most qualified personnel present the information to the media; and c) cultivate courteous and respectful relationships with media personnel. There are a wide variety of occasions where organizational personnel might interact with members of the media. It is not practical to define guidelines for each and every occasion and contingency. However, the following are the principal guidelines that address the vast majority of occasions.

1. The Board President and Executive Director will approve content of press/media kits, standard talking points and other communications (pictures, videotapes, etc.) before it is conveyed to external stakeholders. Content will be developed by the staff or volunteers and approved by the Board in accordance with strategic priorities included in the most recent strategic plan and budget.
2. Information about our stakeholders (for example, Board members, staff members, clients, funders, collaborators, etc.) will not be shared with media without the expressed consent of each of the individuals involved.
3. Content will always be in reference, in wording and in nature, to our branding, including our preferred image and our logo, and to our mission, visions, values. Additional points in reference to the organization's current operations or events will be approved by the Executive Director for staff members and by the Board President for Board members.
4. The Board President and/or Executive Director will be the only designated spokesperson(s) for the organization, unless either of these two personnel explicitly permits other organizational personnel to communicate with media. Other organizational personnel who are contacted by media personnel will promptly refer media personnel to the Board President and/or the Executive Director. Organizational personnel will report the referrals to the Board President and/or the Executive Director.
5. Organizational personnel interacting with media will always be in their best appearance and language, for example: in dress, communications style and positive attitude about the organization.
6. In occasions where media personnel are persistent and referrals to the Board President and/or Executive Director are not immediately practical, for example, in the event of a health or facility emergency, organizational personnel will always be respectful, and consistently and concisely focused on the most obvious and verifiable facts. Do not conjecture or engage in communications not based on the most obvious facts.

## **Board of Directors Decision-Making Policy**

### **Presenting New Topics for Board Decision**

1. Staff and/or Board members suggest a new topic and its associated required action (for example, for Board approval, disavowal, resolution, etc.).
2. The Board President and Executive Director put the topic on the Board agenda for the next Board meeting.
  - a. Otherwise, if the topic is suggested during a Board meeting and for that meeting's agenda, a majority vote of the Board members is required to change that agenda for the current meeting.
  - b. Otherwise, the topic can be deferred to the next Board meeting or assigned to a committee and/or staff member for further research before the next Board meeting, to prepare for a decision in that next meeting.
3. Background materials for the decision are provided to all Board members at least one week before the full Board meeting.

### **Procedure to Make Formal Board Decisions**

1. The type of decision required from Board members about a topic is articulated on the Board agenda, for example, Board approval, Board disavowal, generate resolution, etc.
2. The amount of time to address the topic is associated with that time on the agenda.
3. Discussion and/or debate occurs in Board meeting.
4. Consensus is attempted within the time allotted for the topic.
5. If consensus cannot be achieved in a timely manner, then a simple majority vote is conducted among Board members. Decision outcome goes to the majority vote.
6. The decision is documented in Board minutes for that Board meeting.
7. In the future, all Board members support the decision – they speak from “one voice.”



## **Board of Directors Attendance Policy**

### **Purpose**

This policy is intended to support the full participation and contribution of all Board members. All Board members receive a copy of this official policy. The policy is reviewed once a year and maintained on the board of director's website. The terms for attendance and associated termination of Board members are in accordance between this policy and the By Laws.

### **Definition of a Board Attendance Problem**

A Board attendance problem occurs if any of the following conditions exists in regard to a Board member's attendance to Full-Board meetings:

1. The member has two un-notified absences in a row ("un-notified" means the member did not call or email ahead to a reasonable contact in the organization before the upcoming meeting to indicate he/she was unable to attend).
2. The member has three notified absences in a row.

### **Response to a Board Attendance Problem**

1. If the Board notices a Board attendance problem with a member, the Board President will contact the member within one week to discuss the problem.
2. The President will share the member's response with the entire Board within one week.
3. In the next Board meeting, the Board will decide what actions to take regarding the Board member's future membership on the Board in accordance with bylaws.
4. If the Board decides to remove the Director from the Board, this will be conducted per bylaws.
5. The Board will promptly initiate a process to begin recruiting a new Board member.

## **Board of Directors Executive Committee Attendance Policy**

### **Purpose**

This policy is intended to support the full participation and contribution of all Executive Committee officers. All officers receive a copy of this official policy. The policy is reviewed once a year and maintained on the board of director's website. The terms for attendance and associated termination of officers are in accordance between this policy and the By Laws.

### **Definition of an Executive Committee Attendance Problem**

An attendance problem occurs if any of the following conditions exists in regard to an officer's attendance to Executive Committee meetings:

1. The officer has two un-notified absences in a row ("un-notified" means the member did not call or email ahead to a reasonable contact in the organization before the upcoming meeting to indicate he/she was unable to attend).
2. The member has three notified absences in a row.

### **Response to an Executive Committee Attendance Problem**

If the Board notices an Executive Committee attendance problem with an officer, the Board President will contact the member within one week to discuss the problem.

The President will share the officer's response with the entire Executive Committee within one week.

In the next Executive Committee meeting, officers will discuss and recommend action for the full board regarding the attendance problem.

In the next full Board meeting, the Board will decide what actions to take regarding the Officer in accordance with bylaws. If needed, a special full board meeting may be called for this purpose.

If the Board decides to remove the Officer from their position, this will be conducted per bylaws.

## Board of Directors Officer Job Descriptions

<b>Title:</b>	<b>President</b>
<b>Term:</b>	Two years
<b>Responsible to:</b>	Board of Directors
<b>Specific Duties:</b>	(in addition to the “General Responsibilities” and “Specific Duties” listed in the job description of Board Member)

1. Provides leadership to the Board of Directors who sets policy and to whom the Executive Director is accountable.
2. Chairs the meetings of the Board after developing the agenda with the Executive Director.
3. Ensures Board's leading role in strategic planning.
4. Ensures ongoing financial planning and financial reports.
5. Along with other Board members, plays a leading role in fundraising activities.
6. Chairs the Executive Committee.
7. Appoints the Chairpersons of board committees, in consultation with other Board members.
8. Leads discussions with the Executive Director regarding any issues of concern to the Board.
9. Leads regular, formal evaluation of the performance of the Executive Director and informally evaluates the effectiveness of the Board members.
10. Discusses issues confronting the organization with the Executive Director, and shares recommendations with the Board.
11. Helps guide and mediate Board actions with respect to organizational priorities and governance concerns.
12. Leads evaluation annually of the performance of the organization in achieving its mission.
13. Signs any legal documents including drafts, deeds, mortgages, bonds, contracts, or other instruments as detailed in the bylaws.
14. Performs other responsibilities assigned by the Board.

**Title:** **President-Elect**  
**Term:** Two years  
**Responsible to:** Responsible to entire Board, reports to President  
**Specific Duties:** (in addition to the “General Responsibilities” and “Specific Duties” listed in the job description of Board Member)

1. Serves as successor to the President position.
2. Performs President Responsibilities when the President cannot be available.
3. Works closely with the President, Executive Director and other staff.
4. Participates closely with the President to develop and implement officer transition plans.
5. Performs other responsibilities as assigned by the Board.
6. Attends and participates in Executive Committee meetings.

**Title:** Secretary  
**Term:** Two years  
**Responsible to:** Responsible to entire Board, reports to President  
**Specific Duties:** (in addition to the “General Responsibilities” and “Specific Duties” listed in the job description of Board Member)

1. In coordination with the Executive Director, maintains all major documents and records of the Board and ensures their effective management, retention and protection.
2. Is sufficiently familiar with major documents and records, for example, Articles of Incorporation, By Laws, Board Policies, Board Resolutions, etc. Reminds Board members of applicability of documents during Board operations.
3. Review and presents the written meeting minutes of Board and Executive Committee meetings.
4. Ensures that all notices are duly given in accordance with provisions of the bylaws or as required by law.
5. Assists the Executive Director in ensuring that reports and filings to state and federal authorities are made in a timely manner.
6. Chairs the Bylaws and Policy Review Committee.
7. Attends and participates in Executive Committee meetings.

**Title:** Treasurer  
**Term:** Two years  
**Responsible to:** Responsible to entire Board, reports to President  
**Specific Duties:** (in addition to the “General Responsibilities” and “Specific Duties” listed in the job description of Board Member)

1. Oversees the management of the finances of the organization as approved and reviewed by the Board and managed by the Executive Director.
2. Serves as Chair of the Finance Committee.
3. Provides annual budget to the Board for members' approval working with the Finance Committee and the Executive Director.
4. Ensures development and Board review of up-to-date financial policies and procedures.
5. Ensures financial policies and procedures are adhered to by Board and staff.
6. Ensures all Board members have sufficient understanding of analysis of finances in order to produce judicious decisions about finances and their effects.

Attends and participates in Executive Committee meetings.**Executive Director Job Description**

**Title:** Executive Director  
**Responsible to:** Board of Directors

**Qualifications:** Preferred Master's Degree or Doctoral degree. At least five years' experience with non-profit organization or association management, and experience in program development and evaluation, research, advocacy, fundraising and grant writing and volunteer management. Prefer experience with communication and networking with nurses and nursing organizations.

**Functions:**

1. To implement the strategic goals and objectives of the organization.
2. With the President, enable the Board to fulfill its governance function.
3. To give direction and leadership toward the achievement of the organization's philosophy, mission, strategy, and its annual goals and objectives.

**Major Functions/Accountabilities:**

1. Corporation office administration and work environment including office management policies, budget and hiring of additional staff.
2. Management of the corporation including program planning and development, marketing, fundraising, grant writing and long-range strategic planning
3. Develops, implements and tracks programmatic platforms within the Center's strategic plan.
4. Serving as an official representative of the corporation including provision of legislative and lobbying efforts provide representation and advocacy on behalf of the mission of the corporation.
5. Serve as the internal and public point-person for all public communication and media relations in collaboration with the board.
6. Provides support to the corporation board of directors including planning of quarterly and special meetings, submitting an annual report, distribution of minutes of all meetings, prepare, distribute an updated Board of Director's list and will prepare quarterly and annual financial reports for the Board of Directors and providing orientation to new board members.
7. Financial, Tax, Risk and Facilities Management – Recommends yearly budget for Board approval and prudently manages organization's resources within those budget guidelines according to current laws and regulations.
8. Community and Public Relations – Ensures that the organization and its mission, programs, and services are consistently presented in strong, positive image to relevant stakeholders; also ensures all major stakeholders have strong input to strategic and program planning.
9. Fundraising – Supports the Board in its fundraising planning and implementation, including to identify resource requirements, research funding sources, establishes strategies to approach funders, submit proposals, and administrate fundraising records and documentation.
10. Manages leadership team, staff and volunteers associated with ND Center for Nursing programming.

## **Officer Nominating and Election Policy**

The Board is required to elect from its membership a President-elect, Secretary, and Treasurer. Officers of the Board are defined by ND Center for Nursing Bylaws.

### **Election of Officers**

The election of officers shall be conducted yearly, in accordance with this procedure and the organization's bylaws. Any member of the Board may be elected to the position of an officer of the Board.

### **Expressions of Interest**

Interested Board members will notify the Executive Director of their interest for a specific open position as an officer of the Board at least five business days prior to the board meeting. The Executive Director will provide Board members with the names of the individuals interested in officer positions during the meeting.

### **Protocol to Conduct Elections of Officers**

The President shall preside over the election of officers during the meeting. Immediately following the meeting, the elected officers shall assume office. All voting members of the Board who are present at the meeting may vote in officer elections.

Nominations will be called for by the President and require no second. Board members may refer to the list of names of individual Board members interested in officer positions provided by the Executive Director when considering nomination selections. When the President is certain that every opportunity has been given for nominations, the President may declare the nominations closed. Any Board member may move to close nominations. The motion requires a majority vote. Nominations may be reopened by a motion and majority vote.

### **Ballot Vote**

Voting will be by secret ballot in the event that there is more than one candidate for an officer position. Board members will be provided with a ballot and will turn in their ballot during a specific time determined by the Board. The Executive Director and one board member or alternate that is not nominated for a position at the time of the vote will count the ballots to ensure validity of the results and report the results to the board.



## **Board of Director's Finance Committee Charter**

### **Purpose and Scope of Responsibility of Committee: TBD by Committee**

- Review budget, recommend, and present to the Board an annual budget for upcoming year.
- Review finance policies and suggest revisions to the Board of Directors.
- Review audit findings as available and suggest follow-up actions to Board of Directors.
- The committee will operate in accordance with the organization's bylaws.

### **Committee Organization and Reporting Structure**

- Committee reports to the Board President.
- The Board President and Board Executive Committee will regularly monitor and ensure that the Finance Committee achieves its goals and objectives.
- Committee makes recommendations to the full Board for Board's review and approval.
- The Treasurer is the chair of this committee.
- Committee provides written reports about its meetings, recommendations, and actions to the full Board on a regular basis.
- Committee includes the Treasurer, Executive Director, and additional volunteers from the Leadership Team.
- Goals of the Committee are in accordance with the most recent Strategic Plan.
- Budget of resources for the Committee are allocated near the end of the fiscal year, soon after finalizing the organization's overall operating budget.

## **Board of Director's Board Development Committee Charter**

### **Purpose and Scope of Responsibility of Committee:**

- Recruit and retention of a knowledgeable and participative board of directors for the ND Center for Nursing to ensure the outcomes established for the organization.
- Reviews board assessments and plan board trainings to ensure optimal functioning of the Board of Directors.

### **Committee Organization and Reporting Structure**

- Committee reports to the Board President.
- The Board President and Board Executive Committee will regularly monitor and ensure that the Board Development Committee achieves its goals and objectives.
- Committee makes recommendations to the full Board for Board's review and approval.
- The Chair of this Committee is the President-elect.
- Committee provides written reports about its meetings, recommendations and actions to the entire Board on a regular basis.
- Committee includes members of the Board of Directors and volunteers from the Leadership Team. Goals of the Committee are in accordance with the most recent Strategic Plan.
- Budget of resources for the Committee are allocated near the end of the fiscal year, soon after finalizing the Center for Nursing's overall operating budget.

## **Board of Director's Legendary Nurse Award Committee Charter**

### **Purpose and Scope of Responsibility of Committee:**

- Assist with promotion review, and presentation of annual Legendary Nurse Award

### **Committee Organization and Reporting Structure**

- Committee reports to the Board President.
- Committee will meet after nominations are submitted to determine recipients. The committee will also review the process each year and make recommendations for clarity for future years.
- Committee will assist with organizing award presentations.
- The Board President and Board Executive Committee will regularly monitor and ensure that the Legendary Nurse Award Committee achieves its goals and objectives.
- The Executive Director will provide coordination of this group with Center staff.
- Committee provides written reports about its meetings, recommendations and actions to the entire Board on a regular basis.
- Committee includes members of the Board of Directors and the past year's Legendary Nurse Award winners.
- Goals of the Committee are in accordance with the most recent Strategic Plan.
- Budget of resources for the Committee are allocated near the end of the fiscal year, soon after finalizing the Center for Nursing's overall operating budget.

## **Leadership Team Volunteer Job Description**

**Title:** Leadership Team Volunteer

**Responsible to:** Executive Director

- Major Responsibilities and Functions
- Facilitate communication between your community connections and the ND Center for Nursing.
- Assist in implementation of strategic projects.
- Participate in Task Forces, Committees and Think Tanks as needed.

Benefits of serving on the North Dakota Center for Nursing Leadership Team:

- Connection to nurse leaders throughout the state.
- Be a part of a unified voice for public policy affecting nursing through our collaborative decision-making process.
- Participate in Task Forces, Committees and Think Tanks that help shape the future of nursing in North Dakota.
- Opportunity to shape the strategic plan and programs of the ND Center for Nursing.
- Participate on legislative monitoring teams to connect nurses with legislative activities and increase participation in advocacy efforts.

## **Leadership Team Task Force, Think Tank or Event Committee Chair**

**Title:** Task Force, Think Tank or Event Committee Chair

**Term:** Six months - 2 years

**Responsible to:** Reports to the Executive Director

### **Specific Duties:**

1. Ensure the group has a clear charge that is consistent with goals and preferences of the Center for Nursing Board of Directors, follows the group's charter, and is fully understood by each member.
2. In coordination, and with assistance by the Executive Director, assigns work to members, sets the agenda, and facilitates the meetings.
3. Ensures members have the resources and information needed to work effectively.
4. Works closely with the Executive Director.
5. Sets the tone for the group's work and ensures it is purposeful, complete and timely.
6. Through the Executive Director and Board representative, reports to the full Board of Directors on the group's decisions and recommendations.
7. Ensure meeting minutes are maintained and submitted to the Executive Director.

## **Leadership Team Task Force Charter**

**Purpose and Scope of Responsibility:** Task Forces will be short-term groups lasting 6-12 months depending on the topic to be developed (for example investigating potential new innovations or programs). Each Task Force will first see how the existing Center for Nursing infrastructure and programs can be utilized for the topic and will develop recommendations for future programs to be added. Task Forces maybe used to develop policy briefs following the policy brief decision-making process.

Task force members will be expected to take on small tasks between each meeting to help with the Task Force's ongoing efforts and planning. ND Center for Nursing staff will provide support by public noticing meetings, organize an email list for the group, coordinate teleconference phone numbers and online meeting resources, post agenda/minutes to the Center website, and assist in implementing changes in existing infrastructure/programs, and development of new products/programs.

### **Organization and Reporting Structure**

- The formation of Task Forces will be approved by the ND Center for Nursing Board of Directors.
- Task Force reports to the Executive Director.
- The Board President and Executive Director will regularly monitor and ensure that the Task Force achieves its goals and objectives.
- Task Force makes recommendations to the full Board for Board's review and approval. The Task Force does not make final decisions for the Board.
- Each Task Force will include at least one Board of Director member.
- All members of Task Forces are, or will become, members of the ND Center for Nursing Leadership Team.
- The Executive Director and Board representative provides written reports about the Task Force meetings, recommendations, and actions to the entire Board on a regular basis.
- Goals and funding of the Task Force are in accordance with funding priorities and with the ND Center for Nursing Strategic Plan as approved by the Board.

## **Leadership Team Think Tank Charter**

**Purpose and Scope of Responsibility:** Think tanks will be longer-term work groups for 1-2 years, incorporating multiple members both in and outside of the nursing community. They may also include in-person meetings or summits. Think Tanks will be formed to address larger integrative initiatives such as the Culture of Health and Campaign for Action.

Each Think Tank will first see how the existing Center for Nursing infrastructure and programs can be utilized to address the topic and will develop recommendations for future programs to be added.

Think Tank members will be expected to take on small tasks between each meeting to help with the Think Tank's ongoing efforts and planning. ND Center for Nursing staff will provide support by publicly noticing meetings, organize an email list for the group, coordinate teleconference phone numbers and online meeting resources, post agenda/minutes to the Center website, assist in implementing changes in existing infrastructure/programs, and development of new products/programs.

### **Organization and Reporting Structure**

- The formation of think tanks will be approved by the ND Center for Nursing Board of Directors.
- Think Tank Co-/Chairs report to the Executive Director.
- The Board President and Executive Director will regularly monitor and ensure that the Think Tank-achieves its goals and objectives.
- The Think Tank make recommendations to the full Board for Board's review and approval. The Think Tank does not make final decisions for the Board.
- The Think Tank also may make recommendations to outside entities.
- Each Think Tank will include at least one Board of Director member.
- All Think Tanks members will be invited to become part of the Leadership Team, but this is not required.
- The Executive Director and Board representative provide written reports about the Think Tank's meetings, recommendations and actions to the entire Board on a regular basis.
- Goals and funding of the Think Tank are in accordance with funding priorities and with the ND Center for Nursing Strategic Plan as approved by the Board.

## **Leadership Team Event Committee Charter**

**Purpose and Scope of Responsibility:** Short-term group (or groups) lasting 6-12 months to plan particular events, such as the Annual Conference or Nurses Day.

Event Committee members will be expected to take on small tasks between each meeting to help with the Committee's ongoing efforts and planning. Center for Nursing staff will provide support by publicly noticing meetings, organize an email list for the group, assist in selecting dates for meetings, coordinate teleconference phone numbers and online meeting resources, and post agenda/minutes to the Center website. The Chairs will also assist in development of event registration website links, securing sponsor(s) and post a call for abstracts when needed.

### **Organization and Reporting Structure**

- The formation of Event Committees will be approved by the ND Center for Nursing Board of Directors.
- Event Committee chair reports to the Executive Director.
- The Board President and Executive Director will regularly monitor and ensure that the Event Committee achieves its goals and objectives.
- The Event Committee will draft a budget that must be approved by the Board of Directors.
- Each Event Committee will include at least one Board of Director member.
- All members of Event Committees are, or will become, members of the ND Center for Nursing Leadership Team.
- The Executive Director and Board representative provide written reports about the Event Committee's meetings, recommendations, and actions to the entire Board on a regular basis.



## **Evaluation of Executive Director**

### **General Executive Director Evaluation Guidelines**

1. . The procedure should be in conformance with up-to-date, Board-approved personnel policies and procedures and fully documented
2. If staff members are involved in evaluation of the Executive Director, this procedure should be clearly specified and understood by the Executive Director.
3. The Executive Director in consultation with the President may solicit performance review information from outside pertinent parties.
4. If the Board perceives the Executive Director to have performance issues, then Board members can initiate an evaluation. Evaluations should not only be initiated when there are perceived issues. Conclusions about performance issues should be based on observed behaviors of the Executive Director..
5. The evaluation should be administered by the full board of directors.

### **North Dakota Center for Nursing Executive Director Evaluation Procedure:**

1. The Executive Director will complete a self-evaluation based on agreed upon goals identified in strategic plan each year. The self-evaluation will be sent to Board President who will then solicit information from board members and any outside pertinent parties.
2. The Board President compiles a final evaluation based on the board's input. . Once this is completed, a potential annual wage increase will be decided by the Board of Directors based on the outcome of the evaluation and market conditions.
3. The Board President will review the final evaluation and annual wage with the Executive Director. Both the President and Executive Director will then sign-off on the final evaluation.
4. The Board President will notify the Treasurer regarding the wage increase for inclusion in the budget and to notify our accounting services to enact the increase.

## **Compensation Policy**

### **Article I Purpose**

The purpose of this compensation policy is to protect the interest of the North Dakota Center for Nursing (“Center”) when it is arranging for compensation for its officers, directors, trustees, employees and independent contractors. This policy is intended to supplement but not replace any applicable state and federal laws governing compensation payable by nonprofit and charitable organizations.

### **Article II Procedures**

#### **1. Conflict of Interest Policy**

The Center will follow its conflict of interest policy when approving compensation arrangements.

#### **2. Approval of Arrangements prior to Compensation**

The Center will approve compensation arrangements in advance of paying compensation and will document all arrangements in writing, including the date and terms of the approved compensation arrangements.

#### **3. Recording of Compensation Decisions**

The Center will record in writing the decision made by each individual who decided or voted on compensation arrangements.

#### **4. Basis of Compensation**

The Center will approve compensation arrangements based on information, to the extent it is reasonably available, about compensation paid by similarly situated taxable or tax-exempt organizations for similar services, current compensation surveys compiled by independent firms, or actual written offers from similarly situated organizations. The information which was used to base compensation decisions will be recorded in writing, including the source of the information.

## Travel Policy

ND Center for Nursing Employees and Board members will be reimbursed through an expense voucher. Board travel related to the ND Center for Nursing must be pre-authorized by the board of directors. Staff travel expenses that exceed the amount approved in the annual budget must be pre-authorized by the board of directors. Allowed expenses are as follows:

- **PER DIEM:** Reimbursement is determined by the GSA rate.
- **HOTEL:** Employees/board members are encouraged to comparison shop when selecting hotel rooms and will attempt to find the best valued hotel when traveling in North Dakota. When traveling outside of North Dakota, employees/board members may utilize hotel rooms in hotels where conferences are being held. A receipt with a \$0 balance due will be required for reimbursement.
- **AIRLINE/TRAIN:** Employees and board members must travel using coach fares only. First Class or Business Class fares are not allowed. Travelers are encouraged to take advantage of special airline rates. Trips that are connected directly with participating in a conference will be reimbursed. Extra legs or layovers will not be reimbursed.
- **TAXIS/SHUTTLES:** A receipt is required for reimbursement for taxi and shuttle expenses.
- **CONFERENCE REGISTRATION FEES:** Registration fees for a conference can be paid ahead of time by the ND Center for Nursing, or they can be reimbursed to the employee with a paid receipt following the conference.
- **MILEAGE:** The reimbursement for personal automobile mileage will be in compliance with set IRS rates.
- **REIMBURSEMENT:** Travel expenses must be submitted within 60 days for reimbursement. The treasurer reviews and approves all travel reimbursements.
- **AMERICAN EXPRESS EMPLOYEE CREDIT CARD:** Employees may utilize their American Express Employee Credit Card for conference registration, airline, train, taxi and hotel expenses. These expenses and receipts must be included on the travel reimbursement voucher in order to fully track overall travel expenses. The American Express card may also be utilized to make small supply and printing purchases with prior approval of the Executive Director. The Executive Director will submit receipts of these purchased with the American Express Bill to our bookkeeper for tracking purposes.
- **Board Member Travel Reimbursement:** Board members may be reimbursed for travel expenses for the two in-person meetings of the board. Board members will be reimbursed a flat \$100 per meeting if they choose to submit an expense voucher form.

## Whistleblower Policy

This policy is intended to encourage Board members, staff (paid and volunteer) and others to report suspected or actual occurrence(s) of illegal, unethical or inappropriate events (behaviors or practices) without retribution.

1. The Whistleblower should promptly report the suspected or actual event to his/her supervisor.
2. If the Whistleblower would be uncomfortable or otherwise reluctant to report to his/her supervisor, then the Whistleblower could report the event to the next highest or another level of management, including to an appropriate Board committee or member.
3. The Whistleblower can report the event with his/her identity or anonymously.
4. The Whistle blower shall receive no retaliation or retribution for a report that was provided in good faith – that was not done primarily with malice to damage another or the organization.
5. A Whistleblower who makes a report that is not done in good faith is subject to discipline, including termination from the Board, or other legal means to protect the reputation of the organization and members of its Board and staff.
6. Anyone who retaliates against the Whistleblower (who reported an event in good faith) will be subject to discipline, including termination from the Board.
7. Crimes against person or property, such as assault, rape, burglary, etc., should immediately be reported to local law enforcement personnel.
8. Supervisors, managers and/or Board members who receive the reports must promptly act to investigate and/or resolve the issue.
9. The Whistleblower shall receive a report within five business days of the initial report, regarding the investigation, disposition or resolution of the issue.
10. If the investigation of a report, that was done in good faith and investigated by internal personnel, is not to the Whistleblower's satisfaction, then he/she has the right to report the event to the appropriate legal or investigative agency.
11. The identity of the Whistleblower, if known, shall remain confidential to those persons directly involved in applying this policy, unless the issue requires investigation by law enforcement, in which case members of the organization are subject to subpoena.

## **Criminal Background Check Policy**

All employees are required to complete initial criminal background checks (CBC) prior to the first day of employment. For the treasurer, the CBC must be completed within 30 days after election to the position. Additional CBC can also be required upon request of the Board of Directors for any employee or the treasurer. The CBC will be completed using a Board approved agency and individuals are required to fill out the appropriate paperwork including release for information and follow-up as needed with the agency.

For employees, the Executive Director will review the criminal background check results. The President of the Board of Directors will review the Executive Director's and Treasurer's results. When criminal offense(s) are evident in a CBC, they will be screened on a case-by-case basis. Consideration will be given to:

- a. The nature of each offense, including whether it was a violent or nonviolent offense and whether it has a direct bearing on the employee or Treasurer's fitness or ability to serve the public;
- b. The number of offenses, including repeated offenses, and age at the time;
- c. Information concerning the degree to which there has been rehabilitated; and
- d. Time elapsed since the conviction. In general, completion of a period of five years release after final discharge or release from any term of probation, parole or sentence without subsequent conviction of another criminal offense shall be deemed prima facie evidence of sufficient rehabilitation; however, in such cases the nature of the offense or offenses and bearing on fitness or ability to serve the public may nevertheless warrant termination.

Employees who refuse to complete the CBC will be terminated in writing. Treasurers who refuse to complete the CBC will be removed from their position and replaced in accordance with the organization's bylaws.

Results of the criminal background checks are kept confidential by the ND Center for Nursing and are not shared with any other employee, board member, volunteer or other agency. Background checks for employees and treasurer will be retained for five years in a secure file.

## **Operating and Opportunity Reserves Policy**

### **PURPOSE**

The purpose of the Reserves policy for the ND Center for Nursing is to ensure the stability of the mission, programs, employment, and ongoing operations of the organization and to provide a source of internal funds for organizational priorities such as building repair and improvement, program opportunity, and capacity building.

The Reserves policy will be implemented in concert with the other governance and financial policies of the ND Center for Nursing and is intended to support the goals and strategies contained in these related policies and in strategic and operational plans.

### **DEFINITIONS AND GOALS**

The operating reserve is intended to provide an internal source of funds for situations such as a sudden increase in expenses, one-time unbudgeted expenses, unanticipated loss in funding, or uninsured losses. Operating Reserves are not intended to replace a permanent loss of funds or eliminate an ongoing budget gap. It is the intention of the ND Center for Nursing Operating Reserves to be used and replenished within a reasonably short period of time. The Operating Research Fund is defined as the designated fund set aside by action of the Board of Directors. The minimum amount to be designated as Operating Reserve will be established in an amount sufficient to maintain ongoing operations and programs measured for a set period of time, measured in months. The Operating Reserve serves a dynamic role and will be reviewed and adjusted in response to both internal and external changes.

The target minimum Operating Reserve Fund should be set in compliance with non-profit best practices. .

### **OPPORTUNITY RESERVE**

The opportunity Reserve is intended to provide funds to meet special targets of opportunity or need that further the mission of the organization which may or may not have specific expectation of incremental or long-term increased income. The Opportunity Reserve is also intended as a source of internal funds for organizational capacity building such as staff development, research and development or investment in infrastructure that will build long-term capacity. The target amount of the Opportunity Reserve will be determined by the Board of Directors.

### **ACCOUNTING FOR RESERVES**

The Operating Reserve Fund will be recorded in the financial records as Board-Designated Operating and Opportunity Reserve. The Fund will be funded and available in cash or cash equivalent funds. Operating and the Opportunity Reserves will be commingled in a savings account at the organization's designated bank.

## **FUNDING OF RESERVES**

The Operating Reserve fund will be funded with surplus unrestricted operating funds. The Board of Directors may from time to time direct that a specific source of revenue be set aside for Operating Reserves. Examples could include one-time gifts or bequests, special grants or special appeals. The Opportunity Reserve fund will be funded with occasional special designations made by the Board of Directors.

## **USE OF RESERVES**

Use of the Operating Reserves requires three steps:

3. Identification of appropriate use of reserve funds. The Executive Director and staff will identify the need to access reserve funds and confirm that the use is consistent with the purpose of the reserves as described in this Policy. This step requires analysis of the reason for the shortfall, the availability of any other sources of funds before using reserves, and evaluation of the time period that the funds will be required and replenished.
4. Authority to use reserves. Authority for use of up to \$6,000 of the Opportunity Reserves is delegated to the Executive Director in consultation with the Treasurer and/or Chair of the Finance Committee. The use of Reserves will be reported to the Executive Committee/Board of Directors at their next scheduled meeting, accompanied by a description of the analysis and determination of the use of funds and plans for replenishment to restore the Reserve Fund to the target minimum amount. The Executive Director must receive prior approval from the Executive Committee/Board of Directors for the use of Operating Reserves or use of the Opportunity Reserves in excess of \$10,000.
5. Reporting and monitoring. The Executive Director is responsible for assuring the Reserve funds are maintained and used only as described in this Policy. Upon approval for the use of the Reserve funds, the Executive Director will maintain records of the use of funds and plan for replenishment if required. He / She will provide regular reports to the Finance Committee/Board of Directors of progress to restore the fund to the target minimum amount, if required.

## **RELATIONSHIP TO OTHER POLICIES**

The ND Center for Nursing shall maintain the following board-approved policies, which may contain provisions that affect the creation, sufficiency, and management of the Reserve Fund.

- Banking Corporate Resolution
- Organizational Bylaws

## **REVIEW OF POLICY**

The Policy will be revised every other year, at minimum by the Finance Committee and the Bylaws and Policy Review Committee, or sooner if warranted by internal or external events or changes. Changes to the Policy will be recommended by the Finance Committee or the Bylaws and Policy Review Committee to the Board of Directors.

## Open Meetings Procedure

ND Center for Nursing complies with the Open Meetings Statute. As provided by the ND State Constitution and ND Century Code and detailed in the [Attorney General's ND Open Meetings Manual](#):

*Unless otherwise provided by law, all meetings of public or governmental bodies, boards, bureaus, commissions or agencies of the state or any political subdivision of the state, or organizations or agencies supported in whole or in part by public funds, or expending public funds, shall be open to the public.*

To ensure compliance with this law, the ND Center for Nursing will:

1. When a meeting of our board of directors, a workgroup, leadership team or a subcommittee is scheduled, a meeting notice will be placed on the state's [Public Meeting Notices website](#). The notice will include the date, time, location and overall purpose of the meeting.. The meeting notice will include the teleconference connection information. The meeting notice will also include contact information. In the case of Board of Directors meetings and Executive Committee Meetings, a full agenda will be included in the meeting notice when it is available.
2. In the event that an individual contacts the Center and asks for additional information and/or teleconference call information to attend the meeting, they will be provided with a full agenda and the teleconference call number. The chair of the meeting will also be notified that a public notice individual has expressed an interest in attending the meeting. The President will also receive a notice when contacted by an individual requesting access to a publicly noticed meeting.
3. Minutes will be taken at all meetings and will include the names of members attending the meeting, the date and time the meeting was called to order and adjourned, topics discussed, motions and vote.
4. For email communication when the board will need to make a decision using email between formal meetings, the Executive Director will notice the decision as a public meeting and provide the date for when the final vote/input is due. Email recipients will be asked to reply to only the sender.
5. Staff of the ND Center for Nursing will add the following to their signature line: "This email is for informational purposes only. Please do not respond by replying all to comply with open meeting laws and mandates."



## **Website External Link Policy**

The appearance of hyperlinks on The North Dakota Center for Nursing website does not constitute endorsement by the North Dakota Center of Nursing. There may be links made available on the North Dakota Center for Nursing's website that allow visitors to leave the center's site. Websites available through these links, and the materials found at those sites are not provided by, endorsed by or under the control of the North Dakota Center for Nursing. The Center is not responsible for any content, materials or other information located on or accessible from any other website. The Center is not responsible for any products or services purchased from third party websites or any donations made through those websites.

Hyperlinks to other sites are handled on a case-by-case basis; however, the ND Center for Nursing strives to only link to other websites that are educational or informational in nature, promote nursing education or practice, or are official government or educational domains (.gov or .edu addresses). The North Dakota Center for Nursing reserves the right to deny an External Link to any person, business or organization.

## Policy Brief Decision-Making Policy

