



The Early Learning Coalition of Manatee County

Governance Policy

Adopted: 11/14/2008

Amended:

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Our Mission:

The Mission of the Early Learning Coalition of Manatee is to coordinate and provide the services in school readiness programs in an efficient manner in order to help all children develop the skills needed to achieve future educational success, to support the role of parents as their first and most important teacher, and continue to improve the quality of services available in the community.

Our Vision:

The vision of the Early Learning Coalition of Manatee is to provide and support high quality school readiness opportunities for all children and their families, understanding that it is in the first years of life that a child's future educational success is determined.

ORGANIZATION STRUCTURE

Early Learning Coalition Board

The Board of Directors of the early Learning Coalition of Manatee County is charged with the coordination of the early care and education system for Manatee County, and is the local oversight body for the Coalition.

Early Learning Coalition

The Coalition is responsible for the development, implementation and oversight of the School Readiness and Voluntary Pre-Kindergarten programs and serves as the oversight agency for the delivery of early education services. The Coalition receives and disburses funds for the Coalition to its contractors and the service providers if so applicable. Under the state's new early education system design, the Coalition maintains responsibility for local match solicitation and administration of CCEP fund management. The organization chart illustrates the coalition's structure.

Governance Policy

This Governance Policy is to be used as an informational and guidance tool for the Coalition Board of Directors. The By-Laws of the Coalition will always be the governing document of the Coalition.

Governance Process

The purpose of the Board of Directors is to ensure that the Early Learning Coalition, which serves the children of Manatee County, achieves appropriate results for eligible children and their families at an appropriate cost.

Governing Style

The Board will govern with an emphasis on:

1. Outward vision rather than internal preoccupation
2. Encouragement of diversity of viewpoints
3. Strategic leadership more than administrative detail
4. Clear distinction of Board and executive director/CEO roles
5. Collective rather than individual decisions
6. Future rather than past or present
7. Pro-activity rather than reactivity

Accordingly,

- a. The Board will cultivate a sense of group responsibility. The Board, not the staff, will be responsible for excellence in governing. The Board will use the expertise of individual members to enhance the ability of the Board as a body rather than substitute individual judgments for the Board's values or mission.
- b. The Board will direct, control and inspire the organization through effective policy and planning and measurement of performance outcomes.

The Role of the Board of Directors

The Early Learning Coalition of Manatee County is governed by its Board of Directors, which is responsible for the oversight of the organization.

BOARD ETHICS, ROLES AND EXPECTATIONS

As a board member of the Early Learning Coalition of Manatee County, members must agree to abide by the following:

GENERAL EXPECTATIONS

1. Support the organization's mission, vision, purposes, goals, policies and programs, while knowing its strengths and needs.
2. Participate in the decisions of the Board and be informed as to data relevant to such decisions; be informed and exercise independent judgment.
3. Suggest possible nominees to the Governance Committee who are individuals of achievement, who meet private sector requirements and do not have a personal conflict of interest. Nominees should be individuals who can make significant contributions to the work of the board and the progress of the organization.
4. Serve actively on committees as requested by the Chairman or Committee Chair.
5. Will work with the full board or appropriate committee to establish effective board policies.
6. Provide input and feedback to the Chairman on the performance of the Executive Director/CEO and complete annual review forms upon request.
7. Attend activities and events sponsored by the organization whenever possible.

AVOIDING CONFLICTS

1. Serve the organization as a whole rather than any special group, organization, individual, or constituency.
2. Avoid even the appearance of a conflict of interest that might embarrass the board or organization and disclose any possible conflict to the board, and complete state form 8-B to be filed with the meeting minutes.
3. Will not vote or use personal influence in the actions of the board or committees.
4. Never accept or offer favors or gifts to or from anyone who does business with the organization.

BOARD MEMBER ETHICS AND STANDARDS OF CONDUCT

1. Will treat everyone affected by the organization's activities with respect, in a fair manner and in a way that promotes (does not hurt) their well being.
2. Render all decisions based on the available facts and independent judgment and refuse to surrender that judgment to individuals or special interest groups.
3. Encourage the free expression of opinion by all board members, and seek systematic communications between the board, staff, providers and all elements of the community.
4. Avoid being placed in a position of conflict of interest.
5. Take no private action that will compromise the board, and respect the confidentiality of information that is privileged under applicable law.
6. Remember always that the first and greatest concern must be the educational welfare of the children in Manatee County.
7. Abide by Florida's Government in the Sunshine Law.

Accordingly, Board Members ***shall not:***

1. Fail to attend meetings regularly or be unprepared.
2. Fail to attend a board orientation session.
3. Fail to be knowledgeable about the organization's governance framework
4. Disrespect or undermine the role for the Executive Director/CEO in supervising staff.
5. Be publicly unsupportive or speak unfavorably of the Executive Director/CEO, Staff, fellow board members or the organization.
6. Focus on the business of the staff or interfere with the day to day operations of the organization.
7. Engage or question staff without the prior permission of the Executive Director/CEO
8. Inappropriately divulge confidential or privileged information of the organization.
9. Speak on behalf of the Board in a public setting or with members of the media unless authorized to do so by the Chairman of the Board or upon direction of the Board of Directors.
10. Allow conflicting loyalty or personal interests to interfere with the performance of their duties, or fail to behave in accordance with the governance policy or by-laws.

LEGAL DUTIES: Duty of Obedience, Duty of Care and Duty of Loyalty

1. To demonstrate *Duty of Obedience*, it is important to assure the state and the public that the organization operates in compliance (or obedience) with the law and policies that govern and regulate it.
2. To demonstrate *Duty of Loyalty*, decisions will be reached with the best interests of the organization firmly in mind and predominating. It is unacceptable to make decisions that have as the primary beneficiaries, individuals, businesses, organizations, or associates or friends or family.
3. To demonstrate *Duty of Care*, it is important that meetings be well attended and that the discussions and decisions that take place at these meetings be well informed candid and documented so that others can judge how carefully the board conducts business.

FIDUCIARY RESPONSIBILITY

1. Exercise prudence with the board in the control and transfer of funds.
2. Faithfully read and understand the organization's financial statements and ask questions to get clarification on issues.
3. Help the board fulfill its fiduciary responsibility.

BOARD JOB DESCRIPTION

Purpose:

As a collective body, the board governs the nonprofit, ensure adherence to all laws, and is accountable to the public and the State of Florida for all organizational actions. The purpose of the board of the Early Learning Coalition of Manatee County is to strategically plan to ensure the future of the agency and to measure the progress of fulfilling its plan and mission.

Governance Duties:

Results – The board determines the strategic direction, defines the mission, and prioritizes the organizational outcomes for the organization.

Relationships – The board preserves and nurtures a number of external and internal relationships to ensure the accomplishment of the mission and outcomes.

Monitoring – The board demonstrates accountability by establishing standards to measure both organizational and board performance.

Specifically:

- We will develop, revise and update policies which lead to the fulfillment of the mission.
- We will focus on the on-going process of strategic planning, monitoring and evaluating the organization's programs and services.
- We will hire, evaluate and support the Executive Director/CEO.
- We will assure the financial integrity of the organization by exercising responsible stewardship.
- We will assure the long-term progress of the organization by exercising leadership in programmatic development and outcomes.
- We will establish and maintain linkage with other community organizations whose missions are similar to that of ours, and will seek input from the families and providers we serve.
- We will evaluate the work of our board with respect to the achievement of its own governance and programmatic outcomes.

Individual Board Member Expectations:

- Attend all Board, and workgroup meetings including special trainings and workshops and committee meetings, if so assigned.
- Be willing to assume leadership positions
- Prepare adequately for meetings in order to make informed decisions

Board Continuity:

- Support the board's function
- Champion ongoing board training and education
- Help to recruit new members as needed

ROLE OF OFFICERS

Chairman

Purpose:

The job of the Chairman of the Board is to manage the decision making process and the people on the board. The Chairman manages the process of long-range planning, and leads and inspires the board to come up with a plan that meets the needs of clients and customers. The Chairman is also responsible for getting the board to review its progress towards the long-range plan and to assure a sound governance process that focuses on the mission.

Governance Duties:

The Chairman ensures that communication is constructive and moves toward a decision. When discussion gets off track, it the responsibility of the Chairman to bring it back on track.

It is the responsibility of the Chairman to keep an ear open to community and client concerns and communicate those concerns to the Executive Director/CEO and the full board.

It is the responsibility of the Chairman to appoint committees.

The Chairman encourages board members to set aside their personal agendas and get them to rally around better services to clients and customers.

Authority:

*The Chairperson **is** authorized to:*

Call Meetings; determine the board agenda content with respect shown for the boards articulated governing priorities;

Chair the Executive Committee and to appoint special /Ad-Hoc committees for a specific task or project when needed;

Act upon decisions made with the full board or Executive Committee's approval; however, the Chairman has the authority to circumvent or override delays in committee decision-making when it creates impediments to action;

Appoint standing and ad hoc committee chairs;

Serve as a liaison between the Board and the Executive Director/CEO;

Facilitate the performance review of the Executive Director/CEO;

*The Chairman is **not** authorized to:*

Do anything to jeopardize the integrity of the board process;

Operate outside of the authority granted him/her by the bylaws or governance policy;

Represent any interest other than the entire Board's interest in establishing meeting agendas.

VICE CHAIRMAN

Purpose:

The Vice Chairman shall perform the duties of the chairman in the chairman's absence and shall perform such other duties as may be assigned by the chairman or the board of directors.

Governance Duties:

The Vice Chairman shall serve on the Executive Committee and learn the duties of the Chairman.

It is the responsibility of the Vice Chairman to work closely as a consultant and advisor to the Chairman.

Authority:

The Vice Chairman has the authority of the Chairman in his or her absence and assumes the duties assigned to the chairman or other duties assigned by the full board.

SECRETARY/TREASURER Combined

Purpose:

The Secretary/Treasurer of the Board provides oversight to ensure the financial integrity of the organization. The Secretary/Treasurer ensures that financial policies are being followed, reviews financial documents, and gives regular reports to the board on the status of the financial status of the organization. The Secretary/Treasurer of the board also serves as a monitor to ensure the board's secretarial duties are carried out by Coalition staff.

Governance Duties:

It is the responsibility of the Secretary/Treasurer to chair the Finance Committee and to appoint special committees for a specific fiscal task or project when needed. The Secretary/Treasurer ensures that all official corporate documents are kept safe and disposed of in accordance with record retention laws and ensures all board actions are recorded in the minutes and distributed to members.

COMMITTEE STRUCTURE

The Board of Directors shall form committees in order to assist the Board in fulfilling its responsibilities. These committees represent vehicles for parceling out the Board's work to smaller groups, thereby removing the responsibility for evaluating all of the details of particular issues from the full Board's consideration.

Standing Board-level committees of the Early Learning Coalition of Manatee County consists of the Executive Committee; Finance Committee; Strategic Planning Committee; Governance Committee; and Quality Committee; Each of these committees may designate subcommittees. Committee Chairs shall be appointed by the Chairman of the Coalition, except for the Chair of the Finance committee which is chaired by the Secretary/Treasurer.

Committee Membership

The Chair of each committee will be a voting member of the Coalition.

Each Coalition Committee shall consist of the Committee Chair and at least 2 other voting members of the Board of Directors.

Voting and non-voting Coalition Board Members may be additional members of committees and will have a vote at the committee level.

Meeting minutes shall be provided to members at least five (5) days prior to the next regularly scheduled meeting.

Notice of all committee meetings will be made pursuant to Florida Statute 286.011.

Committee Principals

Committees will be assigned so as to reinforce the wholeness of the Board's mission and shall not interfere with delegation from the Board to the Executive Director/CEO.

Accordingly,

- a. Committees are to help the board do its job, never to advise staff. In keeping with the board's broader focus, board committees will not have dealings with current staff operations.
- b. Committees cannot exercise authority over staff.
- c. Committees are to avoid over-identification with organizational parts rather than the whole. Therefore, a committee that has helped with policy development will not be used to monitor performance on that same topic.
- d. Committees will be used sparingly in an ad hoc capacity.

THE ROLL OF THE EXECUTIVE DIRECTOR/CEO

The Board of Directors approves the hiring of the Executive Director/CEO, who reports directly to the Chairman of the Board of Directors. All staff report to the Executive Director/CEO, or their Department Director, as outlined in the approved organizational chart.

The Executive Director/CEO:

- a. Manages the Early Learning Coalition non-profit organization and all of its employees.
- b. Manages the day-to-day activities of the Coalition, such as but not limited to, the hiring, firing, evaluation, compensation, and the directing of staff in the assignment and performance of duties.
- c. Initiates and directs the development of staff policies for Board Approval and implements those policies;
- d. Represents the organization as its Chief Executive Officer in all dealings with other organizations, individuals, and the general public;
- e. Develops short range (one-year) goals for the organization and works with the Board to prepare long-range plans for the organization;

- f. Reports to the Board on the progress towards organizational objectives, new state policies, directives and legislation, and other issues of concern to the Board.
- g. Insure that all aspects of the Early Learning Coalition of Manatee County By-Laws are adhered to, and report any deficiencies to the Board

Executive Director/CEO Limitations

The Executive Director/CEO shall not cause any practice, activity, decision or organizational circumstance which is either imprudent or in violation of commonly accepted business and professional ethics.

Accordingly he or she may not:

- a. Cause or allow the development of fiscal liability or material deviation of actual expenditures from Board Priorities and approved items;
- b. Allow assets to be unprotected, inadequately maintained or unnecessarily risked
- c. Cause or allow jeopardy to the fiscal integrity of the organization as it relates to employment, compensation, and benefits
- d. Perform in a manner which does not deliver the Board defined goals and objectives
- e. Permit the Board to be uninformed on issues essentially relative to the mission of the ELC
- f. Have less than two staff familiar with Board and Executive Director/CEO duties, issues, and processes

Accountability:

The Executive Director/CEO, as chief executive officer is accountable to the full Board. He/she is not accountable to any individual member of the Board. The Board will instruct the Executive Director/CEO through written polices, delegating interpretation, and implementation through communication to The Chairman of the Board of Directors.

Delegation:

All Board authority delegated to staff is delegated through the Executive Director/CEO, so that all authority and accountability of staff as far as the Board is concerned is considered to be the authority and accountability of the Executive Director/CEO.

- a. The Board will direct the Executive Director/CEO to achieve certain results and outcome measures to achieve the goals and objectives established by the Board.
- b. Only decisions of the Board acting as a body are binding upon the Executive Director/CEO.
- c. Decisions or instructions of individual Board members, or officers are not binding on the Executive Director/CEO except in rare instances when the Board has specifically authorized such exercise of authority.
- d. In the case of Board members or committees requesting information assistance without Board authorization, the Executive Director/CEO can refuse such request that requires, in the Executive Director/CEO's judgment, a material amount of staff time, funds, or is disruptive.

- e. Performance Review: A formal evaluation of the Executive Director/CEO will be made annually with an approved evaluation tool based on the job description. Each Board member is individually responsible for completing the evaluation and returning it to the chairman of the Board. The Chairman reviews and compiles the results for presentation to the full Board.
- f. The Executive/ Finance Committee shall be responsible for determining the compensation of the Executive Director/CEO. In determining compensation, the committee shall consider the results of the performance evaluation, professional market for the skills employed, the achievement of organizational goals, any increase in funding to the Coalition, and the utilization of other services brought to the Coalition which increases services to the children of Manatee County

Compensation and Benefits:

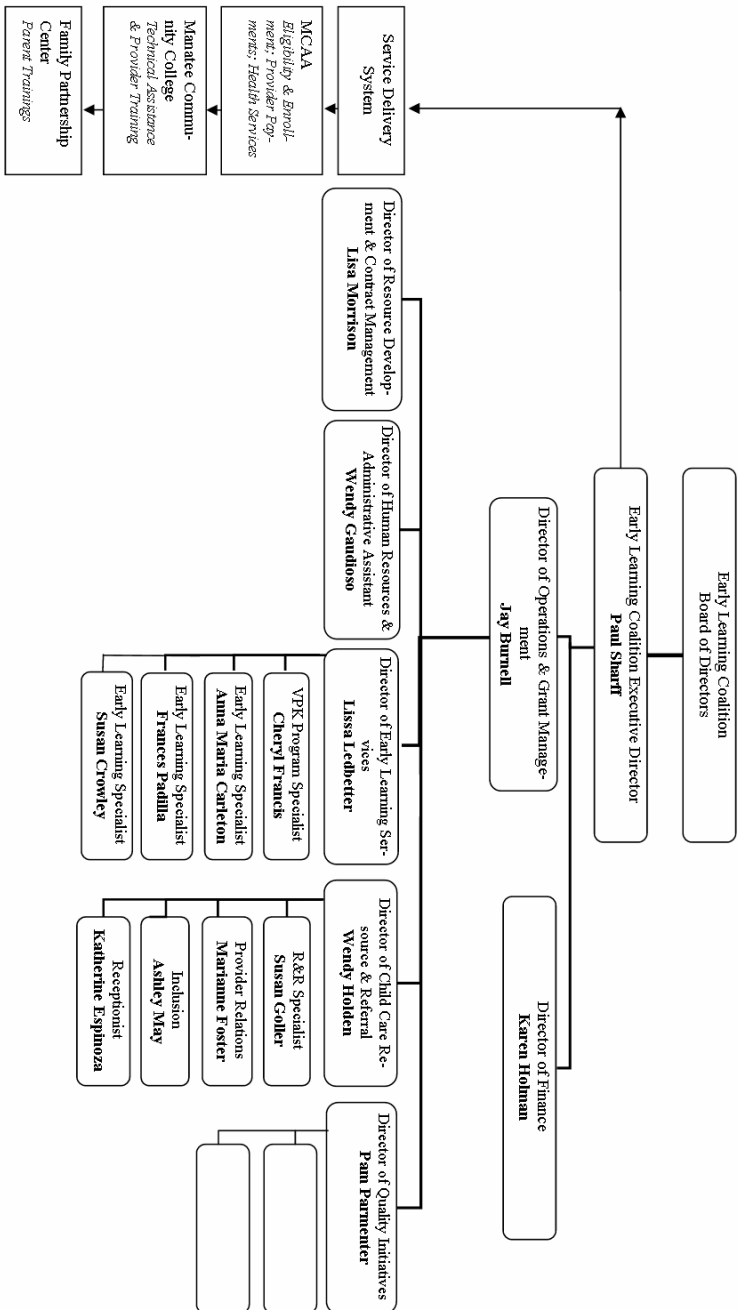
With respect to employment, compensation and benefits to employees, consultants, contract workers, and volunteers, the Executive Director/CEO shall not cause or allow jeopardy to fiscal integrity or public image. Accordingly, he or she shall not change his or her own compensation or benefits.

Accessing Coalition Staff

The Executive Director/CEO has complete oversight of the coalition personnel regarding daily operations and functions of the coalition. Board members should direct all inquires

Attachment 1

Organizational Chart



Attachment 2

Principals and Codes of Conduct Questionnaire

Does this decision or action meet my standards of how people should interact?

Does this decision or action agree with my religious teachings or beliefs (or with my personal principles and sense of responsibility)?

How will I feel about myself after I do this?

Do we have a rule or policy for cases like this?

Would I want everyone to make the same decisions and take the same action if faced with these circumstances?

Would this action involve deceiving others in any way?

Would I feel this action was just (right) if I were on the other side of the decision?

How would I feel if this action was done to me or someone close to me?

Would this decision or action distribute benefits justly? Hardships? Burdens?

What will be the short and long term consequences of this action?

Who will be hurt, who will benefit?

Will I be able to explain adequately to others why I have taken the action?

Would others feel my action was ethical and moral?

Have I searched for alternatives? Have I considered all points of view?

Even if there is sound rationality for this decision or action, and even if I could defend it publicly, does my inner sense tell me it is right?

What does my intuition tell me is the ethical thing to do in this situation? Have I listened to my inner voice?

Attachment 3

Governance Policy Acknowledgement

I _____ have received the governance policy established by the Early Learning Coalition of Manatee County, Inc. and agree to read and comply with the policies contained therein and any subsequent revisions approved by the full Board of Directors.

Signature

Date

THIS ACKNOWLEDGMENT PAGE IS RETAINED IN THE COALITION'S CORPORATE FILES.