

Governance Process Policies 1

Policy: Global Governance Commitment
Category: Governance Process
Status: Adopted 2006-02-02

The purpose of the board, on behalf of the environmental education community in Nevada, is to see to it that Nevada Natural Resource Education Council (1) achieves appropriate results for appropriate persons at an appropriate cost and (2) avoids unacceptable actions and situations.

Policy: Board of Directors' Code of Conduct
Category: Governance Process
Status: Adopted 2006-02-02

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

Accordingly,

1. Members must represent unconflicted loyalty to the interests of the membership and stakeholders. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other boards or staffs. It also supersedes the personal interest of any board member acting as a consumer of the organization's services.
2. Members must avoid conflict of interest with respect to their fiduciary responsibility.
 - a. There must be no self-dealing or any conduct of private business or personal services between any board member and the organization except as procedurally controlled to assure openness, competitive opportunity, and equal access to inside information.
 - b. When the board is to decide upon an issue about the a member has an unavoidable conflict of interest, that member shall absent himself without comment from not only the vote but also from the deliberation.
 - c. Board members must not use their positions to obtain employment for themselves, family members, or close associates. Should a member desire employment, he or she must first resign.
 - d. Members will annually disclose their involvement with other organizations, with vendors, or any other associations that might produce a conflict.
3. Board members may not attempt to exercise individual authority over the organization except as explicitly set forth in board policies.
 - a. Members' interaction with the CEO or with staff must recognize the lack of authority vested in the individual except when explicitly board-authorized.
 - b. Members' interactions with the public, press, or other entities must recognize the same limitation and the inability of any board member to speak for the board except to repeat explicitly stated board decisions.
 - c. Members will give no consequence or voice to individual judgments of CEO or staff performance.
4. Members will respect the confidentiality appropriate to issues of a sensitive nature.

Policy: Governing Style
Category: Governance Process
Status: Adopted 2006-02-02

The board will govern with an emphasis on (1) outward vision rather than internal preoccupation, (2) encouragement of diversity in viewpoints, (3) strategic leadership more than administrative detail, (4) clear distinction of board and chief executive roles, (5) collective rather than individual decisions, (6) future rather than past or present, and (7) proactivity rather than reactivity.

Accordingly,

1. The board will cultivate a sense of group responsibility. The board, not the staff, will be responsible for excellence in governing. The board will be the initiator of policy, not merely a reactor to staff initiatives. The board will use the expertise of individual members to enhance the ability of the board as a body rather than to substitute individual judgments for the board's values. The board will allow no officer, individual, or committee of the board to hinder or be an excuse for not fulfilling board commitments.
2. The board will direct, control and inspire the organization through the careful establishment of broad written policies reflecting the board's values and perspectives about the ends to be achieved and means to be avoided. The board's major policy focus will be on the intended long-term effects outside the organization, not the administrative or programmatic means of attaining those effects.
3. The board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation, policy-making principles, respect of roles, and ensuring continuance of governance capability. Continual board development will include orientation of new board members in the board's governance process and periodic board discussion of process improvement.

The board will monitor and discuss the board's process and performance at each meeting. Self-monitoring will include comparison of board activity and discipline to policies in the Governance Process and Board-CEO Linkage categories.

These policies are adapted from *Reinventing Your Board: A Step-by-Step Guide to Implementing Policy Governance*, by John Carver and Miriam Mayhew Carver, San Francisco: Jossey-Bass, 1997.