

# Family PASS Board of Directors Charter

## January 2019

### **Purpose:**

This Charter has been adopted by the Family PASS Board of Directors to assist the Board and its committees in the exercise of their responsibilities. These principles and policies are in addition to and are not intended to change or interpret any Federal or state law or regulation, or requirements imposed on Family PASS by outside entities to which the organization has a requirement to report the business of the organization.

## **I. Board of Directors Operating Procedures**

### 1. Director Responsibilities

The basic responsibility of the Directors is to exercise their business judgment to act in what they reasonably believe to be in the best interests of Family PASS and its partners and clients. In furtherance of its responsibilities, the Board of Directors will:

- Review, evaluate and approve, on a regular basis, long-range plans for Family PASS.
- Review, evaluate and approve the Family PASS budget and forecasts.
- Review, evaluate and approve major resource allocations and capital investments.
- Review the financial and operating results of the organization.
- Review, evaluate and approve the overall organizational structure, the assignment of executive director responsibilities, and plans for Family PASS staff development and succession.
- Review, evaluate and approve compensation and benefits related decisions for Family PASS staffing.
- Engage in operational needs and requirements of the Family PASS organization as requested by the president and executive director. Ex: fund raising events, special projects or tasks, etc.
- Assure that sufficient fund raising activities are established to meet the annual budgetary requirements and work with the staff to carry out and/or implement any requirements.
- Accept and meet any voluntary commitments made by the director and/or required of the organization.
- Promote the vision and mission of the organization.
- Propose as appropriate new, creative and innovative ideas for meeting the needs of the homeless in Fairfax County.

## 2. Board and Committee Meetings

Regular Family PASS Board meetings will be held at least quarterly. A regular Board meeting is defined as one that presents and discusses the status of ongoing operations of the organization as well as presents any decisions that must be made by the Board. Board members will be reminded of the date, time and location of the meeting via email at least 3 days prior to the meeting. All Directors are expected to attend Board meetings and meetings of the committees on which they serve. Directors should spend the time necessary and meet as frequently as necessary to properly discharge their responsibilities. Special meetings can be called as necessary and as proposed by a Director and/or determined by the Board. An agenda for a special Board meeting can be a singularly focused issue or can be conducted similar to a regular Board meeting depending on the workload in which the Board is currently engaged.

With the approval of the President of the Board, Directors may propose that corporate donors, staff, partners, and/or clients be invited and attend Board meetings to share information or make presentations.

Each Director must make a personal commitment to the Board by committing the time and energy necessary to satisfy the requirements of Board activities. Each director is expected to attend and participate in all Board meetings and Board Committee meetings in which they are a member with willingness to rigorously prepare prior to each meeting and actively participate in the meeting. Additionally, as needed each Director must possess, or be willing to develop, a broad knowledge of critical issues affecting the organization.

If a Director is not able to carry out their responsibilities as needed to meet the mission and vision of the organization, the Director will discuss that issue with the President of the Board of Directors to propose an appropriate resolution. Similarly, the President of the Board of Directors will discuss with Board members any lack of participation in Board and committee-related activities to propose an appropriate solution.

Any Director may resign at any time by giving written two week notice of such a resignation. Similarly, if asked to leave the Board by a majority of the other Directors, a Director will be given written notice. Written notice can be conveyed via email.

## 3. Officers of the Board of Directors

The Officers for the Family PASS Board of Directors will consist of a President, Vice President, Secretary, and Treasurer. Officers will be elected to a two year term at the beginning of the fiscal year by the Board of Directors. The Officers of the organization are expected to hold office until their successors are elected. It is expected that anyone elected to an Officer position will be willing to serve for at least one term unless removed earlier by the Board of Directors. Any Officer may be removed from their

position by a majority vote of the Directors. Any Officer may resign at any time by giving written notice of such a resignation. Any vacancy occurring may be filled on a temporary basis by another member of the Board of Directors if approved by the Board.

**The President of the Board** will preside at all meetings and have day-to-day general and active management powers over the organization and will assure that all orders of the Directors are carried into effect. The President will have authority to sign and execute all business including deeds, mortgages, bonds, contracts, checks, and other instruments for the organization. The President will assure that the Directors are kept apprised of all organizational activities including an annual report of activities which will be shared with our partners, clients and the community. In the absence of the President, the Vice President will preside over said activities.

**Vice President** acts as the president/chair in the absence of the President and assists the President/Chair on the above or other specific duties. In addition, a candidate for Vice President must be someone with deep and significant knowledge of the organization.

**The Secretary of the Board** will attend all meetings of the Board and is responsible for oversight in the recording of all the proceedings of the meeting. Meeting minutes will be approved by the Secretary and will be sent to all directors within 10 days following the Board meeting. The Secretary will ensure custody of all materials created by or distributed at Board meetings and provide said materials to the Family PASS office for the Board Record Book.

**The Treasurer** of the Board of Directors will be responsible for the oversight of organization's funds and securities and accurate accounting of revenue and expenses in any books belonging to Family PASS. The Treasurer will alert the Board of Directors of any risk items or irregularities that surface. The Treasurer will carry out any external reporting responsibilities as required by outside entities that monitor or have interest in the organization. The Treasurer will work with the Executive Director to draft and present an annual budget to the Board for approval.

Officers will have a term of two years, as nominated and approved by the Board of Directors and are eligible for one consecutive additional term.

#### 4. Agenda Items for Board Meetings

The President of the Board will prepare the agenda for each Board meeting. Each Director is free to suggest the inclusion of items on the agenda up to 4 days prior to the scheduled meeting. At any Board meeting, each Director is free to raise subjects that are not on the agenda for that meeting. A detailed agenda and, to the extent feasible, supporting documents and proposed resolutions will be provided to the Directors with the meeting reminder notification.

## 5. Committee meetings

The Chairperson of each committee, in consultation with the committee members, will determine the frequency and length of the committee meetings as well the development of the committee's agenda. Family PASS committees will be organized and maintained in a more informal setting based on the requirements of the organization and the need to carry out the annual operating requirement and strategic plan agenda. At the beginning of each year, each standing committee will establish objectives for board review and approval for what they would like to accomplish to carry out the mission and the vision of the organization. A committee chairperson does not need to be a member of the Board of Directors.

## 6. Director Orientation and Education

New Directors will be provided an initial orientation in order to familiarize them with their responsibilities as Directors, the mission of the organization and its strategic plans, its significant financial, accounting and risk management issues, its community programs, and its staffing and management structure.

In order to facilitate the Directors' fulfillment of their responsibilities regarding continuing education and to enhance each Director's knowledge of the organization, it is appropriate that the new Directors be provided with the following: access to, or notice of, continuing educational programs that are designed to keep Directors abreast of the latest developments program matters and critical issues relating to the operation of Family PASS and materials that contain information pertaining to the organization's activities and partners.

## 7. Family PASS Employees

Directors have full and free access to employees of Family PASS. The Directors will use their judgment to ensure that any such contact is not disruptive to the business operations.

## 8. Advisors

Advisors may be considered for use by the board. Any such advisors will be reviewed and approved by the board. Services will be considered as Pro Bono.

## II. Board Structure

### 1. Roles and Responsibilities

The role of a Board and its members is to:

- Establish the broad-based policies that govern the operations of the organization.
- Develop a long-range, strategic plan for the organization.
- Select, hire, review, and provide guidance to the Executive Director (hereafter referred to as the ED) of the organization.
- Approve annual operating plans and budgets that are consistent with the strategic plan and broad-based board policies.
- Accept responsibility for the financial oversight of the organization.
- Work with staff and others to raise the necessary income for the wellbeing of the organization.
- Ensure evaluation of progress against the strategic plan on an ongoing basis.  Provide for the continuous self-evaluation and renewal of the Board itself.

It is the responsibility of each Board member to:

- Attend all Board and committee meetings and functions, such as special events.
- Be informed about the organization's mission, services, policies, and programs.
- Review agenda and supporting materials prior to Board and committee meetings.
- As needed serve on committees and offer to take on special assignments.
- Make a personal or organizational pledge to the organization, as outlined in the organization's Giving Policy.
- Inform others about the organization.
- Suggest possible nominees to the board who can make significant contributions to the work of the board and the organization.
- Remain current on relevant developments and regulations in homelessness in Fairfax County and beyond as required for competent governance.
- Follow conflict-of-interest and confidentiality policies. (Details furnished as needed)
  - Coordinate with ED on special requests made to staff.

### 2. Size of the Board

The Family PASS Board of Directors will consist of no more than 18 members. The membership will be diverse and demographically representative of the community. Each Board member's term length will be 2 years, as approved by the Board of Directors.

### 3. Selection of Directors

Nominees for directorship will be recommended to the Nominating Committee by other members of the Board of Directors and the ED. Board members proposing individuals for nomination will present the nominating committee with the skills, competencies and any relevant information pertaining to the nominee. The Board is responsible for filling vacancies on the Board that may occur. The Nominating Committee can present and the Board can elect new directors any time during the year.

### **III. Committees of the Board**

A substantial portion of the analysis and work of the Family PASS Board of Directors is accomplished through standing Board committees consisting of volunteers. The Board has established the following standing committees: Communications; Finance, Human Resources, Development; Governance, Nominating; and Human Resources. Variations to the process may involve staff, volunteers, and other constituencies, but the standing committees exist to oversee the work and provide guidance as needed to Family PASS professional staff running Family PASS and prepare action items for Board consideration.

Each committee will have an individual(s) assigned to chair or co-chair the committee. The Board of Directors will approve the Chair of the Committees and the Board may also agree to assign Co-Chairs to the Committee to share in the burden of the responsibilities. Each Chair/Chair's term will be 2 years unless removed earlier by the Board of Directors or vacated by the chair. The committee chairs are limited to 2 consecutive terms unless otherwise discussed and approved by the Board.

The Board may, from time to time, establish or maintain additional committees or coordinator positions as necessary to carry out the operational requirements of the organization. When a new committee or coordinator position is established, the organization will set out the guidelines of that committee/coordinator position in accordance with the Board Charter. Committee chairs for additional committees and special coordinator positions established by the Board need not be members of the Board unless determined by the Board that their presence at Board meetings enhances the effectiveness of the Board activities.

Committee members will be appointed by the Board through recommendations from the Board of Directors or by volunteering to participate on a particular committee based on skills and interests. Family PASS volunteers who are not Board members, but have an interest in the organization's vision and mission may also be included as members of the committees.

The charter responsibilities of each committee are outlined below to include the purpose, goals and responsibilities, required interests or skills, and committee structure and operations.

### Finance Committee

The Finance Committee is a standing committee of the Board of Directors and is chaired by the Treasurer. The committee is responsible for reviewing and providing guidance for the organization's financial matters. Specifically, the committee provides oversight of the independent audit, and provides financial analysis for the organization. The Finance committee reviews all financial statements and reports on financial activity to the full Board. To help the Board fulfill its oversight function, the Treasurer will present the information in a clear and concise manner. The committee is responsible for carrying out and implementing any strategic goals that specifically address the financial process. Further responsibilities of the Finance committee include the following:

- Provide direction for the entire Board for fiscal responsibility.
- Regularly review the organization's revenues and expenditures, balance sheet, investments and other matters related to its continued solvency.
- Review the annual budget and submit it to the full Board for approval.
- Ensure the maintenance of an appropriate capital structure.
- Review revenues and expenses at a monthly committee meeting.
- Ensure that organizational funds are spent at a rate commensurate with mission needs and constraints on a recognized and registered 501c3.
- As funds allow, and needs arise, develop an investment strategy.
- Ensure the preparation of an annual audit, tax form (990), and audited Financial Statements.
- Review budgets to help develop appropriate procedures for budget preparations, and on a consistent basis between the budget and the organization's plans.
- Report to the Board any financial irregularities, concerns, or opportunities
- Recommend financial guidelines to the Board such as to establish a reserve fund or to obtain a line of credit for a specified amount.
- Work with staff to generate accurate and timely financial reports.

Recommend selection of the auditor and serve as board interface. Advise the executive director and other appropriate staff on financial priorities and information systems, depending on committee member expertise.

### Human Resources Committee

The functions of the Human Resources Committee include drafting and/or revising personnel policies for Board approval, reviewing job descriptions, establishing a salary structure, annually reviewing staff salaries, and benefits packages. Human Resources works closely with the Governance Committee to review staffing needs, compensation,

and, in some organizations, the Board's Human Resources committee can also act as a grievance Board for employee complaints. Because difficulties can arise if many less serious complaints are brought directly to the Board rather than to the staff person's supervisor, it is preferable for the Human Resources committee to act only on formal written grievances against the executive director or when an employee formally appeals a decision by the executive director to the Board. The committee is responsible for carrying and implementing any strategic goals that specifically address personnel issues and requirements. Further responsibilities of the Human Resources Committee include the following:

- Guide the development, review and authorization of personnel policies and procedures and make policy presentations to the full Board.
- As needed, assist the executive director with leadership and management.
- Encourage professional growth and development for all staff.
- With the assistance of staff, prepare position descriptions for all staff.
- Provide for an annual review process for all staff to assist in work planning for the upcoming year.
- Conduct an annual review of the ED's performance, as set forth in the charter.
- Conduct the recruitment process for the ED and present recommendations to the Board of Directors on personnel hiring;
- Evaluate potential successors and approve management succession strategies and plans for the ED and make recommendations to the full Board for approval.

### Development Committee

The Development Committee's job, in conjunction with the ED and the Development Staff person, is to oversee the organization's overall fundraising to include fundraising done by the Board. The committee is responsible for carrying out and implementing any strategic goals that specifically address the fundraising process. Further responsibilities of the Development committee include the following:

- Corporate, individual, government, community and foundation giving.
- Work with the staff to establish a fundraising plan that incorporates a series of appropriate vehicles, direct mail, outreach events, etc.
- Work with staff, ED, and board in their efforts to raise money.
- Take the lead, or recruit a volunteer to lead, in certain types of outreach efforts, such as chairing a dinner/dance committee or hosting fundraising parties, etc.
- Be responsible for involvement of all Board members in fundraising, such as having Board members seek and directly engage in avenues of support, participate at events, etc.
- Monitor and report on fundraising efforts to be sure that ethical practices are in place, that donors are acknowledged appropriately, and that fundraising efforts are cost-effective.

- Work with staff to identify potential markets and their needs, how to meet those needs with products/services/programs, and how to promote/sell the programs.
- Work with staff and the board to identify, cultivate, and solicit funds from various sources of support.

The Special Events Subcommittee of the Development Committee is responsible for Working with the Development Committee, Executive Director, Staff, and Volunteer Coordinator to establish special fund raising events to help meet the fund raising goals of the organization.

### Communications Committee

It is the responsibility of the Communications committee to initiate improvements to the communications and marketing process in order to continuously increase the quality of communication through new communication channels and involvement. Additionally, the committee will implement a comprehensive Communications strategy through a Communication Plan. The committee is responsible for carrying out the production and marketing of the Strategic Plan and implementing any strategic goals that specifically address the communications process. Further responsibilities of the Communications committee include the following:

- Develop advocacy, marketing and community activities.
- Execute and sustain direct media and public relations activities.
- Act as a liaison with media partners.
- Use and/or develop networking and computing tools for committee publicity and communications (e.g., e-mail and the organization's Web site, etc.)
- Coordinate the recurring development and assessment of Family PASS messaging through its newsletter, website, organization, brochures, and other marketing materials with support from the current staff and volunteers.
- Initiate innovative and creative communications strategies to send out the Family PASS message.

### Nominating Committee

The focus of the Nominating Committee is to work with the Governance Committee to create a multi-talented, diversified board of directors as well as address the Officer and volunteer recruitment process. If the members have different areas of specialization, the Directors can each concentrate on individual efforts in community outreach, fund raising and policy development, etc. A diversified board promotes creative thinking and innovative resourcing. Further responsibilities of the Personnel committee include the following:

- Maintain records of current directors' skills, experiences, and terms of service. □  
Analyze the current board's skills and areas for improvement, as well as anticipating the future needs of the board.

- Develop selection criteria to be used in the volunteer recruitment process.
- Initiate the brainstorming of potential candidates with the help of the board and the organization.
- Screen suitable candidates according to the selection criteria and recommending successful individuals to the board of directors.
- Ensure the new board members receive proper orientation and other necessary training.

### Governance Committee

The Governance Committee's primary role is to insure the organization's compliance with all aspects of the nonprofit. In addition, the Governance Committee is charged with interacting with all other committees of the board to provide guidance and support where needed.

The following are the principal duties of the Committee:

- Review and evaluate, on an ongoing basis, the overall effectiveness of the Organization's governance, in light of prevailing best practices.
- Review and evaluate the Organization's governance structure, committee structure, governance documents, committee charters, and governance procedures.
- Review and evaluate governance practices and performance of the Board, its Committees, and Directors.
- Oversee the Board self-evaluation process.
- Recruit and nominate candidates for the Board, including development of Directorship standards and recruitment criteria in collaboration with the Nominating Committee.
- Work with the Nominating Committee to present a slate of officers for election at least three weeks prior to date of Directors meeting at which the office(s) will be voted.
- Oversee implementation of and compliance with the Organization's Conflict of Interest Policy.
- Oversee responsible succession planning for Board Officers and Committee chairs.
- Such other matters as the Board may from time to time determine.
- Periodically review the adequacy of this Charter and the Organization's Bylaws.

## **IV. Review and Publication of the Charter**

The Family PASS Board of Directors charter will be reviewed by the Board bi-annually to determine if any changes or modifications are required. Any modifications or changes to the Charter must be approved by the Board of Directors and submitted to

the Legal Liaison for review as well. The Charter will be maintained by the Governance Committee and will be posted on the website for public view.