

# **PREVENTION NETWORK BOARD OF TRUSTEES**

## **GUIDELINES**

## **NATURE OF THE ORGANIZATION**

Prevention Network is a statewide not-for-profit that aims to cultivate healthy communities across Michigan through prevention resources, technical assistance, and support. Prevention Network has provided support to individuals, grassroots groups, coalitions, and larger agencies across all 83 Michigan counties on substance misuse prevention since 1984. We strive to bridge the gap between research and practice for the enhanced effectiveness of local prevention efforts. While we do not provide direct service, we increase the capacity of those on the ground.

## **MISSION STATEMENT**

The mission of Prevention Network is to cultivate healthy communities across Michigan through resources, technical assistance, and support.

## **VISION STATEMENT**

The vision of Prevention Network is a life free of substance misuse in Michigan.

## COMPOSITION OF THE BOARD

- The number of the Board Members will be a minimum of three (3) and may be as many as nine (9)
- The Board should consist of representatives from the sectors we partner with and serve

For example:

Volunteer-based Prevention Groups	Professional Groups
Community Coalitions	Parent Organizations
Faith communities	Law Enforcement
Media	Traffic Safety
Youth Groups	Schools

- Representatives from collaborative agencies or other stakeholders with an interest in statewide prevention will be asked to attend Board meetings as liaisons, with no voting rights
  - ◆ Liaisons are not included in the voting Board member total listed in the by-laws
  - ◆ Liaisons can participate in committees, but cannot Chair a committee
- Additional information on the Board composition, membership, and procedures can be found in the organization's by-laws

## **GUIDELINES FOR PREVENTION NETWORK BOARD OF TRUSTEES**

These Board Guidelines will serve to guide the business and actions of Prevention Network Board of Trustees. Definitions, descriptions, responsibilities, and procedures may be developed to further guide the operations of the Board, its officers, and its committees.

Guidelines will at all times be consistent with the by-laws of Prevention Michigan, and are meant to both supplement and complement them. Board members will adhere to applicable policies in the Prevention Network Personnel Handbook (policies).

Prevention Network is guided and governed by policies stated in the by-laws for Prevention Michigan (the legal incorporation of Prevention Network) and by Board Guidelines, Personnel Policies, requirements as a licensed substance abuse agency, the strategic plan, and other documents which constitute the organization's Operating Procedures Manual

In addition, Prevention Network Board adopts

- Policies
- Resolutions
- Position statements

These resources can be found in Google Drive

### **Responsibilities**

1. Board Members are expected to attend regular and annual meetings, as well as additional board development opportunities. After three consecutive absences or a total of six absences in one year, the Board Member's status will be subject to review
2. Take responsibility for making decisions on organization issues and board members
3. Keep up-to-date on the business of the organization
4. Actively participate in one or more fundraising events per year. This may include individual and/or special event solicitation or electronic appeals
5. Make an annual fiscal contribution to the organization. This may be given as a one-time donation each year or in installments. I will personally donate an amount that I consider generous
6. Board Members are expected to serve on a standing committee of the Board
7. Board Members are expected to network within their region with community groups and with individuals from the constituency Prevention Network serves
8. Board Members are expected to bring to the Board issues of concern in the prevention field, needs which Prevention Network might fill, and

news about the issues, needs, and successes of community groups which they observe

9. The Board Member's role will be to guide and advise in the development and implementation of Prevention Network's mission, goals, objectives, strategic plan, and evaluation
10. The Board will review work plans and budgets for any contract Prevention Network enters into with public or private funders, and will assure fulfillment of said contracts
11. The Board will oversee the work of the Executive Director
12. Work in good faith with my fellow board members and staff toward the achievement of the organization's goals
13. Refrain from any conduct that would adversely reflect on PN
14. Board members will uphold Prevention Network policies and abide by Prevention Network procedures to maintain confidentiality, assure recipient rights, and avoid conflicts of interest

## **PREVENTION NETWORK CO-CHAIRS**

Election of (up to two) Co-Chairs for Prevention Network Board will take place at the annual meeting.

The Governance/Recruitment Committee will recommend in writing their selection for Chairs to the Board Members at the regular meeting preceding the annual meeting. Nominations may also be made from the floor.

Chairs serve for one-year terms, and may be re-elected.

Co-Chairs provide leadership for Prevention Network Board. They work closely with the Executive Director to carry on the business of the Board, to fulfill the Prevention Network mission and reach designated goals, to facilitate statewide networking, and to establish policies that will best serve to educate the public about substance misuse, advocate for prevention programs, and enhance the work of community groups involved in prevention.

### **Responsibilities**

1. Ensures the effective action of the board in governing and supporting the organization, and oversees board affairs
2. Acts as the representatives of the board as a whole
3. Co-Chair regular, annual, and special meetings of the Board
4. Consult with the Executive Director prior to regular meetings to review issues, outline an agenda, and anticipate needed resources
5. Represent Prevention Network with policy makers, media, funders, and the community and at public functions
6. Serve as an advocate for Prevention Network
7. Provide leadership for Prevention Network to grow, maintain its vision, and confront issues in a world of changing finances, politics, and community concerns
8. Monitor Board for meeting attendance, committee participation, and diverse representation
9. Hold all board members accountable to the vast array of responsibilities they signed up for
10. Ensure that board members have what they need to be successful
11. Co-Chair the Executive Committee consisting of Prevention Network officers
12. Recommends to the board which committees are to be established
13. Seeks volunteers for committees and coordinates individual board member assignments
14. Makes sure each committee has a chairperson, and stays in touch with chairpersons to be sure that their work is carried out; identifies committee recommendations that should be presented to the full board
15. Establishes search and selection committee (usually acts as Chair) for

- hiring an Executive Director
16. Representing the Board and Executive Committee, conduct an annual performance evaluation of the Executive Director and negotiating compensation and benefits package
  17. Conveys information to the Executive Director
  18. Lead effort to monitor program effectiveness
  19. Provide clear direction to the Treasurer to create a process with integrity
  20. Review and approve timesheet and payroll information in accordance with the Board approved budget

## **PREVENTION NETWORK TREASURER**

Election of the Treasurer will take place at the annual meeting.

The Governance/Recruitment Committee will recommend in writing their selection for Treasurer to Board Members at the regular meeting preceding the annual meeting. Further nominations may be made from the floor.

The Treasurer serves for a one-year term, and may be re-elected.

The Treasurer contributes to providing leadership for Prevention Network Board to carry on its business, fulfill its mission, reach designated goals, facilitate statewide networking, and establish public policies which best serve the needs of prevention.

### **Responsibilities**

1. In the absence of Chair and Chair Elect, chair any meeting for which they would have responsibility
2. Manages the board's review of, and action related to, the board's financial responsibilities
3. Works with the Accountant, Executive Director, and Finance Committee in developing and implementing financial procedures and systems
4. Ensures that appropriate financial reports are made available to the board
5. Present annual budget to board for approval
6. Regularly reports to board on key financial events, trends, concerns, and assessment of fiscal health
7. Chairs the Finance Committee and prepares agendas for meetings, including a year-long calendar of issues
8. Work with the Accountant, Executive Director, and Finance Committee to assure all financial reports are filed and the organization is audited annually
9. With the Accountant, review monthly financial transactions
10. Ensures, through the Finance Committee, sound management and maximization of cash and investments
11. Assure that Prevention Network is in financial compliance with all contracts
12. Serve as a leader and advocate for Prevention Network in achieving

prevention goals

13. In the absence of the Chair and Chair Elect, chair meetings of the Executive Committee

## **PREVENTION NETWORK SECRETARY**

Election of the Secretary will take place at the annual meeting

The Governance/Recruitment Committee will recommend in writing their selection for Secretary to Board Members at the regular meeting preceding the annual meeting. Further nominations may be made from the floor.

The Secretary serves for a one-year term, and may be re-elected.

The Secretary contributes to providing leadership for Prevention Network Board to carry on its business, fulfill its mission, reach designated goals, facilitate statewide networking, and establish public policies which best serve the needs of prevention.

### **Responsibilities**

1. In the absence of both Chair, Chair Elect, and Treasurer, will chair any meeting for which they would have responsibility
2. Assure that minutes are taken and distributed to Board Members for any regular, annual, or special meeting
3. Serve as a leader and advocate for Prevention Network in achieving prevention goals
4. Assure that Board Member meeting attendance is documented and reported to the Governance/Recruitment Committee
5. Maintains constant attention to sensitive deadlines and other dates important to the board
6. Develops and maintains a structured approach for tracking important documents, compliance issues, or trends influencing the organization's work
7. Conduct correspondence on behalf of Prevention Network in any instance where it would be more appropriate than staff doing so

## **PREVENTION NETWORK COMMITTEES**

Prevention Network conducts its business with committees of the Board. These committees are an Executive Committee, Governance and Recruitment Committee, Fund Development Committee, and ad hoc committees as needed.

The Executive Committee consists of the Chair, Chair Elect, Treasurer, Secretary, and Executive Director. Its overarching role, like the role of all committees, is to help the board do its work in the most efficient way.

Anyone may serve on a standing or ad hoc committees and may or may not be voting Board members. Chairs of committees must be Board Members and elected into this role. Members for ad hoc committees may volunteer or be appointed, and are approved by the Board. Ad hoc committees are convened by the Chair, the Executive Committee, or the Board itself, which must approve formation of the committee, define its purpose, and establish indicators for completion of the committee's work.

Committee reports are on the agenda for all regular Board meetings. Committees suggest action to the Board, which has the sole authority to approve such actions.

### **Committee Expectations**

- Committees meet monthly or as often as needed to conduct business.
- Agendas — If there is a reason to meet, there is a need for an agenda. The agenda facilitates discussions and provides time frames.
- Time management — Volunteers are busy. Agree to start and end meetings on time.
- Rules of order — Committees may be less formal than board meetings, but they do need a sense of order. Conversations should be directed through the Chair and recommendations made in the form of motions.
- Preparation — Meeting outcomes are improved with preparation. Members should make time to read reports and ask questions in between meetings.
- Listen for comprehension — Many people listen with an eagerness to inject their opinion. Hear people out, holding responses until the issue is clear.
- Digital distractions — Turn off digital distractions, or silence them during meetings.
- Respect people and ideas — A committee is composed of diverse people with varied ideas. Insist on respect.
- Establish a vision — The committee's work should conclude with desired results. The chair should communicate a vision of what success looks like.
- Alignment — Work must align with Prevention Network's mission, vision, and strategic plan. Have a copy of it at meetings to reflect how

committee work advances the goals.

- Attendance — Volunteers should be committed for the duration of the set meeting time. Expect that if meetings are regularly missed, one will be asked to resign or be reassigned to a more fitting task.
- Clarity — Recommendations will be made for consideration by the Board of Trustees. Be absolutely certain proposals are clear so the board can take action without sending it back to the committee with questions.
- Agree to disagree — Discourse is healthy, and not every decision will be unanimous. Committee members must support the decisions without resentment.

Committees interacting with each other:

- Boundaries — Respect boundaries and lanes between committees; areas where the committee has no authority. It is not a forum for fraternization.

Committees interacting with the Board:

- One voice — After meetings, members are expected to support the decisions of the majority. The place to express dissent is inside the committee meeting — not after adjournment in a public forum or barrage of emails.
- Objective and Key Performance Indicators Updates — The committee is expected to give updates to the board about the decisions made after each committee meeting and to keep the board informed on the status of the objectives and responsibilities of the committee.

## **EXECUTIVE COMMITTEE**

The Executive Committee represents Board leadership. It acts in all capacities for the Board in those instances where it would be untimely or impractical for the full Board to act.

The Executive Committee takes leadership to: plan for Prevention Network and secure resources necessary to carrying out plans; oversee the Executive Director; monitor compliance with contracts; advocate for Prevention Network, its constituency, and its vision for prevention; issue an annual plan and report; and evaluate outcomes from Prevention Network programs and services.

### **Responsibilities**

1. Meet as needed to exercise a leadership role, but not less than four times yearly
2. Through communication with the Executive Director, Board Members, and the field, be alert to needs of Prevention Network, to issues emerging in the field, to challenges faced by PN's constituency, etc., and recommend action for the Board
3. Make decisions on behalf of the full Board, when time does not allow or it is otherwise impractical for the full Board to act. This includes signing contracts, approving work plans and budgets, representing Prevention Network in public and political arenas, meeting with funders, and so on
4. Oversee the work of the Executive Director; review performance
5. Provide for education and leadership of Board Members
6. Make suggestions for committee chairships
7. Assure that Prevention Network engages in an annual planning process and has a current strategic plan. The Executive Committee is responsible for reporting to the Board the resources necessary for carrying out any plans
8. Assure that Prevention Network has a current plan for ongoing evaluation of programs and services. The Executive Committee is responsible for reporting to the Board the resources necessary to carry out the evaluation plan
9. Identify needs for Board Member advocacy, assure that Board Members have training and background information to engage in specified advocacy, and role model participation in advocacy on behalf of Prevention Network or its constituency

## **Procedures**

1. Executive Committee meetings are chaired by the Board Chair, or another member appointed ahead of time for the purpose, or in the absence of these, someone chosen at the meeting
2. All actions of the Executive Committee are reported to the full Board
3. At all regular Board meetings, Executive Committee business is on the agenda
4. Major decisions (such as signing contracts, hiring or dismissing an Executive Director, entering a partnership) may be made only with agreement of two-thirds (2/3) of the Executive Committee membership. Members may indicate their agreement or disagreement by being present at an Executive Committee meeting or by responding in writing (mail, e-mail, fax) within seventy-two (72) hours of notification (or designated timeframe should action be required more quickly)
5. The Secretary is responsible for communication: giving notification for Executive Committee meetings; providing information for decisions to be made; creating agendas for meetings; etc. Through the Secretary, the Executive Director may be asked to assist with this Executive Committee communication
6. By a majority vote of Board Members present at a regular meeting, the Executive Committee may be asked to meet to address a specific issue, within a stated timeframe. The Board may set parameters for taking action and/or reporting back to the Board. The Executive Committee will be responsible for indicating to the Board any further involvement needed on the issue

## **STANDING COMMITTEES**

Board Members are expected to serve on one of Prevention Network's Standing Committees. These are:

Governance and Recruitment  
Fund Development

By the second meeting after an annual meeting, membership of committees will be confirmed. However, members can join or resign from a Standing Committee at any time.

All Standing Committees have a chair. Chairships are suggested by committee members or by the Executive Committee in its role of leadership development. Chairships are established by the first meeting after an annual meeting, or as needed in case of a resignation. Chairships are approved by the Board.

A committee may conduct its business with any number of members present at a meeting. Because committees report to the Board for approval of actions, in the absence of a larger number, a Chair alone or a single member of a committee may consider committee business and report to the Board.

It is the responsibility of committee chairs to determine the need for meetings, create meeting agendas, record meeting transactions as needed, and report to the Board, in writing as necessary. The chair can expect staff support to carry out this responsibility.

At any regular Board meeting, by a majority vote of members present, a committee may be asked to conduct specific business, consider a specific issue, or make a special report, with the means and timeframe specified.

Committee meetings are open to the public. Only Board Members may vote on a committee or represent that committee to the Board.

## **GOVERNANCE AND RECRUITMENT COMMITTEE**

This committee is responsible for the health and functioning of the board. It recruits new members, conducts orientation, produces board materials, and evaluates the performance of the board itself. This committee, staffed by the Executive Director, is responsible for ensuring the effectiveness of the current board and for recruiting tomorrow's leaders.

### **Responsibilities**

1. Governance
  - Being responsible for overseeing how the board manages itself
  - Overseeing all aspects of the organization's functions on behalf of the board
  - Monitoring compliance with nonprofit governance regulations and, accordingly, providing prudent and timely guidance to the board
  - Review the standing and ad hoc committees (including its own charter) for appropriateness according to the stage of the nonprofit's development and make recommendations for changes to the board
  - Review policy-related requests from outside the organization and make recommendations to the Board for taking action
  - Be alert to issues that could affect Prevention Network, our constituency, or the prevention field, and bring these to the Board with recommendations for action
  - Assure that, no later than the first regular meeting after the annual meeting when the Board is elected, all Board Members document their agreement to comply with recipient rights, confidentiality, and conflict of interest policies of Prevention Network
2. Recruitment and Retention
  - Develop board member job descriptions
  - Create a board profile of the skills and expertise needed by the board and organization
  - Identify potential new board members and maintain information about each candidate
  - Cultivate and recruit new members from beyond the board's traditional circles
  - Assess Board makeup for diversity; Assure there is representation on the Board for Michigan's geography, populations, and prevention sectors, recruiting memberships as needed
  - With the board chair, help to assess and maintain board members' individual commitment, support, and participation in governance duties
  - Observe and nurture potential leaders within the board
  - Evaluate board members' eligibility for re-election
3. Educate Board Members
  - Orient new board members to ensure that they have adequate

- materials and understand their roles and responsibilities
- Involve board members in "continuing education." The Governance Committee can update board members about new programs, legislative action, and so forth, and continue to improve their skills as board members
- Establish an effective communications network to keep board members informed about activities through newsletters, board and committee minutes, media reports, phone calls, and thank you notes
- Evaluate the board's performance
- Annually lead the board in its self-assessment and develop recommendations to the board for self-improvement
- Discuss with the chief executive staff (and perhaps other staff ) her/his views of the board's performance and ways to strengthen the board in both its governing and supporting role

**Reports to:** Board of Directors

**Frequency of meetings:** As necessary, estimated 6 times per year

**Helpful Experience:** Human resource experience, governance experience, organization development expertise, well respected by board colleagues, knowledgeable of organization, community connections, strong communication skills

Objectives:

- Track board skill sets and develop a "dream team" board profile
- Identify and develop potential new or future board members
- Orient new members
- Monitor board diversity and inclusiveness
- Organize social time for board members and for potential future board members
- Conduct board self-assessment and address any improvements or opportunities surfaced through board development
- Establish assessment process for Executive director
- Review of bylaws
- Enforce term limits
- Monitor board meetings for effectiveness and efficiency providing suggestions and opportunities for the future to increase engagement and interest - create a meeting evaluation form to assess all future meetings
- Ensure good governance practices
- Track board member performance
- Monitor board member involvement

**Key Performance Indicators:** Build "dream team" profile, identify potential new board members, board orientation created, board social event planned, fill currently open spots on board with highly qualified individuals, oversees board mentorship (current board members buddying up with a new board member), Self-assessment process created, board member performance tracking process established,

Executive Director evaluation created, review of bylaws, meeting effectiveness survey and evaluation created, review governance practices and identify areas of opportunity

## **FUND DEVELOPMENT COMMITTEE**

The Fund Development Committee's job is not simply to raise money. Instead, it is responsible for overseeing the organization's overall fundraising and, in particular, the fundraising done by the board.

The Development Committee should serve as a peer advocate for the rest of the board to ensure that each board member is fulfilling her / his responsibilities from a fundraising perspective.

### **Responsibilities**

1. Work with staff to establish a fundraising plan that incorporates a series of appropriate vehicles, such as special events, direct mail, product sales, etc.
2. Work with fundraising staff in their efforts to raise money
3. Take the lead in certain types of outreach efforts, such as chairing a dinner/dance committee or hosting fundraising parties, etc.
4. Be responsible for involvement of all board members in fundraising and to work with staff to ensure that all board members have the tools they need to meet their goals
5. Monitor fundraising efforts to be sure that ethical practices are in place, that donors are acknowledged appropriately, and that fundraising efforts are cost-effective
6. Review financial, staffing and other resource implications, as well as feasibility in terms of PN's strategic plan, in regard to any grant proposal under consideration by the Board

**Reports to:** Board of Directors and takes direction from strategic plan

**Staff to the committee:** Executive Director

**Frequency of meetings:** As necessary, estimated 6 times per year

**Helpful Experience:** fundraising experience, marketing experience, strong communication skills - writing and public speaking, financial management skills and experience, leadership skills, key community and constituency connections, strategic planning experience

Objectives:

- Develop policies for board related to give solicitation and recognition
- Help to set fundraising goals and develop/monitor resource development
- Motivate and involve all board members in fundraising process
- Help to build organization's case for support based on mission and goals
- Provide information on environmental factors affecting fundraising among organizations constituencies
- Provide information about potential new prospects, help to evaluate existing donors for increased contributions
- Hunt for donors to increase contributions
- Develop expectations for personal financial contributions for board,

- communicate and monitor those expectations
- Participate actively in special fundraising events
  - Monitor fundraising performance and hold board accountable
  - Build a culture of enthusiasm for fundraising on the board
  - Hold the board accountable to its fundraising obligations through peer-to-peer accountability to ensure individual board members are fulfilling their fundraising obligation
  - Partner with staff to develop tools, trainings and ideas to give board members what they need to be effective fundraisers

**Key Performance Indicators:** Policy for board fundraising developed, fundraising landscape presentation created, donor facilitation and identification process created for board connections, fundraising board performance process created

## **ALUMNI EMERITUS BOARD**

The Alumni Emeritus Board (AEB) includes past members of the Prevention Network Board who are invited to continue to support the agency in their area of expertise. Members of the Emeritus Board are not required to meet as a group nor attend monthly Board meetings. They are not voting members of the Board. Alumni Emeritus members are expected to act in the spirit of the Board Guidelines; however they are not required to carry out the specific responsibilities detailed in the Guidelines for current Board members.

Emeritus Board members continue to contribute to PN in specialized areas, for example they may provide local technical assistance to potential grant recipients, arrange/conduct fundraising events or develop grants. Members may participate on Standing Committees related to their area of expertise, as non-voting members. Alumni Emeritus members cannot be the chairperson of Standing Committees as this would entail also participating on the Executive Committee and taking on Board responsibilities. AEB members can be members of Ad Hoc committees and may serve as chairs of these committees.

Alumni Emeritus members will receive monthly Board packet materials and other regular mailings sent to Board members. They may convene themselves as they wish, or act individually to bring an issue or activity to the attention of the Board. It is the responsibility of Emeritus members to contact Standing Committee chairs to indicate their interest in serving on a committee.

Emeritus members will be listed on the Board roster so the Executive Director, PN staff or standing committee chairs can contact them to request their participation/input.

Members of the Emeritus Board will continue in this advisory capacity to the Board until they choose to leave. The Governance and Recruitment Committee will survey them annually regarding their willingness to continue, at the same time this is done for other Board members. Their contact information will be included on the roster or not depending on their response. An Alumni Emeritus Board member can elect to return to active status on the Board at any time