



Circle Pines Center (CPC) Board/Governance Policies Manual 2023

CONTENTS

Policy Title: A - ENDS	4
Policy Title: A1 - Policy Priorities:	4
Policy Type: Executive Limitations	5
Policy Title: B - Executive Constraint	5
Policy Title: B1 - Financial Conditions and Activities	5
Policy Title: B2 - Operating Budget and Plans	6
Policy Title: B3 - Planning and Financial Budgeting	6
Policy Title: B4 - Treatment of Stakeholders	7
Policy Title: B5 - Staff Treatment and Compensation	8
Policy Title: B6 - Communication to the Board	9
Policy Title: B7 - Board Logistical Support	9
Policy Title: B8 - Emergency Executive Director Succession	10
Policy Type: Board Process	11
Policy Title: C – Governance Commitment	11
Policy Title: C1 – Governing Style	11
Policy Title: C2 – The Board’s Job	13
Policy Title: C3 – Annual Planning	14
Policy Title: C4 – Board Meetings	15
Policy Title: C5 – Directors’ Code of Conduct & Conflict of Interest	16
Policy Title: C6 – Officers’ Roles	17
Policy Title: C7 – Committee Principles	20
Policy Title: C8 – Committee Descriptions & Charters	20
o Executive Committee	21

○ Finance Committee	21
○ Nominating Committee	21
○ Election Committee	22
○ Endowment Fund Managers	22
○ Buttermilk Program Committee	22
○ Facilities Committee	22
○ Personnel Committee	23
○ Land Use Committee	23
○ Education & Programming Committee	23
○ Fundraising Committee	24
○ Membership/Outreach Committee	24
Policy Title: C9 – Governance Investment	25
Policy Type: Board Management Relationship	26
Policy Title: D – Board Executive Director Connection	26
Policy Title: D1 – Unity of Control	26
Policy Title: D2 – Accountability of the Executive Director	26
Policy Title: D3 – Authority of the Executive Director	27
Policy Title: D4 – Evaluating the Executive Director	27
Appendix	29
● Articles of Incorporation	29
● Bylaws	29
● Personnel Handbook & Policies	29
● Summer Camp Staff Manual	29
● Summer Camp Parent Handbook (needs review next year)	29
● Volunteer Manual (needs review)	29
● Work-trade Manual - not started - need policies first	29
● Annual Calendar and Monitoring Schedule	29
● Current Budget	29
● Current Staff Listing	29
● Current Board Listing	29
● ED Evaluation Policy and Procedure	29

● Social Media Policy	29
● Prior Executive Director Evaluation/Current Goals	29
● Membership Rights and Responsibilities	29
● Committee Charters (Section	29
● Land Use Policies? - central document for those passed	29
● Code of Conduct Agreement form	29
● Conflict of Interest Policy and Disclosure form	29
● Executive Director Plans	29
● Job Descriptions	29
● Resources	29

Policy Type: Ends

Policy Title: A - ENDS

Last Revised: May 2021

Circle Pines Center is a sustainable inclusive community for people to educate, practice, promote and maintain our values of social and economic justice, cooperation, equity, environmental stewardship and peace.

Policy Type: Ends

Policy Title: A1 - Policy Priorities:

Last Revised: May 2021

Policy Priorities: Each level is consistent with those above it. Authority flows down; accountability flows up.

1. Federal & State Laws
2. Influencers Impact Written Policies (Affiliated Nonprofit Organizations, Accrediting Agencies (Summer Camp Licensing Laws), Credit Rating Bureaus, Partnerships, Local Regulations etc)
 - a. Rochedale Principals (those that apply to nonprofits)
3. Articles of Incorporation & Charitable Tax Exempt 501c(3) Status
 - a. Purpose
 - b. Tax Exempt Purpose
4. Bylaws
 - a. Mission
5. Board Policy Manual
 - a. Ends, values, strategies, goals
 - b. Executive Limitation, Board Process and Board Management Relationship policies
 - c. Other board policies
6. Executive Policies
 - a. Personnel, Volunteer, Summer Camp Manuals
 - b. Other Manuals
7. Other Organization Policies/Procedures
 - a. Committees, Departments etc

Policy Type: Executive Limitations

Policy Title: B - Executive Constraint

Last Revised: May 2021

The Executive Director must not cause or allow any practice, activity, decision, or organizational circumstance that is unlawful, imprudent, or in violation of commonly accepted business and professional ethics and practices, or in violation of the relevant Rochdale Cooperative Principles (Voluntary and Open Membership, Democratic Member Control, Member Economic Participation, Autonomy and Independence, Education, Training and Information, Cooperation among Cooperatives, Concern for Community).

Policy Type: Executive Limitations

Policy Title: B1 - Financial Conditions and Activities

Last Revised: May 2021

With respect to the actual, ongoing financial conditions and activities, the Executive Director must not cause or allow the development of fiscal jeopardy, or allow actual expenditures to differ significantly from Board priorities established in Ends policies.

The Executive Director must not do the following unless otherwise approved by the CPC Board:

1. Allow fundraising to be inadequate.
2. Allow operations to generate an inadequate net income
3. Allow liquidity (ability to timely and efficiently meet cash needs) to be insufficient.
4. Operate at a loss unless approved by the board in the annual/adjusted budget.
5. Allow late payments of more than 90 days or more than a total of \$50,000
6. Become delinquent or default on contracts, payroll, taxes, loans or other financial obligations unless approved by the board.
7. Incur debt other than trade payables or other reasonable and customary liabilities incurred in the ordinary course of doing business without board approval.
8. Open new financial accounts (bank, loans, credit cards, etc) without CPC Board approval.
9. Acquire, encumber or dispose of real estate or enter into long-term real estate leases or rentals without board approval.

10. Allow tax or other government required filings to be overdue or inaccurately filed.
11. Use restricted funds for any purpose other than that required by the restriction.
12. Allow financial record keeping systems to be inadequate or inaccurate.
13. Fail to ensure that financial records are reconciled on a monthly basis.

Policy Type: Executive Limitations

Policy Title: B2 - Operating Budget and Plans

Last Revised: May 2021

The Executive Director must not operate without an annual budget and plans that address intentional and improved Ends accomplishment along with avoidance of fiscal jeopardy.

The Executive Director must not:

1. Create plans or budgets that:
 - a. Risk incurring those situations or conditions described as unacceptable in the board policy "Financial Condition and Activities."
 - b. Omit credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions.
 - c. Do not address excellence in business systems and operations.
 - d. Propose a budget or plan that is unfeasible.

Policy Type: Executive Limitations

Policy Title: B3 - Planning and Financial Budgeting

Last Revised: May 2021

The Executive Director must not allow Circle Pines Center (CPC) assets to be unprotected, unreasonably risked, or inadequately maintained.

The Executive Director must not:

1. Allow damage to the CPC public image.
2. Impair CPC's relationship with allied organizations or those accountable to.
3. Allow any equipment and facilities to be inadequately insured, or otherwise unable to be replaced if damaged or destroyed, including coverage for any losses incurred due to business interruption.

4. Allow unnecessary exposure to liability or lack of liability claims insurance.
5. Allow deposits or investments to be unreasonably risked.
6. Allow inadequate security of premises and property.
7. Allow data, intellectual property, or files to be unprotected from loss, theft or significant damage.
 - a. Allow improper usage of members' and customers' personal information.
 - b. Fail to protect and attribute use of copyright protected materials including materials copyrighted by CPC.
8. Allow purchasing that is uncontrolled or subject to conflicts of interest other than those waived by written board action.
9. Allow lack of due diligence in contracts.

Policy Type: Executive Limitations

Policy Title: B4 - Treatment of Stakeholders

Last Revised: May 2021

The Executive Director must not be unresponsive to stakeholder needs.

The Executive Director must not:

1. Operate without a system for soliciting and considering member feedback, suggestions, and opportunities for improvement.
2. Allow an unsafe learning experience for our stakeholders.
3. Be unresponsive to the needs and feedback of donors, funders and community members.
4. Operate without accountability to stakeholders.
5. Elicit information for which there is no clear necessity.
6. Fail to establish with consumers a clear understanding of what may be expected and what may not be expected from the service offered.
7. Fail to inform consumers of this policy or to provide a way to be heard for persons who believe they have not been accorded a reasonable interpretation of their protections under this policy.
8. Fail to keep appropriate accessibility in mind with programming and new buildings.

Policy Type: Executive Limitations

Policy Title: B5 - Staff Treatment and Compensation

Last Revised: May 2021

The Executive Director must not treat staff in any way that violates CPC values and is unfair, unsafe, undignified, or unclear.

The Executive Director must not:

1. Operate without written CPC Board approved Personnel Policy that:
 - a. Clarify rules for staff.
 - b. Provide for fair and thorough handling of workplace conflicts.
 - c. Are accessible to all staff and the public.
 - d. Inform staff that employment is at will and employment is neither permanent nor guaranteed.
 - e. Encourage employees to report unethical or illegal behavior.
 - f. Protect against wrongful conditions such as nepotism and grossly preferential treatment for personal reasons.
2. Prevent any employee from reporting unethical or illegal activity to the CPC Board, or discriminate or retaliate against any employee for reporting unethical or illegal behavior or activity.
3. Cause or allow personnel policies to be inconsistently applied.
4. Provide for inadequate documentation, security and retention of personnel records and all personnel related decisions.
5. Establish compensation and benefits that are internally or externally inequitable. Change the Executive Director's own compensation and benefits, except as those benefits are consistent with a package for all other employees.

Policy Type: Executive Limitations

Policy Title: B6 - Communication to the Board

Last Revised: May 2021

The Executive Director must not cause or allow the board to be uninformed, be unsupported in its work, or inaccurately represent Circle Pines Center (CPC).

The Executive Director must not:

1. Submit monitoring reports that are untimely or inaccurate, or that lack operational definitions and verifiable data directly related to each section of the policy.
2. Report in an untimely manner any actual or anticipated noncompliance with any CPC Board policy, along with a plan for reaching compliance and a proposed schedule regarding follow-up reporting.
3. Allow the CPC Board to be unaware of relevant legal actions, media coverage, trends, public events, or internal and external changes.
4. Withhold their opinion if the Executive Director believes the CPC Board is not in compliance with its own policies on *Board Process* and *Board Management Relationship*, particularly in the case of behavior that is detrimental to the work relationship between the CPC Board and the Executive Director.

Policy Type: Executive Limitations

Policy Title: B7 - Board Logistical Support

Last Revised: May 2021

The Executive Director must not allow the CPC Board to have inadequate logistical support.

The Executive Director must not:

1. Provide the board with insufficient staff administration to support governance activities and board communication.
2. Allow the board to be without a workable mechanism for official board, officer or committee communications.
3. Allow directors to be without an updated copy of the Articles of Incorporation,

- Bylaws, Board Policies Manual, and Executive and other approved policies.
4. Provide inadequate information and notice to stakeholders concerning relevant board actions, meetings, activities and events.
 5. Allow insufficient archiving of board documents.

Policy Type: Executive Limitations

Policy Title: B8 - Emergency Executive Director Succession

Last Revised: May 2021

To protect Circle Pines Center (CPC) from sudden loss of Executive Director services, the Executive Director must not operate without a succession plan.

The Executive Director will develop and update a plan for approval by the CPC Board that will include:

- Communication regarding passwords and keys
- A list of deadlines for required regulatory compliance actions
- Plans for a gentle transition to the next director
- Executive Director Job description available to all staff

Policy Type: Board Process

Policy Title: C – Governance Commitment

Last Revised: May 2021

Acting on behalf of our members, the Circle Pines Center Board ensures the success of the organization by working together effectively, empowering and holding accountable professional management, providing strategic leadership for our nonprofit, and perpetuating our democratic organization.

Policy Type: Board Process

Policy Title: C1 – Governing Style

Last Revised: May 2021

The Circle Pines Center (CPC) Board will govern lawfully with excellence. In order to do this we will:

1. Observe the Policy Governance Principles. Policy Governance is an operating system for boards of directors. This is not the point of the board's work but the underlying framework on which boards can build further agreements and activities. These decisions include agreements about how the board will work together, how the board will empower and hold accountable management, how the board will articulate the organization's purpose and move the organization in that direction, and how the board understands the role of members and others in the governance of the organization. These principles gain their power when used together and are the proactive articulation of values that guide action as follows.
 - a. Membership - The board exists to act and make decisions on behalf of and in the best interest of the members.
 - b. Board Holism - The authority of the board belongs to the whole. The board "speaks with one voice" which means that the board's authority is a group authority. The "voice" of the board is expressed through the written policy decisions. Individual directors can work to persuade and influence the board

in its deliberations and decision-making; beyond that, individual directors or subsets of the board have no authority to instruct staff.

- c. Governance Position - The board is a distinct link in the chain of empowerment and accountability within the organization. The members empower the board through the bylaws, and the board is accountable to members for the success of the organization.
- d. End's Policies - The board's written organizational purpose in terms of: intended effects/benefits to be produced, intended recipients of those benefits, and (if desired) the intended worth or priority of those benefits. Must be inline with its mission and tax-exempt purpose.
- e. Executive Limitations Policies - The board defines in writing its expectations about the nonprofit. These policies define limits and boundaries on the executive director's authority. The board retains the authority to make decisions that are outside of the executive director's authority.
- f. Board Process & Board Management Relationship Policies - The board defines in writing its own job and how it operates. These policies are agreements about the board and management's empowerment and accountability.
- g. Policies (Decisions) Structure - The board decides policies first at the broadest, most inclusive level. The board can then further detail a policy until reaching a point at which the board can reasonably interpret the written policy or that assists in the interpretation by future boards. Operational policies drafted by management will be accepted or approved by the board as determined within the board policies.
- h. Any Reasonable Interpretation - More detailed decisions about Ends and operational means are delegated to the executive director, who has the right to use any reasonable interpretation of the board's written policies. More detailed decisions about board means (and the right to use any reasonable interpretation of those written policies) are delegated to the board chair – unless part of the delegation is explicitly directed to another officer or committee.
- i. Monitoring - The board must check to ensure that the organization has made progress toward the Ends while operating within the Executive Limitation boundaries. The board judges the executive director' interpretation and accomplishments towards the Ends. The board must monitor its own performance towards and of the stated board policies.

Policy Type: Board Process

Policy Title: C2 – The Board’s Job

Last Revised: May 2021

In order to govern successfully, the CPC Board will:

1. Develop, practice, protect, promote and perpetuate the Ends using the values of cooperation, transparency, anti-racism, anti-oppression, peace, social justice and sustainability.
2. Hire, set compensation for, delegate responsibility to, and hold accountable an Executive Director. Set position duties through a written job description. Follow the evaluation process and discuss Executive Director compensation in a timely manner.
3. Assign responsibility among board members in a way that honors our commitment to empowerment and provides a clear distinction of roles.
4. Rigorously monitor operational performance in the areas of Ends and Executive Limitations by using and honoring a monitoring calendar, reviewing policies, questioning and being engaged.
5. Regularly evaluate our own board performance in the areas of *Board Process* and *Board Management Relationship*.
6. Encourage the board’s leadership capacity using ongoing education and training, and ensure a robust recruitment, qualification, board member replacement and selection as outlined in the bylaws and policies.
7. Perform other duties as required by the CPC Bylaws or because of limitations on executive director authority.

Policy Type: Board Process

Policy Title: C3 – Annual Planning

Last Revised: May 2021

The CPC Board will develop and follow a multi-year governance work plan and monitoring calendar to plan our board meetings to keep our attention focused strategically, in support of vision and future oriented as follows:

1. We will create, and modify as necessary, an annual monitoring calendar that includes tasks and events related to our multi-year governance (plan for what board work will happen and when), board training schedule, monitoring schedule, and the Executive Director evaluation and compensation decisions as outlined in our Board-Management Relationship policies.
 - a. Policies should be monitored at least once a year.
 - b. Financials should be reviewed at least on a quarterly basis.

Policy Type: Board Process

Policy Title: C4 – Board Meetings

Last Revised: May 2021

Board meetings are for the task of getting the CPC Board's job done.

1. We will set the upcoming year's board meeting schedule prior to the year and maintain them in a public place.
2. Board meeting agendas will be determined by the Board Chair, include monitoring activities and may be modified at the meeting by a majority vote of the CPC Board.
3. We will use board meeting time only for work that is the whole board's responsibility. We will avoid committee work, operational matters, personal concerns and other topics that are not the highest and best use of our time.
4. We will seek consensus through discussion. We will then finalize and document decisions through the use of motions, seconds, discussion and majority vote.
5. If we must make a decision outside of a regular meeting, all directors must affirm in writing that they received notice of the vote which included a deadline by which they must vote in order to have their vote counted. We will include a record of that decision in the minutes of the next regular meeting.
6. Meetings will be open to the membership and staff except when a confidential executive session is officially called.
 - a. We may occasionally use the confidential executive session to deal with confidential matters, as long as the purpose of the session is stated. When possible, announcement of the executive session should be on the published agenda.

Policy Type: Board Process

Policy Title: C5 – Directors’ Code of Conduct & Conflict of Interest

Last Revised: May 2021

CPC is committed to providing a safe, productive, and welcoming environment for all. We each commit ourselves to ethical, professional and lawful conduct, follow CPC policies and address violations.

1. Directors are responsible at all times for acting in good faith, in a manner which they reasonably believe to be in the best interests of the organization.
2. Directors must demonstrate unconflicted loyalty to the interests of the organization’s memberships. This accountability supersedes any conflicting interests such as that to advocacy or interest groups, membership on other boards or staffs, and the personal interest of any director acting as an individual participant.
3. Directors will respect the confidentiality appropriate to issues of a sensitive nature and must continue to honor confidentiality after leaving board service.
4. Directors must at all times be concerned with the safety of its members, staff and participants. Directors will honor, enforce and respond to violations of the Code of Conduct, including unacceptable behavior and sexual harassment policies.
5. Annually directors will complete the Conflict of Interest and Code of Conduct Agreement forms and pledge to follow those procedures (See Appendix).
6. Directors will prepare for, attend, and participate fully in all board meetings and training.
7. Directors will support the legitimacy and authority of the board’s decision on any matter, irrespective of the director’s personal position on the issue.
8. Any director who does not follow the CPC policies, code of conduct and conflict of interest policy can be removed from the board by two thirds vote of the Board at a meeting.

Policy Type: Board Process

Policy Title: C6 – Officers’ Roles

Last Revised: May 2021

Officers are elected from the Circle Pines Center (CPC) Board, make up the Executive Committee and are elected in order to help the CPC Board accomplish our job.

1. Officers required by the bylaws include the Chair, Vice Chair, Treasurer and Secretary. Additional officers can be selected by the CPC Board as needed.
2. No officer has any authority to supervise or direct the Executive Director except where identified in the bylaws, a policy or by the CPC Board as a whole.
3. Officers may delegate their authority but remain accountable for its use.
4. The Chair ensures the board functions well and in accord with our policy and procedures and will:
 - a. Be authorized to make decisions that are consistent with the CPC Board process and policies in order to facilitate the board’s functioning.
 - b. Chair and set the agenda for board & membership meetings and set up meetings in the Board Calendar.
 - c. Chair Executive Committee meetings.
 - d. Serve as primary communicator to the Executive Director.
 - e. Plan for leadership (officer) perpetuation.
 - f. May represent the CPC Board to outside parties.
 - g. Serve on the Executive Director’s review subcommittee.
 - h. Appoint members to special committees.
 - i. Confirm board representation on each committee.
 - j. Make regular reports to the membership in newsletters, the annual fundraising letter and the membership meetings.
 - k. Other duties as assigned by the CPC Board.
5. The First Vice-Chair will perform the duties of the Chair if the Chair is unable to do so and will:
 - a. Ensure committee charters are written and monitored.
 - b. Encourage committee meeting functions.

- c. Facilitate committee reporting at board meetings.
 - d. Other duties as assigned by the CPC Board.
6. The Second Vice-Chair is responsible for supporting the organization in personnel related work and will:
- a. Chair and set the agenda for the Personnel Committee and set up meetings in the Board Calendar.
 - b. Ensure the Executive Director's review is completed.
 - c. Address issues as needed with the Personnel Committee or upon consultation by the Executive Director.
 - d. Ensure the Personnel Committee works in accordance with its charter.
 - e. Other duties as assigned by the CPC Board.
7. The Treasurer is responsible for supporting the CPC Board in all finance-related board work including:
- a. Shall be listed as a signer on all financial accounts.
 - b. Chairs the Finance Committee, sets the agenda and schedules the meetings in the Board Calendar.
 - c. Ensure the Finance Committee works in accordance with its charter.
 - d. Lead the board process for approving and monitoring the organization budget and educating board and members as necessary.
 - e. Facilitate the board's understanding of the financial condition of the organization.
 - f. Ensure tax deadlines are met.
 - g. Sign off on any corporate files as necessary.
 - h. Other duties as assigned by the CPC Board.
8. The Secretary will make sure the CPC Board's documents (policies, procedures governance) are accurate, up to date, and appropriately maintained and will:
- a. Keep all corporate records and the minutes of all meetings of the CPC Board and membership action, whether taken in meeting or otherwise.

- b. Ensure that minutes are filed in the CPC Board documents in advance of the next meeting, approved and corrected as necessary.
- c. Ensure that the general membership meeting notice is sent in accordance with the bylaws.
- d. Sign off on any corporate files as necessary.
- e. Other duties as assigned by the CPC Board.

Policy Type: Board Process

Policy Title: C7 – Committee Principles

Last Revised: May 2021

Circle Pines Center (CPC) committees do both board and operational work. Committees facilitate democratic representation and/or membership engagement to help us accomplish our goals.

1. Committees will reinforce and support Board Holism.
 - a. Committees help the whole CPC Board move forward when they research alternatives and bring back options and information.
2. Board committees may not speak or act for the CPC Board except when formally given such authority for specific and time-limited purposes.
3. If a committee is doing operational work it is on behalf of the Executive Director, if a committee is doing policy work it is on behalf of the CPC Board.
4. Each committee shall have at least one board member and one staff member participant, except for the executive director review subcommittee and any other where a staff member would not be prudent.
5. Committee charters will be reviewed to provide scope for the committee.
 - a. Changes to committee direction or charters will be done in writing and presented to the CPC Board for approval.

Policy Type: Board Process

Policy Title: C8 – Committee Descriptions & Charters

Last Revised: March 2023

The CPC Board will establish, regularly review and monitor committee responsibilities through written committee charters.

- The CPC Board will carefully state committee expectations and authority to make sure they do not conflict with authority delegated to the Executive Director.

- As all non-staff committees may have a mix of operational and board work, all committees will have a charter containing its scope as written and approved by the CPC Board.
- Committees determined in the CPC Bylaws are as follows:

- **Executive Committee**

The Executive Committee consists of the elected Officers of the CPC Board and the Executive Director. The Chair of the Board of Directors ensures that notes are kept at these meetings and makes regular reports to the Board. The Executive Committee meets regularly and may address any actions that needed to be taken between CPC Board meetings. To monitor follow-up of board authorized actions and task assignments, to help plan board meetings and critically examine materials going to the CPC Board and to consider specific items referred to it by the CPC Board. This committee shall also serve in such a way as to provide Executive Director and CPC Board communication between the annual review period.

Term - Ongoing - Fiscal Year

- **Finance Committee**

The Finance Committee provides greater expertise and close oversight of the Circle Pines Center (CPC) finances than is possible for the full board. The Executive Director produces financial reports for the CPC Board with the assistance and approval of the Finance Committee. Where needed, the Finance Committee assists the Executive Director in developing reports and with financial projections (e.g., cost/benefit reports for new infrastructure). The Finance Committee periodically (at least every six months) reviews monthly transactions, conducts audits as appropriate and reviews policies as needed or as determined by the Board Policies prior to CPC Board approval.

Term: Ongoing - Fiscal Year

- **Nominating Committee**

This Nominating Committee has a membership of three, to be elected by the membership at the Spring Membership Meeting each year. Their duty is to prepare a slate of candidates for the annual election of the Board of Directors and follow the Nominating Process (See *Appendix*).

A current CPC Board member will serve on this committee or as a liaison to the CPC Board in order to ensure good governance and understanding of board business and policy.

Term: Ongoing - Elected for one year

- **Election Committee**

The Election Committee has a membership of three with two alternatives voted on by the Membership during the annual elections. They oversee the annual election of the CPC Board. They conduct the election and soon thereafter count the ballots and announce the results according to the process (See *Appendix*).

Term: Ongoing - Elected for one year

- **Endowment Fund Managers**

The CPC Board shall appoint three (3) managers from among the membership whose function shall be to promote, control, and oversee the operations of the fund. A financial report of the status of the funds shall be made to the membership annually. The managers at their discretion and in consultation with the Board of Directors, refuse to accept a gift, a contribution, or a grant, which in their opinion would not further the purposes of the respective funds.

- Committee Charters Approved by the Board include:

- **Buttermilk Program Committee**

Buttermilk Director and Committee needs to complete for approval.

- **Facilities Committee**

Last Revised: 04/06/21

The Facilities Committee supports the Executive Director in maintaining the infrastructure of the Circle Pines Center (CPC). The committee will help maintain a list of idiosyncratic and routine tasks needed for upkeep and maintenance of the facilities at CPC. The committee will help prioritize tasks, coordinate volunteers, and complete some of the work. As needed, the committee will conduct inspections to ascertain maintenance needs. When appropriate, the Facilities Committee will provide input from the Executive Director and to other committees on infrastructure planning. A staff member representative will be assigned to the committee. The committee will follow policies as determined by the Board (Governance) Policies.

Term: Ongoing - Fiscal Year

- **Personnel Committee**

Last Revised: 10/22

The Personnel Committee assists the Executive Director (ED) and provides oversight of personnel matters at the Circle Pines Center (CPC). The Personnel Committee supports the maintenance of all personnel policies for recommendation to the Board. The committee ensures job descriptions and performance evaluations of the staff are occurring and supports the ED with expertise. The 2nd Vice President is Chair of this committee by nature of position, and responsible for facilitating the Executive Director's evaluation in accordance with the Board (Governance) Policies. The committee also handles any complaints in accordance with the grievance policy. While non-board members may be included on this committee, those that are on staff or under the supervision of the ED should understand their conflict of interest.

Term: Ongoing - Appointed for one year

- **Land Use Committee**

Last Revised: 04/06/21

The Land Use Committee promotes the Circle Pines Center's (CPC) mission of environmental stewardship by educating the staff, board, members and friends about the vital importance of holistic and sustainable land use practices on the land. The committee is committed to being a part of the most current land use thinking that honors the sound knowledge of regional indigenous practices to ensure the long-range future of our natural features, contributing to both human and environmental prosperity. Additionally, as in the earliest days of CPC, the Land Use Committee works as a partner, a cooperator, within our local network of conservation players to achieve greater conservation goals. The Land Use Committee will consult with other committees, as appropriate, on the issues of new and old infrastructure and land use. The committee will follow policies as determined by the Board (Governance) Policies prior to CPC Board approval.

Term: Ongoing – Appointed for one year

- **Education & Programming Committee**

Last Revised: 03/06/23

The Education & Programming Committee has historically been a central mission of the Circle Pines Center (CPC). The committee provides input into various facets of CPC's educational and program endeavors aligning with Cooperative Principles, facilitates and promotes those efforts and provides coordination among them. This will be in accordance with CPC bylaws and governance policies.

The committee makes an affirmative commitment to increase all types of diversity in the

Education and Programs of the Circle Pines community. All activities of the committee will be conducted through the lens of equity and inclusion and may propose specific steps to actualize these ideals.

Given this broad mandate, the Education Committee will operate with 3 subcommittees: (a) the Curricula/Program Subcommittee provides input and support of year-round programming and content for member education/events and public education; (b) the Summer Camp Subcommittee provides support, outreach and documentation of summer camp, the summer camp directors and Executive Director; (c) special committees to support individual programming.

Term: Ongoing - Fiscal Year

- **Fundraising Committee**

Last Revised: 03/06/23

The Fundraising Committee supports the maintenance and implementation of events/campaigns that are part of the annual fundraising plan. The plan should be proposed to the CPC Board by the Executive Director to raise money from the appropriate sources to supplement the Circle Pines Center's budget and shall carry out such projects as authorized by the Board and/or the Executive Director. The committee should also network with donors, support grant applications and other such activities that may support the plan. Fundraising for specific events, outside of the fundraising plan, should not be done without coordination with the Executive Director to make sure funds aren't being pulled away from areas of need. This will be in accordance with CPC bylaws and governance policies.

Term: Ongoing - Fiscal Year

- **Membership/Outreach Committee**

Last Revised: 03/06/23

The Membership and Outreach Committee serves Circle Pines Center's (CPC) mission by recommending ways to grow, retain, engage, diversify, and empower membership to foster a thriving and sustainable cooperative community. This will be in accordance with CPC bylaws and governance policies.

The Committee makes an affirmative commitment to increase all types of diversity in the membership and leadership of the Circle Pines community. All activities of the Membership and Outreach Committee will be conducted through the lens of equity and inclusion. The Committee may propose specific steps to actualize these ideals.

The Committee will explore what it means to be a member, taking into consideration the myriad of ways in which people connect with CPC. To support its efforts, the Committee may consider the successful efforts of other cooperative communities or nonprofits with

similar goals. The Committee will also partner with and consult with other CPC committees to coordinate membership and outreach efforts.

In accordance with the cooperative mission of CPC, the Committee will strive to increase members' sense of commitment to the community by supporting the free flow of communication between the Board, staff, and membership, and the empowerment of members to envision and plan events.

Term: Ongoing - Fiscal Year

Policy Type: Board Process

Policy Title: C9 – Governance Investment

Last Revised: May 2021

We will invest in the Circle Pines Center's Board's governance capacity.

1. We will make sure that CPC Board skills, methods and supports are sufficient to allow us to govern with excellence.
2. We will incur governance costs and time prudently, though not at the expense of endangering the development and maintenance of superior capability.
 - a. We will use training and retraining liberally to orient new directors and board candidates, as well as to maintain and increase existing directors' skills and understanding.
 - b. We will arrange outside monitoring assistance as necessary so that the CPC Board can exercise confident control over organizational performance.
 - c. We will use outreach mechanisms as needed to ensure our ability to listen to member viewpoints and values.

Policy Type: Board Management Relationship

Policy Title: D – Board Executive Director Connection

Last Revised: May 2021

The Circle Pines Center (CPC) Board’s official authority over the operations of the cooperative will be through the Executive Director.

Policy Type: Board Management Relationship

Policy Title: D1 – Unity of Control

Last Revised: May 2021

Only officially passed motions of the Circle Pines Center’s (CPC) Board are binding on the Executive Director.

1. Decisions or instructions of individual directors, officers, or committees are not binding on the Executive Director except in rare instances when the CPC Board has specifically authorized this power.
2. In the case of directors or committees requesting information or assistance without CPC Board authorization, the Executive Director can refuse any requests that, in the Executive Director’s opinion, may disrupt operations or that require too much staff time or resources.

Policy Type: Board Management Relationship

Policy Title: D2 – Accountability of the Executive Director

Last Revised: May 2021

The Executive Director is the Circle Pines Center’s (CPC) Board only link to operational achievement and conduct.

1. The Board will view Executive Director performance as organizational accomplishment of Ends and organizational operation within Executive Limitations as successful Executive Director performance.
2. The CPC Board will not instruct or evaluate any employee other than the Executive Director.

Policy Type: Board Management Relationship

Policy Title: D3 – Authority of the Executive Director

Last Revised: May 2021

The Board delegates authority to the Executive Director through written Ends and Executive Limitations policies.

1. As long as the Executive Director uses any reasonable interpretation of the Board's Ends and Executive Limitations policies, the Executive Director is authorized to establish all further policies, practices and plans for Circle Pines Center (CPC).
2. The Board will respect and accept the Executive Director's choices as long as those choices are based on reasonable interpretations of CPC Board policies.
3. If the CPC Board changes an Ends or Executive Limitations policy, the change only applies in the future.

Policy Type: Board Management Relationship

Policy Title: D4 – Evaluating the Executive Director

Last Revised: May 2021

The Circle Pines Center (CPC) Board will systematically and rigorously monitor and evaluate the Executive Director's job performance compared to expectations set forth in Board policies, as outlined below and in accordance with the procedure (See *Appendix*).

1. The CPC Board will monitor all policies that instruct the Executive Director (ED). The CPC Board can monitor any policy at any time by any method listed above but will ordinarily follow the schedule outlined in the Annual Calendar & Monitoring Schedule (see appendix).
2. Evaluation Committee (EC): Will be made up of the President (P), Vice President for

Personnel (VPP), by position, and one other member made up of a committee chair, prior past president, or other involved member. Should any of these positions live on property, or be staff, a substitute from the board will be assigned. The P and VPP will be responsible for recruiting the third member, with final approval by the Board.

3. Assessment Components: The prior year Annual Goals and Objectives document, Board (confidential) Survey, ED Self-Assessment, discussion with the EC and a written summary evaluation for the employee's file. Every three to five years the EC will do a 360 evaluation which is a deeper audit of staff, board or other stakeholders through interviews, review of evaluations and responses, surveys or whatever method seems appropriate. An external volunteer should do the staff interviews if possible. A summary will be additional material that can be added to the evaluation.
4. Annual Goals and Objectives: These will be mutually discussed and agreed upon by the EC and the ED and will be included in the report to the CPC Board. These should serve as the basis for performance evaluations, along with the ED's position description.

Appendix

(these will be links to the documents - items in **yellow** need to be created others may be in progress for updates)

- Articles of Incorporation
- Bylaws
- [Personnel Handbook & Policies](#)
- [Summer Camp Staff Manual](#)
- **Summer Camp Parent Handbook (needs review next year)**
- [Volunteer Manual \(needs review\)](#)
- Work-trade Manual - not started - need policies first
- **Annual Governance Calendar and Monitoring Schedule**
- **Annual Program Calendar**
- [Current Budget](#)
- **Current Staff Listing**
- **Current Board Listing**
- [ED Evaluation Policy and Procedure](#)
- [Social Media Policy](#)
- Prior Executive Director Evaluation/Current Goals
- **Membership Rights and Responsibilities**
- Committee Charters (Section C8)
- **Land Use Policies? - central document for those passed**
- Program Operational Handbook
- **Buttermilk Operational Policies (needs Review next year)**
- Code of Conduct Agreement form
- [Conflict of Interest Policy](#) and [Disclosure form](#)
- Executive Director Plans
 - **Emergency Executive Director Succession Plan**
 - **Rental Agreement Template & Rental Policies**
- Job Descriptions
 - [Executive Director](#)
 - [Kitchen Manager](#)
 - [Marketing Director](#)
 - Summer Camp Director
 - [Other Summer Camp Positions](#)
- Resources
 - [Rochdale Principles](#)
 - [Robert's Rules of Order](#)
 - [Monitoring Decision Tree](#)

- [Statement on the Cooperative Identity](#)