

NORTH NATOMAS TRANSIT MANAGEMENT ASSOCIATION

GOVERNANCE POLICIES

TABLE OF CONTENTS

GOVERNANCE PROCESS:

PURPOSE OF BOARD (Policy Number: GP-1) PAGE 1

GOVERNANCE FOCUS (Policy Number: GP-2) PAGE 2

BOARD JOB DESCRIPTION (Policy Number: GP-3) PAGE 3

AGENDA PLANNING (Policy Number: GP-4) PAGE 4

MEETING PROCEDURES (Policy Number: GP-5) PAGE 5

ASSOCIATION MEMBERS (Policy Number GP-6) PAGE 8

ELECTION OF BOARD MEMBERS (Policy Number: GP-7) PAGE 9

ELECTION OF BOARD OFFICERS (Policy Number: GP-8) PAGE 10

ROLE OF THE BOARD PRESIDENT (Policy Number: GP-9) PAGE 11

ROLE OF OTHER BOARD OFFICERS (Policy Number: GP-10) PAGE 12

BOARD MEMBERS' CODE OF CONDUCT (Policy Number: GP-11) PAGE 13

BOARD COMMITTEE PRINCIPLES (Policy Number: GP-12) PAGE 15

BOARD COMMITTEE CHAIRS (Policy Number: GP-13) PAGE 16

BOARD TRAINING, ORIENTATION (Policy Number: GP-14) PAGE 17

REVIEW OF INTERNAL RECORDS (Policy Number: GP-15) PAGE 18

BOARD MEMBER COMPENSATION (Policy Number GP-16) PAGE 19

BOARD-STAFF LINKAGE:

BOARD-EXECUTIVE RELATIONSHIP (Policy Number: BL-1) PAGE 20

BOARD-GENERAL COUNSEL RELATIONSHIP (Policy Number: BL-2) PAGE 21

UNITY OF CONTROL (Policy Number: BL-3) PAGE 22

DELEGATION TO THE EXECUTIVE (Policy Number: BL-4) PAGE 23

EVALUATING THE EXECUTIVE'S PERFORMANCE (Policy Number: BL-5) PAGE 24

EXECUTIVE EXPECTATIONS:

HEALTHY WORK ENVIRONMENT (Policy Number EE-1). PAGE 25

EMPLOYEE PRIVACY (Policy Number: EE-2). PAGE 26

PROTECTION OF ASSETS (Policy Number: EE-3). PAGE 27

FINANCIAL REPORTS (Policy Number: EE-4) PAGE 28

BOARD POLICY

Category: **Governance Process**

Title: **PURPOSE OF BOARD**

Date of Adoption: June 3, 2004

Policy Number: **GP-1**

Revision:

The Board of Directors (the "Board") governs the North Natomas Transportation Management Association (the "Association") and operates under all applicable statutes and laws.

The purpose of the Board of Directors is to:

- a) Identify and define the purpose, values and vision of the Association, along with the results that the Association is to achieve, and communicate them in the form of policy.
- b) Identify and define those results or conditions of the Association that are acceptable and not acceptable to the Board and communicate them in the form of policy.
- c) Make certain operational decisions as are designated by law.
- d) Hire, evaluate, and terminate the executive director.

Monitoring method: Board report
Frequency: Annual

BOARD POLICY

Category: **Governance Process**

Title: **GOVERNANCE FOCUS**

Date of Adoption: June 3, 2004

Policy Number: **GP-2**

Revision:

The Board will govern with an emphasis on (a) outward vision rather than internal preoccupation, (b) encouragement of diversity in viewpoints, (c) strategic leadership more than administrative detail, (d) clear distinction of Board and executive director roles, (e) collaborative rather than individual decisions, and (f) proactivity rather than reactivity.

Specifically:

- a) The Board will cultivate a sense of group responsibility. The Board will be responsible for excellence in governing. The Board will be an initiator of policy. The Board will use the expertise of individual members to enhance the ability of the Board as a body.
- b) The Board will direct, evaluate and inspire the organization through the careful establishment of written policies reflecting the Board's values. The Board's major policy focus will be on the intended long-term impacts outside the organization.
- c) The Board will establish and adhere to the standards needed to govern with excellence. Standards will apply to matters such as attendance, preparation for meetings, policymaking principles, courtesy, and ensuring the continuance of governance capability.
- d) Continual Board development will include orientation of new Board members in the Board's governance policies and processes, periodic re-orientation of existing Board members, and regular Board discussion of process improvement.
- e) The Board will regularly discuss and evaluate its performance. Self-monitoring will include comparison of Board activities and discipline to policies adopted by the Board. It will be up to the Board president to determine the appropriate manner of this feedback and evaluation.

Monitoring method: Board report

Frequency: Semi-annual

BOARD POLICY	
Category: Governance Process	Title: BOARD JOB DESCRIPTION
Date of Adoption: June 3, 2004	Policy Number: GP-3
Revision:	

The specific job duties of Board members as elected representatives are to ensure appropriate organizational performance.

Specifically, the Board shall:

- a) Produce and maintain written policies that ensure high quality of governance and clear roles in decision-making between Board and staff.
- b) Regularly monitor and evaluate the performance of the executive director.
- c) Develop and use outreach mechanisms to ensure the Board hears the strategic viewpoints and values of the Association's members and other interested stakeholders.
- d) Adopt the budget on an annual basis.
- e) Conduct a semi-annual budget review.
- f) Contract with an external independent auditor to audit the organization's finances and procedures; such audits are to be performed on an annual basis.
- g) Take other such actions as required by the organization's bylaws, or as may be required by law.

Monitoring method: Board report

Frequency: Annual

BOARD POLICY

Category: **Governance Process**

Title: **AGENDA PLANNING**

Date of Adoption: June 3, 2004

Policy Number: **GP-4**

Revision:

To accomplish its strategic leadership consistent with Board policies, the Board will develop and follow an annual work plan that ensures the Board (a) focuses on the results the Board wants the organization to achieve, (b) defines the conditions of the Association that it considers acceptable and unacceptable; c) meets its other obligations as stated by law or policy; and (d) continually improves its performance through education, feedback, and deliberation.

Specifically:

- a) The Board will agree in advance on the topics and issues that it wishes to explore and create an annual work plan to guide Association staff in preparing the agendas for regular Board meetings and committee meetings.
- b) Education related to determining the desired results will be arranged so that it enables the Board sufficient time for deliberations prior to the adoption of its annual budget.
- c) Members of the Board and the executive director may place matters on Board agendas. Prior to placing an item on the agenda, a Board member shall notify the Board president (or committee chairs, in the case of committee meetings or both, as appropriate). When a Board member invites people to speak at a Board or committee meeting, the Board member will notify the Board president or committee chair, as appropriate. As a general practice, the Board president (or committee chairs, in the case of committee meetings) and executive director shall coordinate when an item is placed on the agenda.
- d) Items will be submitted for the Board agenda in writing at least 7 days in advance of the Board meeting at which the proposed item will be introduced.
- e) Items may be placed on the agenda on either the consent calendar or the discussion calendar. An item placed on the consent calendar may be moved from the consent calendar to the discussion calendar at the request of any Board member during a Board meeting prior to the vote to approve the agenda.
- f) The Board president shall ensure that the Board's agendas meet the goals of the annual calendar.
- g) The executive director and the Board president shall prepare and issue an agenda for each regular meeting of the Board. The executive director, in coordination with the committee chairs, shall prepare and issue an agenda for each Board committee meeting.

Monitoring method: Board report

Frequency: Annual

BOARD POLICY

Category: **Governance Process**

Title: **MEETING PROCEDURES**

Date of Adoption: June 3, 2004

Policy Number: **GP-5**

Revision:

The Board shall conduct its meetings in accordance with Robert's Rules of Order (current edition).

Specifically:

- a) A majority of the Board shall constitute a quorum. No business shall be acted upon until a quorum is present. No business shall be conducted when the number of members is reduced below a quorum with the exception of information items.
- b) The president of the Board shall preside over Board meetings. In the absence of the president, the vice president of the Board shall preside at meetings. In the absence of both the president and the vice president, the members of the Board attending the meeting shall choose a president pro tem who shall preside at the meeting.
- c) It is the policy of the Board to permit at regular meetings a limited amount of comment by members of the public on agenda items and items of interest to the public that are within the Board's jurisdiction. Any person desiring to address the Board on an agenda item shall file with the president a written request for permission to address the Board, prior to the time the matter is called. Public comment shall be limited to three minutes.
- d) Members of the public may make brief presentations to the Board. At the discretion of the president, presentations may last up to 10 minutes. The president shall review all presentation requests so received and direct the executive director to list on the Board's agenda, under information items and/or presentations, those items which the president deems to be proper areas for discussion or action by the Board. Presentation requests must be received by the Board office at least two weeks prior to the desired Board meeting date. Presentation requests may be initiated in writing by any individual and submitted to the Board president. Requests must state the following information:
 - (1) Subject matter
 - (2) Presenter's name, address and telephone number
 - (3) Any action(s) which the requestor wishes the Board to take
 - (4) Amount of time requested, not to exceed 10 minutes
 - (5) Desired Board meeting date
- e) In the event that any meeting of the Board is willfully interrupted or disrupted by a person or by a group or groups of persons so as to render the orderly conduct of the meeting infeasible, the president may, unless there is an objection by a majority of the Board members present, order the person, group or groups of persons willfully interrupting the meeting to leave the meeting or be removed from the meeting.
- f) The executive director shall mail a copy of the minutes of each regular or special meeting to each member of the Board with the next regular meeting agenda packet. The minutes of the preceding meeting shall not be read at any Board meeting unless a member of the Board shall

request it, but the president shall inquire whether there are corrections to the minutes and shall order them approved without reading after any corrections ordered have been made.

- g) The minutes of the Board shall be kept by the executive director, and maintained in a loose-leaf minute book with pages consecutively numbered. The minutes of each meeting shall be signed by the secretary and by the officer who presided at the meeting reported in the minutes after such minutes have been approved. The executive director is charged with the custody of all papers, books and documents of the Board and shall make the same available for public inspection at all reasonable times.
- h) Meetings of the Board, or of Board committees consisting of a majority of Board members, must be publicly noticed at least 72 hours in advance in accordance with the Ralph M. Brown Act.
- i) Matters not on the agenda for a regular meeting shall not be considered by the Board at that meeting except (1) upon determination by a majority of the Board that an emergency situation exists, severely impairing public health and/or safety, or (2) upon a determination by a two-thirds vote of the Board or by a unanimous vote if less than two-thirds of the members are present, that the need to take action arose subsequent to the agenda being posted, or (3) as otherwise permitted under the Ralph M. Brown Act.
- j) Whenever the Board fails to take action on an item on the Board's agenda, the Board shall set a date for reconsideration of the item. If for any reason the Board fails to set such a date, the executive director shall list all such items as a "pending item" on the action item section of the regular agenda for which the executive director is accepting items.
- k) When any member is about to speak, he or she shall seek recognition to speak from the president; and when two or more members address the president at the same time, the president shall name in which order they shall speak.
- l) The president shall recognize members of the Board who desire to speak. Once the president has recognized the right of the Board member to speak, the president shall protect the speaker from disturbance or interference.
- m) The president shall not recognize a member to speak again, except to answer questions, until all other Board members have had an opportunity to be heard. All members shall have an opportunity to speak before the president may enter debate on a regular item.
- n) A resolution, or any other action of the Board, may be proposed by any member including the president, by a motion to adopt. Such a motion if seconded by a member, including the president, shall be on the floor and must be considered. If not seconded, the motion is lost for lack of a second, and shall be so declared by the president.
- o) A motion on the floor (with a second) may be amended at any time before adoption or rejection by an amendatory motion made by any member including the president. An amendatory motion may be in the form of a substitute motion so that it replaces the original motion and can be adopted by a single vote, or it may be phrased so as to amend the original motion; if the substitute motion fails to carry, the original motion will then be voted upon; if the amendment is separately voted upon and is not adopted, the original motion will then be voted upon; if the amendment is adopted, the original motion as amended will then be voted upon.
- p) A motion may be withdrawn by the maker at any time before adoption or rejection with the consent of the second. The second to a motion may be withdrawn by the seconding member at any time before adoption or rejection of the motion; the motion will then be lost for lack of a second and so declared by the president unless seconded by another member.

- q) After a motion has been seconded, any member may discuss or comment on the subject of the motion. When no member wishes to discuss or comment further, the president shall call for a vote on the motion.
- r) At any time after a motion has been seconded, any member who has the floor, including the president, may call for the question if he or she deems discussion is no longer productive. The president shall then state, "The question has been called for." If four members, one of whom may be the president then concur, the president will forthwith call for a vote on the motion. If less than four members concur, discussion of the motion will then continue until the question is again called for or discussion terminates and a vote is called for by the president.
- s) At any time after a motion has been seconded, any member, including the president, may move to table the motion. If the tabling motion is seconded, the president will forthwith call for a vote on the tabling motion. If the tabling motion is adopted, the original motion will remain on the floor but may not again be considered at the meeting at which the tabling motion was adopted except following the adoption of a motion to remove the original motion from the table. The original motion may be considered and voted upon at the next regular meeting of the Board unless again tabled. If not considered at such meeting, it will be deemed lost. If the tabling motion is not adopted, consideration of the original motion will continue as prescribed in these rules. For the purposes of this section, if the Board recesses the meeting at which a motion has been tabled, the reconvened meeting shall be considered a separate meeting and the original motion may be considered and voted upon.
- t) A motion to reconsider the vote may be made by any member who voted with the prevailing side. No question can be twice reconsidered unless it was amended after its first consideration. A motion to reconsider the vote may be made only at the meeting at which the original vote was taken or, if the Board recesses such meeting, at the reconvened meeting.
- u) The roll need not be called in voting upon a motion except where specifically required by law or requested by a member. If the roll is not called, in the absence of objection the president may order the item approved.
- v) A decision of the president with respect to the interpretation, applicability or enforcement of these rules may be overruled by majority vote of the Board.
- w) Any permanent rule of the Board may be suspended temporarily by a majority of the Board, provided that such temporary suspension shall apply only to the matter under immediate consideration, and in no case shall it extend beyond an adjournment.

BOARD POLICY

Category: **Governance Process**

Title: **ASSOCIATION MEMBERSHIP**

Date of Adoption: June 3, 2004

Policy Number: **GP-6**

Revision:

Any person or organization paying an assessment to the North Natomas Transportation Management Association Community Facilities District is a member of the Association.

As used in these policies, the term “member” does not indicate statutory membership in the Association as defined in the California Corporations Code, sections 5000 et seq. Accordingly, while the Board seeks to ensure broad representation of the Association’s membership, members do not hold the powers set out in California’s Nonprofit Corporation Law, including but not limited to: the right to vote on changes in the articles of incorporation or bylaws, remove directors, call meetings, approve actions of the Association, or vote on any other Association matter.

BOARD POLICY

Category: **Governance Process**

Title: **ELECTION OF BOARD MEMBERS**

Date of Adoption: June 3, 2004

Policy Number: **GP-7**

Revision: August 4, 2004

The Board of Directors shall elect its members under the following conditions:

- a) Elections to the Board shall occur at an annual meeting of the Association or as necessary to fill vacancies on the Board.
- b) Directors shall be elected by a majority vote of the directors then in office.
- c) Nominations to the Board may be made either by a Board nominating committee or by an individual Board member. A Board nominating committee shall be appointed at the first Board meeting following the opening of any vacancy on the Board.
- d) In nominating and electing directors, the Board shall strive to ensure that residents, developers, and business owners are each represented adequately. It is presumed that as the North Natomas community is built out and developers become less active, the representation of developers on the Board will diminish. Similarly, as the population of residents and business owners increases, it is expected that their representation on the Board will increase.
- e) In nominating and electing directors, the Board shall strive to open Board membership to candidates from a diverse range of geographic areas within North Natomas.
- f) Only members of the Association or representatives of members may serve as Directors.
- g) Each director shall be elected for a term of three years or until his or her successor is elected and installed.
- h) Each director shall serve for no more than three consecutive terms. After one term has elapsed, former directors shall be eligible to serve again.

Monitoring method: Board report

Frequency: Annual

BOARD POLICY

Category: **Governance Process**

Title: **ELECTION OF BOARD OFFICERS**

Date of Adoption: June 3, 2004

Policy Number: **GP-8**

Revision:

The Board shall elect each year four Board officers – a president, vice president, secretary and treasurer – to preside over it, under the following terms and conditions:

- a) Any number of offices may be held by a person, except that the same person may not serve as president while holding another board office.
- b) The nominations for and selection of Board officers for the ensuing year shall be accomplished immediately after the election of directors at the annual meeting.
- c) The Board officers shall be elected upon a vote of a majority of Board members voting in approval.
- d) The terms of Board officers shall be for a period of one year or until such time as a successor has been selected pursuant to these rules.
- e) The president and vice president may serve no more than two consecutive one-year terms.
- f) In the event that the office of any Board officer becomes vacant, the Board, within 30 days from the date of such vacancy, will select one of its members to fill the term of that office.
- g) Any Board officer shall be recalled upon a vote of a majority of Board members voting to recall. Nomination and election of a new officer shall occur within 30 days from the date of the vote to recall.

Monitoring method: Board report

Frequency: Annual

BOARD POLICY

Category: **Governance Process**

Title: **ROLE OF THE BOARD PRESIDENT**

Date of Adoption: June 3, 2004

Policy Number: **GP-9**

Revision:

The president of the Board shall assure the integrity of the Board's processes and, secondarily, assure Board representation to outside parties:

Specifically:

- a) The president shall ensure that the Board behaves consistently with its own rules and policies, and those legitimately imposed on it from outside the organization.
- b) The president shall ensure that meeting discussion focuses on those issues which, according to Board policy, belong to the Board to decide.
- c) The president shall ensure that deliberation is fair, open and thorough, but also timely, orderly and kept to the point.
- d) The president shall select committee chairs and committee members.
- e) The president shall schedule and coordinate the annual process of evaluating the executive director.
- f) The president shall ensure that the Board's agendas meet the goals of the annual work plan.
- g) The president shall ensure that the Board regularly monitors its activities, such as fulfilling the annual work plan, Board training, and adherence to policies.
- h) The president shall preside over and facilitate Board meetings.
- i) The president has no authority to supervise or direct the executive director, apart from authority expressly granted him or her by the Board.
- j) Any responsibility of the Board that is not specifically assigned to another Board member is the responsibility of the Board president.
- k) The president may delegate his or her authority, but remains accountable for its use.

Monitoring method: Board report

Frequency: Annual

BOARD POLICY

Category: **Governance Process**

Title: **ROLE OF OTHER BOARD OFFICERS**

Date of Adoption: June 3, 2004

Policy Number: **GP-10**

Revision: August 4, 2004

The vice president, treasurer, and secretary of the Board shall assist the president in carrying out the policies and functions of the Board.

Specifically:

- a) In the absence or disability of the president, the vice-president shall perform all the duties of the president and when so acting, shall have all powers of, and be subject to all the restrictions upon, the president. The vice president shall have other powers and duties as may be prescribed by the Board of Directors.
- b) The Treasurer shall serve as a direct connection between the Board of Directors and the Executive Director in regard to the financial affairs of the Association. The Treasurer is to assist the Board in staying well informed about the Association's financial affairs and help to ensure that financial matters requiring the attention of the Board are placed on the meeting agenda. To fulfill this role, the Treasurer shall confer with the Executive Director or the Executive Director's designee prior to creation of Board meeting agendas.
- c) The Secretary shall serve as a direct connection between the Board of Directors and the Executive Director in regard to the minutes of the Association. The Secretary is to help ensure the Board meeting minutes are accurately prepared. To fulfill this role, the Secretary shall confer with the Executive Director or the Executive Director's designee prior to the distribution of the minutes of the previous Board meeting. After the minutes have been approved by the Board, the Secretary shall sign the minutes to indicate that approval.

Monitoring method: Board report

Frequency: Annual

BOARD POLICY

Category: **Governance Process**

Title: **BOARD MEMBERS' CODE OF CONDUCT**

Date of Adoption: June 3, 2004

Policy Number: **GP-11**

Revision:

The Board commits itself and its members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members. Board members must avoid even the appearance of impropriety to ensure and maintain public confidence in the Association.

Specifically:

- a) Board members shall conduct themselves in accordance with all laws.
- b) Board members shall conduct themselves with civility and respect at all times with one another, with staff, and with members of the public.
- c) Board members shall demonstrate loyalty to the interests of the organization. This supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other Boards or staffs. It also supersedes the personal interest of any Board member acting as a consumer of the organization's activities.
- d) Board members must disclose any position of authority they hold with – or investment in – a business that contracts with the Association or a business that is of the type which has contracted with the Association or with which the Association is considering a contract.
- e) Board members may neither give nor accept gifts, entertainment or other benefit of more than a nominal value to or from a supplier, government official, or other organization. Board members may accept meals and refreshments if they are infrequent, are of nominal value, and are in connection with business discussions. Board members should inform anyone doing or desiring to do business with the Association that all gifts other than advertising novelties are discouraged.
- f) Board members may not attempt to exercise individual authority over the organization except as explicitly set forth in Board policies.
- g) Board members must recognize the lack of authority vested in them as individuals in their interactions with the executive director or with staff, except where explicitly Board authorized.
- h) In their interactions with the public, press or other entities, Board members must recognize the same limitation and the inability of any Board member to speak for the Board except to repeat explicitly stated Board decisions.
- i) Board members shall at all times endeavor to express their individual opinions in a responsible manner, without causing undue harm to the Association or to their relationships with other Board members or staff.
- j) Board members are at liberty to exercise their individual freedom of expression, so long as the exercise of this freedom does not put the Association at a legal disadvantage.

- k) In accordance with the Ralph M. Brown Act, a majority of Board members shall not meet outside of publicly noticed meetings to hear, discuss or deliberate on any matter within the Association's jurisdiction.
- l) Any performance evaluations shall be performed in a closed session in accordance with the Ralph M. Brown Act.
- m) As required by law, members will respect the confidentiality appropriate to issues regarding personnel, real estate transactions, proprietary matters, and attorney-client privileged communications.
- n) Members will be properly prepared for Board deliberations.
- o) Board members shall regularly attend meetings. Failure to attend at least six meetings per year, or failure to attend three meetings in a row, shall be grounds for removal from the Board.

Monitoring method: Board report
Frequency: Semi-annual

BOARD POLICY

Category: **Governance Process**

Title: **BOARD COMMITTEE PRINCIPLES**

Date of Adoption: June 3, 2004

Policy Number: **GP-12**

Revision:

The Board may determine, by a resolution adopted by a majority of directors then in office, to establish one or more standing committees or ad hoc committees. Standing committees shall assist the Board in its ongoing work and activities. Ad hoc committees shall be used for a limited duration to address a specific topic of interest to the Board.

All committees shall consist of one or more directors. Committees that consist of a majority of Board members are subject to the Ralph M. Brown Act. A committee consisting of less than a majority of Directors is not subject to the Ralph M. Brown Act.

Each committee shall operate with a clear designation of its members, a chair, and a statement describing the committee's purpose.

Standing committees shall be reviewed at least annually by the Board to determine whether they should continue.

Specifically:

- a) Committees will ordinarily assist the Board by gaining education, considering alternatives and implications, and preparing policy alternatives.
- b) Committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes.
- c) Committees cannot exercise authority over staff nor interfere with the delegation from the Board to the executive director. Because the executive director works for the full Board, he or she will not be required to obtain approval of a committee before an executive action.
- d) It is encouraged that all committees have at least two Board members. All committees shall have at least one Board member. Persons who are not Board members may serve on committees.
- e) Regardless of whether they are members of the committee, all Board members are encouraged to participate in committee meetings, subject to the limitations of the Ralph M. Brown Act. Specifically, if a majority of Board members are present at a committee meeting, that meeting must be noticed and conducted in accordance with the Brown Act.
- f) This policy applies to any group which is formed by Board action. It does not apply to committees formed under the authority of the executive director.

Monitoring method: Board report

Frequency: Annual

BOARD POLICY

Category: **Governance Process**

Title: **BOARD COMMITTEE CHAIRS**

Date of Adoption: June 3, 2004

Policy Number: **GP-13**

Revision:

Board members are encouraged to serve as committee chairs, although persons who are not Board members may also serve as committee chairs. The committee chairs shall preside over and facilitate committee meetings.

Specifically:

- a) In the case of standing committees, the committee chairs shall develop and adhere to an annual calendar of committee meetings.
- b) Committee chairs shall ensure that committee meetings focus on those issues which, according to Board policy, belong to the Board to decide.
- c) Committee chairs shall ensure that discussion is fair, open and thorough, but also timely, orderly, and kept to the point.
- d) Committee chairs shall ensure that the committee results are communicated to the Board at the Board meeting following the committee meeting, as necessary.
- e) Committee chairs shall schedule and cancel meetings.
- f) Committee chairs shall review the committee agenda prior to the issuance of that agenda.

Monitoring method: Board report

Frequency: Annual

BOARD POLICY	
Category: Governance Process	Title: BOARD TRAINING, ORIENTATION
Date of Adoption: June 3, 2004	Policy Number: GP-14
Revision:	

Because poor governance costs more than learning to govern well, the Board will invest in its governance capacity and ensure that its skills are sufficient to assure excellence in governance.

Specifically:

- a) New Board members shall receive training and orientation in Board governance, policies and procedures.
- b) New Board members shall receive an orientation in the Association's 5-year business plan.

Monitoring method: Board report

Frequency: Annual

BOARD POLICY

Category: **Governance Process**

Date of Adoption: June 3, 2004

Revision:

Title: **BOARD REVIEW OF INTERNAL RECORDS**

Policy Number: **GP-15**

Board members may review any record of the Association at any time, so long as confidentiality requirements are followed.

Specifically:

- a) Board member requests to inspect Association records shall be forwarded to the executive director, who will provide the requested files for review.
- b) No confidential or original documents shall be taken from the Association's premises except with the authorization of the executive director.
- c) Board members shall follow the same confidentiality requirements applicable to Association employees dealing with such files. Employee personnel files will not be subject to Board member review except as permitted by law.
- d) The executive director shall maintain a log of all copies of documents requested by Board members. The log will be available for inspection by members of the Association during working hours.

Monitoring method: Board report

Frequency: Annual

BOARD POLICY	
Category: Governance Process	Title: BOARD MEMBER COMPENSATION
Date of Adoption: June 3, 2004	Policy Number: GP-16
Revision:	

Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement of expenses, as may be determined by the Board of Directors to be just and reasonable.

Monitoring method: Board report

Frequency: Annual

BOARD POLICY

Category: **Board-Staff Linkage**

Title: **BOARD-EXECUTIVE RELATIONSHIP**

Date of Adoption: June 3, 2004

Policy Number: **BL-1**

Revision:

The Board of Directors is the policy-making body of the North Natomas Transportation Management Association. The Board operates under all applicable statutes and laws.

The Board of Directors is responsible for the following:

- a) Identify and define the purpose, values and vision of the Association, along with the results that the Association is to achieve, and communicate them in the form of policy.
- b) Identify and define those results or conditions of the Association that are acceptable and not acceptable to the Board and communicate them in the form of policy.
- c) Hire, evaluate, and terminate the executive director.

The executive director is responsible for the following:

- a) Within the constraints of the budget, administer staff (including hiring and terminating of all employees), and administer the operations and business affairs of the Association.
- b) Achieve the results established by the Board within the appropriate and ethical standards of business conduct set by the Board.
- c) Attend meetings of the Board and report on the general affairs of the Association, and keep the Board advised as to the needs of the Association.
- d) Interact with the public and other government agencies, pursuant to policies adopted by the Board. The executive director shall assure, in cooperation and consultation with the Board, that the Association is appropriately represented in the community it serves.
- e) Perform other responsibilities as may be delegated by the Board either by resolution or through the executive director's contract of employment.

Monitoring method: Board report

Frequency: Annual

BOARD POLICY

Category: **Board-Staff Linkage**

Date of Adoption: June 3, 2004

Revision:

Title: **BOARD-GENERAL COUNSEL
RELATIONSHIP**

Policy Number: **BL-2**

The general counsel provides legal counsel to the Association and, as appropriate in representing the Association, to the Board. The general counsel reports both to the Board and to the executive director.

The Board of Directors is ultimately responsible for hiring and terminating the general counsel. As a general practice, the Board and the executive director shall participate jointly in hiring and terminating the general counsel.

With respect to the Board, the general counsel shall:

- a) Give his or her advice or opinion whenever he or she deems necessary or when required by the Board.
- b) Inform the Board of material legal issues impacting the Association or the Board.
- c) When necessary, act independently of the executive director.
- d) Provide counsel to the Board and individual Board members with regard to conflict-of-interest issues.
- e) Provide counsel to the Board and individual Board members with regard to other ethical matters.
- f) Assist the Board and Board members in complying with applicable statutes and laws.
- g) The general counsel shall comply with the California Rules of Professional Conduct including those rules concerning the representation of organizations and the avoidance of conflicts of interest.

Monitoring method: Board report

Frequency: Annual

BOARD POLICY	
Category: Board-Staff Linkage	Title: UNITY OF CONTROL
Date of Adoption: June 3, 2004	Policy Number: BL-3
Revision:	

Only decisions of the Board acting as a body are binding on the executive director and the general counsel.

Specifically, in or out of the Board meeting:

- a) Decisions or instructions of individual Board members, officers, or committees are not binding on the executive director or general counsel except in instances when the Board has specifically authorized such exercise of authority.
- b) In the case of Board members or committees requesting information or assistance without Board authorization, the executive director and/or general counsel must refuse such requests that require, in their opinion, a material amount of staff time, or funds, or are disruptive.
- c) Board members may communicate directly with Association employees or contractors. However, the Board as a body and the Board members will never give direction to persons who report directly or indirectly to the executive director, with the exception of the general counsel. If individual Board members are dissatisfied with the response they receive, they may seek a resolution by the Board.
- d) The Board as a body will refrain from evaluating, either formally or informally, the job performance of any staff other than the executive director and the general counsel.

Monitoring method: Board report

Frequency: Annual

BOARD POLICY

Category: **Board-Staff Linkage**

Title: **DELEGATION TO THE EXECUTIVE**

Date of Adoption: June 3, 2004

Policy Number: **BL-4**

Revision:

The Board will instruct the executive director through written policies that define the results that the organization is to achieve, and which describe the delegation of authority to the executive director.

Specifically:

- a) The Board shall identify and define those results or conditions of the Association that are acceptable and not acceptable to the Board and communicate them in the form of policy.
- b) The Board delegates to the executive director the authority to: 1) enter into or terminate contracts valued at \$15,000 or less; 2) shift funds between budgeted programs so long as the integrity of the programs is preserved; and 3) draw up to a total of \$15,000 per year from the Association's reserve budget to maintain the integrity of budgeted programs.
- c) The executive director is authorized to make all decisions, take all actions, establish all practices, and develop all activities consistent with the policies approved by the Board.
- d) The executive director must bring to the Board's attention circumstances that affect the policies and goals established by the Board and may request the Board to take appropriate actions.
- e) The Board may change its delegation to the executive director at any time, subject to the conditions of the Board's contract with the executive director, thereby expanding or limiting the authority of the executive director. But as long as any particular delegation is in place, the Board will abide by the executive director's decisions in those areas that are delegated to him or her.

Monitoring method: Board report

Frequency: Annual

BOARD POLICY

Category: **Board-Staff Linkage**

Date of Adoption: June 3, 2004

Revision:

Title: **EVALUATING THE EXECUTIVE'S PERFORMANCE**

Policy Number: **BL-5**

The executive director's job performance shall be evaluated by comparing the organization's results, operations and the executive director's personal performance to the policies established by the Board.

Specifically:

- a) The Board shall evaluate the executive director's performance on an annual basis.
- b) The evaluation will be based on an evaluation of the organization's performance and the executive director's personal performance against the results established by the Board.
- c) The Board will use data to determine the degree to which Board policies are being met.
- d) All policies that instruct the executive director shall be monitored at a frequency and by a method chosen by the Board. The Board can monitor a policy at any time by any method, but ordinarily will depend on a schedule developed by the Board.

Monitoring method: Board report

Frequency: Annual

BOARD POLICY	
Category: Executive Expectations	Title: HEALTHY WORK ENVIRONMENT
Date of Adoption: June 3, 2004	Policy Number: EE-1
Revision:	

The Board and staff have a duty to provide a healthy, safe and positive work environment.

Specifically:

- a) The Board and staff shall not discriminate or harass based on race, color, religion, sex, sexual orientation, age, national origin, disability, veteran status, or any other factors unrelated to the Association's legitimate interests.
- b) The Board and staff will not tolerate sexual advances or comments, or any other conduct that creates an intimidating or otherwise offensive environment. Similarly, the use of racial or religious slurs, or any other remarks, jokes or conduct that encourage or permit an offensive environment will not be tolerated.
- c) The Board and staff will not tolerate threats of violent behavior or possession of a weapon.
- d) The Board and staff will not tolerate the use, distribution, sale or possession of alcohol, drugs, or any controlled substance on the Association's premises or while on business for the Association.

Monitoring method: Board & Executive report

Frequency: Annual

BOARD POLICY	
Category: Executive Expectations	Title: EMPLOYEE PRIVACY
Date of Adoption: June 3, 2004	Policy Number: EE-2
Revision:	

The Board and staff have a duty to protect employee privacy and other confidential information.

Specifically:

- a) Board members and staff with access to any confidential information, including private employee information, are responsible for acting with integrity.
- b) The only information about employees that the Association collects is that which relates to their employment. Access to this information is limited to people with a need to know, and any release of the information to others must be authorized in advance by either the executive director or the president of the Board.
- c) Personal information is released outside the Association only with employee approval, except to verify employment or to satisfy legitimate investigatory or legal requirements.

Monitoring method: Board report

Frequency: Annual

BOARD POLICY	
Category: Executive Expectations	Title: PROTECTION OF ASSETS
Date of Adoption: June 3, 2004	Policy Number: EE-3
Revision:	

The Board and staff have a duty to protect the Association's assets.

Specifically:

- a) Board members and staff must demonstrate sound cost control and follow vigorous procurement standards, including competitive bidding. Acquisition of goods and services must be at the best possible value, considering price, quality and the Association's needs.
- b) Board members and staff may not use Association employees, materials, equipment or other assets for any unauthorized purpose.
- c) Assets must be periodically tracked and inventoried, with appropriate action taken if there are losses.
- d) The Association's reserve shall not be less than 25% of its total annual budgeted expenses.

Monitoring method: Board report

Frequency: Annual

BOARD POLICY	
Category: Executive Expectations	Title: FINANCIAL REPORTS Policy Number: EE-4
Date of Adoption: June 3, 2004	
Revision:	

The Board and staff must keep accurate and up-to-date financial records.

Specifically:

- a) The Association's financial statements, and all books and records on which they are based, must accurately reflect all of the organization's transactions.
- b) All disbursements and receipts of funds must be properly authorized and recorded.
- c) No undisclosed or unreported fund may be established for any purpose.

Monitoring method: Board report

Frequency: Annual