



CLHO Board of Directors Responsibilities and Policies

2021-2022

Individual Board Member Responsibilities

GENERAL EXPECTATIONS

1. Know the organization's mission, purposes, goals, policies, programs, services, strengths and needs
2. Provide the Governance Committee with names of potential board and committee members
3. Undertake special assignments willingly when asked
4. Do not base decisions on unsubstantiated information
5. Keep abreast of trends in the field
6. Bring a sense of humor to board and committee meetings
7. Serve as an advocate for CLHO; greet and attend to needs of program speakers and participants
8. Serve on at least one committee and/or task group
9. Be responsive to your fellow board members and reply to emails and phone calls promptly
10. Complete designated tasks in timely manner

FINANCIAL RESPONSIBILITIES

1. Demonstrate support of the organization by maintaining at least an individual CLHO Membership
2. Attend CLHO programs and pay registration fees for Annual Conference, and other fee-based programs; follow Program Payment Policy (*revised policy forthcoming*).
3. Make a monetary donation to the Annual Appeal or other CLHO fundraiser; the CLHO standard is 100% Board participation
4. Assist the organization and staff by participating in fund raising strategies and activities
5. Be alert and proactive to funding opportunities

FIDUCIARY RESPONSIBILITY

1. Faithfully read and understand the organization's financial statements and otherwise help the Board fulfill its fiduciary responsibility
2. Exercise prudence in the control and transfer of funds (if applicable to your role)

MEETINGS

1. Prepare for and participate in Board, Executive Committee (if applicable to your role), and TAG or committee meetings
2. Ask timely and substantive questions
3. Support the majority decision
4. Maintain confidentiality of the Board's executive decisions; adhere to Confidentiality Policy
5. Suggest agenda items for board and committee meetings to ensure that significant issues are addressed

RELATIONSHIPS WITH STAFF

1. Counsel the Executive Director as appropriate and offer support
2. Avoid making last-minute requests and asking for special favors of the staff
3. Reply to emails and phone calls from staff promptly and complete requested tasks

AVOIDING CONFLICT

1. Serve the organization as whole, rather than special interest groups
2. Abide by CLHO's Conflict of Interest Policy
3. Maintain independence and objectivity and do what fairness, ethics and personal integrity dictate
4. Never accept or offer favors or gifts from or to anyone who does business with the organization

The Responsibilities and Hallmarks of Non-Profit Boards

THE BASIC RESPONSIBILITIES OF NON-PROFIT BOARDS

1. Determine the organization's mission and purpose: A statement of mission and purposes should articulate the organization's goals, means, and primary constituents served. It is the Board of Directors' responsibility to create the mission statement and review it periodically for accuracy and validity. Each individual board member should fully understand and support it.
2. Select the chief executive: Boards must reach consensus on the chief executive's job description and undertake a careful search process to find the most qualified individual for the position.
3. Support the chief executive and assess his/her performance: The Board should ensure that the chief executive has the moral and professional support he or she needs to further the goals of the organization. The chief executive, in partnership with the entire board, should decide upon a periodic evaluation of the chief executive's performance.
4. Ensure effective organizational planning: As stewards of an organization, boards must actively participate with the staff in an overall planning process and assist in implementing the plan's goals.
5. Ensure adequate human and financial resources: One of the Board's foremost responsibilities is to provide adequate resources for the organization to fulfill its mission. The Board should work in partnership with the chief executive and development staff, if any, to raise funds from the community.
6. Manage human and financial resources effectively: The Board, in order to remain accountable to its donors, the public, and to safeguard its tax-exempt status, must assist in developing the annual budget and ensuring that proper financial controls are in place.
7. Determine, monitor and strengthen the organization's programs and services: The Board's role in this area is to determine which programs are the most consistent with an organization's mission, and to monitor their effectiveness.
8. Enhance the organization's public standing: An organization's primary link to the community, including constituents, the public, and the Media, is the Board. Clearly articulating the organization's mission, accomplishments, and goals to the public, as well as garnering support from important members of the community, are important elements of a comprehensive public relations strategy.
9. Ensure legal and ethical integrity and maintain accountability: The Board is ultimately responsible for ensuring adherence to legal standards and ethical norms. Solid personnel policies, grievance procedures, and a clear delegation to the chief executive of hiring and managing employees will help ensure proper decorum in this area. The Board must establish pertinent policies, and adhere to provisions of the organization's bylaws and articles of incorporation.
10. Recruit and orient new board members and assess board performance: All Boards have responsibility to articulate and make known their needs in terms of member experience, skills, and many other considerations that define a "balanced" board composition. Boards must also orient new board members to their responsibilities and the organization's history, needs, and challenges. By evaluating its performance in fulfilling its responsibilities, the Board can recognize its achievement and reach consensus on which areas need to be improved.

(Source: BoardSource, formerly the National Center for Nonprofit Boards)

HALLMARKS OF AN EFFECTIVE NON-PROFIT BOARD

1. Clarity about roles and responsibilities
2. Focuses time and attention on important issues
3. Restructures board work to get important things done
4. Views board composition as strategic
5. Uses evaluation to learn rather than criticize
6. Has the confidence to take risks
7. Has constructive relationship with staff
8. Open and honest communication
9. Board works together as effective corporate unit

(Source: NEMA NEWS, Summer 2001)

The Legal Duties of Boards

The Board governs the life of the organization. As a rule, this means that the Board holds the ultimate power within the organization. Exceptions to the rule occur when the articles of incorporation and/or bylaws assign ultimate responsibility for certain decisions to the organization's membership or, in the case of a subsidiary, to the parent organization.

Whether or not a board is accountable to another body, such as the membership or a parent organization, a board is always *accountable to the public trust*. It is responsible for ensuring that the organization operates within federal, state and local laws. It also has a moral responsibility for safeguarding the nonprofit's mission and resources in such a way as to maintain the public trust. When a board neglects its moral and/or legal obligations, the whole nonprofit sector suffers because the public trust in nonprofits is general is weakened.

According to nonprofit corporation law, a board member must meet certain standards of conduct and attention to his or her responsibilities to the organization. These are referred to as the *Duty of Care, Duty of Loyalty, and the Duty of Obedience*.

DUTY OF CARE

Board members must exercise due care in all dealings with the organization and its interests. This includes careful oversight of financial matters and reading of minutes, attention to issues that are of concern to the organization and raising questions whenever there is something that seem unclear or questionable.

DUTY OF LOYALTY

Conflicts of interest, including the *appearance* of conflicts of interest, must be avoided. This includes personal and professional conflicts of interest or conflicts with other organizations with which a board member is connected.

DUTY OF OBEDIENCE

Obedience to the organization's central purposes must guide all decisions.

(Source: National Center for Nonprofit Boards)

CLHO Policy on Conflicts of Interest and Confidentiality

It is in the best interest of Connecticut League of History Organizations to be aware of and properly manage all conflicts of interest and appearances of a conflict of interest. This conflict of interest policy is designed to help directors, officers, employees and volunteers of the Connecticut League of History Organizations identify situations that present potential conflicts of interest and to provide Connecticut League of History Organizations with a procedure to appropriately manage conflicts in accordance with legal requirements and the goals of accountability and transparency in Connecticut League of History Organizations' operations.

1. **Conflict of Interest Defined:** In this policy, a person with a conflict of interest is referred to as an "interested person." For purposes of this policy, the following circumstances shall be deemed to create a Conflict of Interest:
 - a. A director, officer, employee, or volunteer, including a board member (or family member of any of the foregoing) is a party to a contract, or involved in a transaction with Connecticut League of History Organizations for goods or services.
 - b. A director, officer, employee or volunteer, (or a family member of any of the foregoing) has a material financial interest in a transaction between Connecticut League of History Organizations and an entity in which the director, officer, employee or volunteer, or a family member of the foregoing, is a director, officer, agent, partner, associate, employee, trustee, personal representative, receiver, guardian, custodian, or other legal representative.
 - c. A director, officer, employee or volunteer, (or a family member of the foregoing) is engaged in some capacity or has a material financial interest in a business or enterprise that competes with Connecticut League of History Organizations.

2. Definitions:

- a. A "Conflict of Interest" is any circumstance described in Part 1 of this Policy.
- b. An "Interested Person" is any person serving as an officer, employee or member of the Board of Directors of Connecticut League of History Organizations or a major donor to Connecticut League of History Organizations or anyone else who is in a position of control over Connecticut League of History Organizations who has a personal interest that is in conflict with the interests of Connecticut League of History Organizations.
- c. A "Family Member" is a spouse, parent, child or spouse of a child, brother, sister, or spouse of a brother or sister, of an interested person.
- d. A "Material Financial Interest" in an entity is a financial interest of any kind, which, in view of all the circumstances, is substantial enough that it would, or reasonably could, affect an Interested Person's or Family Member's judgment with respect to transactions to which the entity is a party.

- e. A "Contract or Transaction" is any agreement or relationship involving the sale or purchase of goods or services, the providing or receipt of a loan or grant, the establishment of any other type of financial relationship, or the exercise of control over another organization. The making of a gift to Connecticut League of History Organizations is not a Contract or Transaction.

3. **Procedures:**

- a. Prior to board or committee action on a Contract or Transaction involving a Conflict of Interest, a director or committee member having a Conflict of Interest and who is in attendance at the meeting shall disclose all facts material to the Conflict of Interest. Such disclosure shall be reflected in the minutes of the meeting. If board members are aware that staff or other volunteers have a conflict of interest, relevant facts should be disclosed by the board member or by the interested person him/herself if invited to the board meeting as a guest for purposes of disclosure.
- b. A director or committee member who plans not to attend a meeting at which he or she has reason to believe that the board or committee will act on a matter in which the person has a Conflict of Interest shall disclose to the chair of the meeting all facts material to the Conflict of Interest. The chair shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting.
- c. A person who has a Conflict of Interest shall not participate in or be permitted to hear the board's or committee's discussion of the matter except to disclose material facts and to respond to questions. Such person shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.
- d. A person who has a Conflict of Interest with respect to a Contract or Transaction that will be voted on at a meeting shall not be counted in determining the presence of a quorum for purposes of the vote. The person having a conflict of interest may not vote on the Contract or Transaction and shall not be present in the meeting room when the vote is taken, unless the vote is by secret ballot. Such person's ineligibility to vote shall be reflected in the minutes of the meeting. For purposes of this paragraph, a member of the Board of Directors of Connecticut League of History Organizations has a Conflict of Interest when he or she stands for election as an officer or for re-election as a member of the Board of Directors.
- e. Interested Persons who are not members of the Board of Directors of Connecticut League of History Organizations, or who have a Conflict of Interest with respect to a Contract or Transaction that is not the subject of Board or committee action, shall disclose to their supervisor, or the Chair or the Chair's designee any Conflict of Interest that such Interested Person has with respect to a Contract or Transaction. Such disclosure shall be made as soon as the Conflict of Interest is known to the Interested Person. The Interested Person shall refrain from any action that may affect Connecticut League of History Organizations' participation in such Contract or Transaction. In the event it is not entirely clear that a Conflict of Interest exists, the

individual with the potential conflict shall disclose the circumstances to his or her supervisor or the Chair or the Chair's designee, who shall determine whether full board discussion is warranted or whether there exists a Conflict of Interest that is subject to this policy.

4. **Confidentiality:**

- a. Respecting and honoring Board confidentiality as the cornerstone of trust and confidence as well as an ethical obligation. Each director, officer, employee, and volunteer must at all times respect the confidentiality of any names and/or circumstances that might identify individuals or matters being discussed and acted upon by the Board of Connecticut League of History Organizations. Similarly, all matters dealt with by the Board during executive sessions and matters related to personnel and/or budgeting must be held in strictest confidence. Confidentiality means each director, officer, employee, and volunteer may not relate such matters to anyone outside of The Board. The duty of confidentiality continues indefinitely after a Board member has left the Board.
- b. Each director, officer, employee and volunteer shall exercise care not to disclose confidential information acquired in connection with disclosures of conflicts of interest or potential conflicts, which might be adverse to the interests of Connecticut League of History Organizations. Furthermore, directors, officers, employees, and volunteers shall not disclose or use information relating to the business of Connecticut League of History Organizations for their personal profit or advantage or the personal profit or advantage of their Family Member(s).

5. **Gifts, Gratuities and Entertainment:**

- a. Accepting gifts, entertainment, or other favors from individuals or entities can also result in a conflict or duality of interest when the party providing the gift/entertainment/favor does so under circumstances where it might be inferred that such action was intended to influence or possibly would influence the interested person in the performance of his or her duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value which are not related to any particular transaction or activity of Connecticut League of History Organizations.

6. **Review of Policy:**

- a. Each director, officer, employee, and volunteer shall be provided with and asked to review a copy of this Policy and to acknowledge in writing that he or she has done so.
- b. Annually each director, officer, employee, and volunteer shall complete a disclosure form identifying any relationships, positions or circumstances in which s/he is involved that he or she believes could contribute to a Conflict of Interest. Such relationships, positions, or circumstances might include service as a director of or

consultant to another nonprofit organization, or ownership of a business that might provide goods or services to Connecticut League of History Organizations. Any such information regarding the business interests of a director, officer, employee or volunteer, or a Family Member thereof, shall be treated as confidential and shall generally be made available only to the Chair, the Executive Director, and any committee appointed to address Conflicts of Interest, except to the extent additional disclosure is necessary in connection with the implementation of this Policy.

- c. This policy shall be reviewed annually by each member of the Board of Directors. Any changes to the policy shall be communicated to all staff and volunteers

CLHO Public Affairs and Media Policy

Successful public relations for our organization involves frequent contact with media people from magazines, newspapers, radio, and TV. If well handled, those contacts help us get the kind of publicity we seek; if not well handled, those contacts can hurt us. Persons connected with our organization who deal with the media should therefore have full knowledge of the facts; understand the point of view and needs of the media person, which probably will not be the same as our own and may occasionally be hostile; and recognize that a courteous but cautious arm's length approach may often be the most appropriate.

All of this suggests the desirability of limiting media contact on behalf of the Connecticut League of History Organizations (CLHO) to a few key people, and of establishing guidelines for anyone connected with our organization to follow. That is the purpose of this Public Affairs and Media Policy.

Policy:

- 1 This policy applies to anyone connected with CLHO – whether staff, board member, or volunteer.
- 2 The Executive Director and President are the only persons authorized to contact the media or respond to media contacts on behalf of CLHO.
- 3 Each of these authorized persons may delegate this authority to another person or persons connected with the organization, when necessary or appropriate for a particular occasion or need. He or she should inform the other authorized persons as soon as possible of such delegation.

Guidelines:

The guidelines appearing below, presented for convenience as a series of Do's and Don'ts, relate to all media contacts by anyone connected with the organization. *But these guidelines cannot cover every situation which might arise.* If you find you must act on behalf of the organization in a situation where you do not have the time or are unable to contact an authorized person, please use your best judgment in dealing with media people, within the framework of this Media Policy.

- Do obtain consent from an authorized person from a host site at a CLHO event before allowing a media person to enter the premises.

- Do conduct all conversations with media people “on-the-record.” Do not assume media will keep information “off-the-record” and confidential.
- Do avoid casual or “off-the record” statements; these sometimes cause problems later.
- Do be courteous and friendly, but cautious, in your statements to the media; within those limits, be as open and forthcoming as circumstances permit.
- Do make sure that your appearance is as authentic as possible when being photographed or videotaped in period dress; i.e. remove inaccurate glasses, jewelry, shoes, and other accessories and check clothing to make sure it is properly arranged. Also be aware of your surroundings to ensure that they are neat, authentic, and suitable to the purpose of the image.
- Do avoid covering up or the appearance of covering up, in a problem situation.
- Do your best to provide the media with the resources they need to do their job.
- Do pay for your own meal, if meetings with media people are conducted over a meal.
- Do provide all media outlets with the same information at the same time, if there is important hard news of interest to several media sources.
- Do not offer gifts or favors to the media. (Free admission to a CLHO event is, however, appropriate for media in a working capacity.)
- Do not lend any CLHO property to the media.
- Do not provide the \$ value of CLHO assets, or financial information that is not public knowledge, as in an Annual Report.
- Do not allow the media to interview a minor (under 18) without parental consent.
- Do not allow yourself to be pushed into providing an immediate answer; allow yourself time to think the question through. Feel free to say you don't know the answer to a media question but you'll find out.
- Do not discuss possible responsibility or liability of CLHO, in a particular situation.

If there is a crisis or emergency, do notify an authorized person as soon as possible. That person should start the process, if appropriate, of notifying each board member.

CLHO Policy on Nondiscrimination

The Connecticut League of History Organizations and its policies comply with nondiscrimination agreements and warranties of Connecticut General Statutes §§ 4a-60 and 4a-60a, as amended.

CLHO Whistleblower Policy

The Connecticut League of History Organizations (CLHO) requires its Board members, committee members and staff to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As representatives of CLHO we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

It is the responsibility of all Board members, committee members and staff to report ethics violations or suspected violations in accordance with this policy. No Board member or staff member who in good faith reports an ethics violation shall suffer harassment, retaliation or adverse consequences. This policy is intended to encourage and enable representatives to raise serious concerns with CLHO prior to seeking resolution outside.

Any serious violations should be reported to the CLHO President, Vice President, Treasurer and Governance Chair who will be obligated and prepared to handle any complaints on a confidential basis consistent with the need to conduct an adequate investigation. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation. Any allegations which prove to have been made maliciously or knowingly to be false will be viewed as a serious offense.