
WASHINGTON CENTER FOR NURSING

Board Policy Manual

Policy Governance®

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Governance Process

GP-1 Governance Commitment

The purpose of the board, on behalf of the owners, is to see to it that the Washington Center for Nursing (WCN) (a) achieves appropriate results for appropriate customers at an appropriate cost (as specified in board Ends policies), and (b) avoids unacceptable actions and situations (as prohibited in board Executive Limitations policies).

The Board holds itself accountable by ensuring that all action it takes is consistent with the Board's policies and Bylaws.

Owners, for the purposes of these policies, are defined as licensed nurses in State of WA and Washington State legislators.

GP-2 Governing Style

The board will govern lawfully with an emphasis on (a) outward vision rather than an 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) collective rather than individual decisions, (f) future rather than past or present, and (g) pro-activity rather than reactivity.

The Board will be composed of members who bring diversity of skills and background to the organization, including but not limited to, expertise in nursing, contacts in the community, expertise in nursing, and demonstrated leadership in the skills needed to assist the Board in meeting its goals.

Accordingly:

The Board will cultivate a sense of group responsibility. The Board, not the staff, will be responsible for excellence in governing. The Board will initiate and establish policy. This does not preclude policy recommendations from staff.

The expertise of individual members may be used to enhance the understanding of the board as a body. However, the board will not use the expertise of individual members to substitute for the judgment of the board.

The board will direct, control and inspire the organization through the careful establishment of broad written policies reflecting the board's values and perspectives. The board's major policy focus will be on the intended long-term impacts outside the organization, not on the administrative or programmatic means of attaining those effects.

The board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policymaking principles, respect of roles, and ensuring the continuance of governance capability. Although the board can change its governance process policies at any time, it will observe those currently in force scrupulously.

Continual board development will include orientation of new board members in the board's governance process and periodic board discussion of process improvement.

The board will allow no officer, individual or committee of the board to hinder or be an excuse for not fulfilling group obligations.

The board will monitor and discuss the board's process and performance at each meeting. Self-monitoring will include comparison of board activity and discipline to policies in the Governance Process and Board/ Executive Director Relations categories.

GP-2-E1 Member Expectations

Board members will be expected to:

Attend meetings. Attend at least 75% of all Board meetings (in person or by phone.)

Attend standing committee meeting if a member. Attend Board retreats, in-service workshops, and other Board development activities as appropriate.

Review the agenda and supporting materials prior to Board and committee meetings.

Serve on committees and take on special assignments, as needed.

Contribute to WCN fund raising.

Remain informed about WCN'S mission, services, and policies.

Act as an ambassador for WCN within the community.

Keep up-to-date on issues pertaining to nonprofit organizations & the nursing workforce.

Provide support and advice to the Executive Director.

Suggest nominees for Board membership.

GP-2-E2 Seating New Members

The Executive Director and one or two board members will meet with potential candidates for board membership. If interested, and confirmed as a desirable candidate, the E.D. will send an informational packet to the individual for review. If the candidate is interested, they may be asked to attend the next board meeting as an observer.

GP-2-E3 Selecting Officers

The board shall elect board officers every other year by mail ballot following the board meeting immediately preceding the annual meeting. A ballot listing the names of eligible candidates, together with a resume of the background and experience of each candidate shall be mailed to each board member in accordance with procedures established by the board. The ballot shall be returned to the executive director, and no ballot shall be valid if postmarked later than three business days before the annual meeting. The votes shall be tabulated by the executive director, the secretary/treasurer, and one additional member appointed by the president. The candidate receiving the greatest number of votes cast for a given office shall be elected to that office. In the case of a tie, the choice of candidates shall be determined by lot at the annual meeting. If a special election is required it shall be conducted by mail ballot.

Officers shall be per the definition on page 7 and 8 of the WCN bylaws.

GP-2-E4 Board Meeting Agenda

The regular meeting agenda is formatted to include an agenda, discussion items, action items and information items.

A request for information or questions about any agenda item should be made, if possible, at least seven business days prior to the scheduled meeting to the Executive Director.

Development of the meeting agenda

The board president (or the vice president, in the president's absence), in concert with the Executive Director, shall develop the board meeting agenda.

Use of Consent Agenda

Routine items that require no discussion will be placed on the consent agenda. Examples of the items that may be placed on the consent agenda are:

Routine financial information or updates

Minutes of regular and special Board meetings

Any member wishing to discuss an item on the consent agenda may ask that the item be pulled from the consent agenda and placed on the regular agenda so that there can be a full discussion of the item.

GP-2-E5 Conduct during Board Meetings

While the Board will operate informally, formal action will be taken in accordance with the procedures in *Robert's Rules of Order*.

A board member may submit a request to the Executive Director or board president that he/she wishes to have an item considered for placement on the agenda. The President shall ensure that all items requested by Board Members will be placed on an agenda at the next board meeting or, if this is not possible, within two regular meetings.

Discussion of motions

All discussion shall be directed solely to the business under deliberation.

The board president has the responsibility to keep the discussion to the motion at hand and shall halt discussion that does not apply to the business before the Board.

Voting Practices

The voting process will follow *Robert's Rules of Order*.

A formal vote will be taken on any items identified on the agenda as "for decision" and any other items where the president, the Executive Director, or a board member request a vote be taken.

The board president shall have the right to discuss agenda items, to make motions and resolutions, and vote on all matters coming before the Board.

No member should vote on a motion in which he or she has a direct personal or pecuniary interest.

Dissenting and abstaining votes shall be recorded in the minutes of the board meeting.

Closed Session

The board will act in closed session whenever the subject of the discussion is highly confidential or sensitive. The board & the E.D. shall have the option of asking staff as well as any observers to leave the meeting area during a closed session. Discussion will be only regarding the items on the closed session agenda. Information discussed in closed session must remain confidential.

GP-2-E6 Handling Requests or Complaints

A board member or officer who receives a request or complaint from a volunteer, a client or employee (other than the Executive Director) shall follow the following process.

The board member should hear the request/complaint for general understanding of persons involved, date and place.

If necessary, repeat problem back to confirm understanding.

As appropriate, suggest that the information be communicated directly to the Executive Director.

The board member should exercise caution when expressing their opinion, being careful to clarify that they are not speaking for the Board.

If further information or action is deemed necessary the request/complaint shall be referred to the Executive Director.

In the case of a complaint involving the Executive Director performance, it is to be referred to the President for appropriate actions.

GP-3 Board Job Description

Specific outputs of the board, as an informed agent of the ownership, are those that ensure appropriate organizational performance.

Accordingly, the board has direct responsibility to create and maintain:

The linkage between the ownership and the operational organization.

Written governing policies that address the broadest levels of all organizational decisions and situations.

Assurance of successful organizational performance on Outcomes and Executive Limitations.

The board will govern based on the policies contained in the Board Policy Manual. These policies will address the following:

Ends: Organizational products, impacts, benefits, outcomes, recipients, and their relative worth (what good for which recipients at what cost or priority).

Executive Limitations: Constraints on executive authority which establish the prudence and ethics boundaries within which all executive activity and decisions must take place.

Governance Process: Specification of how the board conceives carries out and monitors its own task.

Board/ED Relations: How power is delegated and its proper use monitored; the Executive Director role, authority and accountability.

GP-4 Annual Board Planning Cycle

To accomplish its job products with a governance style consistent with board policies, the board will follow an annual agenda which (a) completes a re-exploration of Ends policies annually and (b) continually improves board performance through board education and enriched input and deliberation.

The cycle will conclude each year at the November annual meeting so that administrative planning and budgeting can be based on accomplishing a one year segment of the board's most recent statement of long term Outcomes.

The cycle will start with the board's development of its agenda for the next year.

Consultations ("linkage") with owners and selected experts or groups, or other methods of gaining ownership information will be determined and arranged in the first quarter, to be held during the balance of the year.

Governance education, and education related to Ends determination, will be arranged in the first quarter, to be held during the balance of the year.

Throughout the year, the board will review consent agenda items prior to each meeting and act upon any items in question as expeditiously as possible.

Executive Director monitoring will be included on the consent agenda if monitoring reports show policy violations, or if policy criteria are to be debated.

Executive Director remuneration will be determined per terms of the "Employment Agreement" created by WCN and the E.D. upon hire.

GP-4a Annual Agenda Planning

MONTH	GP Gov Process	BCR Board ED Relationship	EL Executive Limitations	ENDS/ OUTCOMES/ISSUES	LINKAGE	OTHER BUSINESS
JANUARY 2007	1,2, 3		FINANCIAL Conditions	Strategic Issues		RETREAT
FEBRUARY 2007			Communication & Board support	Master Plan Update		
MARCH 2007			Treatment of Customers			
APRIL 2007			Financial Conditions	CNL/DPN Roles		
MAY 2007			Asset Protection			
JUNE 2007			Treatment of Staff			
JULY 2007			FINANCIAL Conditions			E.D. REVIEW
AUGUST 2007			ED Succession			
SEPTEMBER 2007			Global Limit			
OCTOBER 2007			FINANCIAL Conditions			
NOVEMBER 2007	4,5,6,7, 8		Budget Submittal			
DECEMBER 2007						

GP-5 President's Role

The President of the Board ensures the integrity of the Board's processes and normally serves as the Board's official spokesperson. Accordingly, the President has the following authority and duties:

1. Monitor Board behavior to ensure that it is consistent with its own rules and policies and those legitimately imposed upon it from outside the organization.

Conduct and monitor Board meeting deliberations to ensure that Board discussion is focused on board issues, as defined in Board policy, (see GP-3);

Ensure that Board meeting deliberations are fair, open, and thorough, but also efficient, timely, orderly and to the point;

Chair Board meetings with all the commonly accepted power of that position as described in *Robert's Rules of Order*;

Conduct timely board meeting debriefings and periodic self-assessments to ensure process improvement.

2. Make all interpretive decisions that fall within the topics covered by Board policies on Governance Process and Board/Executive Director Relationship, except (a) employment or termination of a Executive Director and (b) where the Board specifically delegates such authority to others, using any reasonable interpretation of the provisions in those policies.

Refrain from making any interpretive decisions about policies created by the Board in the Ends and Executive Limitations policy areas.

Refrain from exercising any authority as an individual to supervise or direct the Executive Director.

Assure that all members of the board are informed about matters of concern to the full board.

3. Facilitate and summarize the evaluation of the Executive Director.
4. Represent the Board to outside parties in announcing Board-stated positions and in stating decisions and interpretations within the areas assigned to the President, delegating this authority to other Board members when appropriate, but remaining accountable for its use.

5. Sign all contracts authorized by the Board.
6. Appoint members of all Board committees.
7. In concert with the Executive Director, plan proposed board meeting agendas.
8. All communications with legal counsel shall be through the Executive Director and/or the board president.

In the absence or inability of the President, the Vice President shall have all of the powers and duties of the President

GP-6 Board Members' Code of Conduct**Purpose of a board member**

The purpose of a board member is to serve the Board as a voting member, to develop policies for the operation of the WCN and to monitor finances of the organization, its programs, and performance.

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.

Conflict of interest

Members must have loyalty to the ownership role, unconflicted by loyalties to staff, other organizations, and/or any personal interest as a consumer.

Members must avoid conflict of interest with respect to their fiduciary responsibility.

There will be no self-dealing or business by a member with the organization. Members will annually disclose their involvements with other organizations, with vendors, or any associations which might be or might reasonably be seen as being a conflict.

When the board is to decide upon an issue about which a member has an unavoidable conflict of interest, that member shall absent herself or himself without comment from not only the vote, but also from the deliberation.

Board members will not use their board position to obtain employment in the organization for themselves, family members or close associates. Should a board member apply for employment, he or she must first resign from the board.

No individual authority

Board members may not attempt to exercise individual authority over the organization. Members' interaction with the Executive Director or with staff must recognize the lack of authority vested in individuals except when explicitly board authorized.

Members are not authorized to make a commitment on behalf of the Board or the organization unless directed by the Board.

Public Spokesperson

Members' interaction with public, press or other entities must recognize the same limitation and the inability of any board member to speak for the board except to repeat explicitly stated board decisions.

The Executive Director and/or Board President will be the official spokesperson for WCN with the media, except that the board may designate or the Executive Director

may request that another board member may be the spokesperson, when appropriate. All board members who receive calls from the media should direct them to the Executive Director, Board President or the designated spokesperson and should notify the Executive Director, Board President and the designated spokesperson of the contact immediately.

Negative statements related to WCN programs, staff, and volunteers shall be limited to board meetings. Issues of Executive Director performance shall be discussed individually with the Executive Director or at board meetings. The substance of these discussions shall remain confidential.

Confidentiality

Members will respect the confidentiality appropriate to issues of a sensitive nature.

Expectations of Members

Member expectations are detailed GP-2-E1

Members will agree to the following statement:

As a board member, I shall do my utmost to ensure that WCN of Washington performs its mission and achieves its goals by:

Acting with honesty and integrity;

Accepting my responsibility for the fiduciary interests of the organization.

Avoiding use of my board position and data supplied to me for personal gain;

Recognizing that decisions of the board can be made only by a majority vote at a board meeting and respecting the majority decisions of the board, while retaining the right to seek changes through ethical and constructive channels;

Respecting the confidentiality of privileged data; and

Abiding by these board operating procedures.

GP-7 Board Committee Principles

Board committees, when used, will be assigned so as to reinforce the wholeness of the board's job and so as never to interfere with delegation from board to Executive Director.

Accordingly:

Board committees are to help the board do its job, not to help or advise the staff. Committees ordinarily will assist the board by preparing policy alternatives and implications for board deliberation. In keeping with the board's broader focus, board committees will normally not have direct dealings with current staff operations.

Board committees may not speak or act for the board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the Executive Director.

Board committees cannot exercise authority over staff. Because the Executive Director works for the full board, he or she will not be required to obtain approval of a board committee before an executive action.

Board committees are to avoid over-identification with organizational parts rather than the whole. Therefore, a board committee that has helped the board create policy on some topic will not be used to monitor organizational performance on that same subject.

Committees will be used sparingly and ordinarily in an *ad hoc* capacity. This policy applies to any group which is formed by board action, whether or not it is called a committee and regardless whether the group includes board members. It does not apply to committees formed under the authority of the Executive Director.

GP-7-E1 Board Committee Structure

A committee is a board committee only if its existence and charge come from the board, regardless whether board members sit on the committee. The only board committees are those which are set forth in this policy. Unless otherwise stated, a committee ceases to exist as soon as its task is complete.

Finance Committee

Product: To be determined

Authority: To be determined

Nominating Committee

Product: Properly screened potential board members as directed by board.

Authority: To incur little or no expense in direct charges and minimal staff time per annum.

Board Development Committee

Products: New Board members trained in board operations. Proposed slate of board development activities for annual agenda. Annual Board Assessment to determine specific skills, background, relationships needed by WCN board

Authority: To incur little or no expense in direct charges and minimal staff time annum

Other Committees

Fundraising (TBD)

Executive (required by Bylaws)

Bylaws (required by Bylaws)

GP-8 Cost of Governance

Because poor governance costs more than learning to govern well, the board will invest in its governance capacity.

Accordingly:

Board skills, methods, and supports will be sufficient to assure governing with excellence.

Training and retraining will be used liberally to orient new members and candidates for membership, as well as to maintain and increase existing member skills and understandings.

Outside monitoring assistance will be arranged so that the board can exercise confident control over organizational performance. This includes, but is not limited to, fiscal audit.

Outreach mechanisms will be used as needed to ensure the board's ability to listen to each owner's viewpoint and values.

Costs incurred from Board development, monitoring, consultation, etc, will be prudently managed.

Board / Executive Director Relationship Policies

B/EDR-1 Global Governance-Management Connection

The board's sole official connection to the operational organization, its achievements and conduct will be through a Chief Executive Officer who will be the Executive Director.

B/EDR-2 Unity of Control

Only officially passed motions of the board are binding on the Executive Director .

Accordingly:

Decisions or instructions of individual Board members, officers, or committees are not binding on the Executive Director except in rare instances when the board has specifically authorized such exercise of authority.

If Board members or committees request information or assistance without board authorization, the Executive Director may refuse such requests that require, in the Executive Director opinion, a material amount of staff time or funds or may be disruptive.

B/EDR-3 Accountability of the Executive Director

The Executive Director is the Board's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the Board is concerned, is considered the authority and accountability of the Executive Director.

Accordingly:

The Board will never give instructions to persons who report directly or indirectly to the Executive Director.

The Board will not evaluate, either formally or informally, any staff other than the Executive Director.

The Board will view Executive Director performance as identical to organizational performance, so that organizational accomplishment of Board stated Ends and avoidance of Board proscribed means, as established in Executive Limitations, will be viewed as successful Executive Director performance.

B/EDR-4 Delegation to the Executive Director

The Board will instruct the Executive Director through written policies which prescribe the organizational Ends to be achieved, and describe organizational situations and actions to be avoided, allowing the Executive Director to use any reasonable interpretation of these policies.

Accordingly:

The Board will develop policies instructing the Executive Director to achieve specified results, for specified recipients at a specified cost or priority. These policies will be developed systematically from the broadest, most general level to more defined levels, and will be called Ends policies. All issues that are not Ends issues as defined above are Means issues.

The Board will develop policies which limit the latitude the Executive Director may exercise in choosing the organizational means. These policies will be developed systematically from the broadest, most general level to more defined levels, and they will be called Executive Limitations policies. The Board will never proscribe organizational means.

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, make all decisions, take all actions, establish all practices and develop all activities. Such decisions of the Executive Director shall have full force and authority as if decided by the Board.

The Board may change its Ends and Executive Limitations policies, thereby shifting the boundary between Board and Executive Director domains. By doing so, the Board changes the latitude of choice given to the Executive Director. But as long as any particular delegation is in place, the Board will respect and support the Executive Director's choices.

B/EDR-5 Monitoring Executive Director Performance

Systematic and rigorous monitoring of Executive Director job performance will be solely against the only expected Executive Director job outputs: organizational accomplishment of Board policies on **Ends** and organizational operation within the boundaries established in Board policies on **Executive Limitations**.

Accordingly:

Monitoring is simply to determine the degree to which Board policies are being met. Information that does not do this will not be considered to be monitoring information.

The Board will acquire monitoring data by one or more of three methods: (a) by internal report, in which the Executive Director discloses compliance information, along with his/her justification for the reasonableness of interpretation; (b) by external report, in which an external, disinterested third party selected by the Board assesses compliance with policies, augmented with the Executive Director's justification for the reasonableness of his/her interpretation; and (c) by direct Board inspection, in which a designated member or members of the Board assess compliance with policy, with access to the Executive Director's justification for the reasonableness of his/her interpretation.

In every case, the standard for compliance shall be any reasonable Executive Director interpretation of the Board policy being monitored. The Board is final arbiter of reasonableness, but will always judge with a "reasonable person" test rather than with interpretations favored by Board members or by the Board as a whole.

All policies that instruct the Executive Director will be monitored at a frequency and by a method chosen by the Board. The Board can monitor any policy at any time by any method, but will ordinarily depend on a routine schedule.

Policy	Method	Frequency
EL-02 Treatment of Consumers	Internal	Annually
EL-03 Treatment of Staff	Internal	Annually
EL-04 Financial Planning-Budgeting	Internal	Annually
EL-05 Financial Condition	Internal	Quarterly (based on calendar)
	External	Annually
EL-06 Executive Director Succession	Internal	Annually
EL-07 Asset Protection	Internal	Annually
EL-08 Staff Compensation	Internal	Annually
EL-09 Communication w Board	Internal	Annually

Executive Director Evaluation

Each July a minimum of two Board members, as specified by the president will conduct a formal summative evaluation of the Executive Director. The summative evaluation will be based upon data collected during the year from the monitoring of Board policies on **Ends** and **Executive Limitations**. The Board will obtain input from the two board members on Board-approved performance measures and prepare a written evaluation document. The written evaluation report shall be reviewed with the Executive Director prior to the report to the Board. The Executive Director shall submit a self-evaluation report to the Board. The Executive Director and the Board will review the document in executive session.

The evaluation document will consist of:

1. A summary of the data derived during the year from monitoring the Board's policies on **Ends** and **Executive Limitations**;
2. Conclusions based upon the Board's prior action during the year relative to whether each **End** has been achieved or whether reasonable progress has been made toward its achievement;
3. Conclusions based upon the Board's prior action during the year relative to whether the Executive Director has reasonably interpreted and operated properly within the boundaries established by the **Executive Limitations** policies;
4. A summary of the Executive Director's strengths and opportunities to improve relative to achievement of the **Ends** policies and operation within the boundaries established in the **Executive Limitations** policies.

Nothing in this policy is intended to imply the establishment of any personal rights not explicitly established by statute, contract or Board policy. All employment decisions related to the Executive Director remain the sole discretion of the whole Board.

Executive Limitation Policies

EL-1 Global Limitation

The Executive Director will not cause or allow any practice, activity, decision, or organizational circumstance which is either unlawful, imprudent or in violation of commonly accepted business and professional ethics and practices.

EL-2 Treatment of Customers

With respect to interactions with customers or those applying to be customers, the Executive Director will not cause or allow conditions, procedures, or decisions which are unsafe, undignified, or unnecessarily intrusive.

Further, without limiting the scope of the foregoing by this list, he or she will not:

Elicit information which is inappropriate to the project at hand.

Fail to establish and implement a clear confidentiality policy.

Fail to establish with customers a clear understanding of what may be expected and what may not be expected from the service offered.

Fail to select and train consultants who are qualified, and aware of WCN practices and expectations.

Fail to appropriately match consultants to projects.

Fail to provide oversight and evaluation of all projects.

Fail to establish and maintain appropriate relationships with customers.

Fail to provide a process for handling complaints, which includes appropriate feedback to Board Members on action taken.

EL-3 Treatment of Staff

With respect to the treatment of paid and volunteer staff, the Executive Director will not cause or allow conditions which are unfair, undignified, disorganized, disrespectful or unclear.

Further, without limiting the scope of the foregoing by this list, he or she will not:

Operate without written personnel rules which: (a) clarify rules for paid and volunteer staff, (b) provide for effective handling of grievances, and (c) protect against wrongful conditions, such as nepotism and grossly preferential treatment for personal reasons.

Fail to make clear to paid and volunteer staff the expectations of the job.

Fail to comply with all existing WCN Human Resource Policies and Procedures.

EL-4 Financial Planning/Budgeting

Financial planning for any fiscal year or the remaining part of any fiscal year will not deviate materially from board's Ends priorities or risk fiscal jeopardy.

Further, without limiting the scope of the foregoing by this list, the Executive Director will not allow budgeting that:

Risks incurring those situations or conditions described as unacceptable in the Board's "Financial Policies and Procedures."

Omits credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions.

Provides less for board prerogatives during the year than is set forth in the Cost of Governance policy (GP-8).

EL-5 Financial Condition and Activities

With respect to the actual, ongoing financial condition and activities, the Executive Director will not cause or allow the development of fiscal jeopardy or material deviation of actual expenditures from Board priorities established in Ends policies.

Further, without limiting the scope of the foregoing by this list, he or she, without Board approval, will not:

Expend more funds than have been received in the fiscal year to date unless the debt guideline (below) is met.

Incur debt in an amount greater than can be repaid by certain, otherwise unencumbered revenues within 60 days.

Use any established reserves without Board approval and/or fail to have a plan for long term growth of reserves

Use restricted funds for any purpose other than for which they were originally designated.

Fail to settle payroll and debts in a timely manner.

Allow tax payments or other government ordered payments or filings to be overdue or inaccurately filed.

Acquire, encumber or dispose of real property.

Fail to aggressively pursue receivables after a reasonable grace period.

Fail to aggressively pursue earned revenue through contracts and programs as described in Ends policies.

Fail to develop and implement an annual fundraising plan.

EL-6 Emergency Executive Director Succession

In order to protect the Board from sudden loss of Executive Director services, the Executive Director will have no fewer than two other individuals sufficiently familiar with Board and Executive Director issues and processes to enable either to take over with reasonable proficiency as an interim successor.

EL-7 Asset Protection

The Executive Director will not cause or allow corporate assets to be unprotected, inadequately maintained or unnecessarily risked.

Further, without limiting the scope of the foregoing by this list, he or she will not:

Fail to insure against theft and casualty losses to at least 80% percent replacement value and against liability losses to Board members, staff and the organization itself in an amount greater than the average for comparable organizations.

Unnecessarily expose the organization, its Board or staff to claims of liability.

Fail to protect intellectual property, information and files from loss or significant damage.

Receive process or disburse funds under controls that are insufficient to meet the Board-appointed auditor's standards.

Compromise the independence of the Board's audit or other external monitoring or advice. Violating established checks and balances by engaging auditors already chosen by the Board as consultants or advisers is unacceptable.

Invest or hold operating capital in insecure instruments.

Endanger the organization's public image, credibility, or its ability to accomplish Ends.

Change the organization's name or substantially alter its identity in the community without Board approval.

EL-8 Compensation and Benefits

With respect to employment, compensation, and benefits to employees, consultants, contract workers and volunteers, the Executive Director will not cause or allow jeopardy to fiscal integrity or to public image, or create obligations over a longer term than revenues can be safely projected,

Further, without limiting the scope of the foregoing by this list, he or she will not:
Change the Executive Director's own compensation and benefits, except as his or her benefits are consistent with a package for all other employees.

Promise or imply permanent or guaranteed employment.

Establish current compensation and benefits that deviate materially from the geographic or professional market for the skills employed.

Establish pension benefits

EL-9 Communication and Support to the Board

The Executive Director will not permit the Board to be uninformed or unsupported in its work. Further, without limiting the scope of the foregoing by this list, he or she will not:

Neglect to submit required monitoring data (see policy “Monitoring Executive Director Performance”) in a timely, accurate, understandable, non-defensive and unbiased fashion, directly addressing provisions of Board policies being monitored and justifying his/her interpretation.

Fail to report in a timely manner an actual or anticipated noncompliance with any policy of the Board.

Neglect to submit decision information required periodically by the Board or let the Board be unaware of relevant trends.

Let the Board be unaware of any incidental information it requires including anticipated media coverage, threatened or pending lawsuits and material internal changes.

Fail to advise the Board if, in the Executive Director's opinion, the Board is not in compliance with its own policies on Governance Process and Board- Executive Director Linkage, particularly in the case of Board behavior which is detrimental to the work relationship between the Board and the Executive Director.

Present information in unnecessarily complex or lengthy form or in a form that fails to differentiate among information of three types: monitoring, decision preparation, and other.

Fail to provide a workable mechanism for official Board, officer or committee communications.

Fail to deal with the Board as a whole except when (a) fulfilling individual requests for information or (b) responding to officers or committees duly charged by the Board.

Fail to supply for the Board’s consent agenda, along with applicable monitoring information, all decisions delegated to the Executive Director yet required by law, regulation, or contract to be Board-approved.

Ends Policies

Washington State has a sufficient supply of nurses to care for its citizens now and in the future.

Achievement of this end will be measured by documenting whether:

The major goals of the Strategic Business Plan are achieved or exceeded as detailed in that document.

Funders understand the benefits of supporting WCN as demonstrated by contributions and non-financial support.

Washington State legislators understand the leadership that WCN has provided to nursing in Washington State and to them in their legislative roles, both at the state and Federal levels as documented by assessment of their satisfaction with WCN's work.

The Washington State Department of Health is satisfied with the performance of WCN relative to Grant N14191.

Licensed Nurses in the State of Washington (the owners) are satisfied with the performance of WCN.