

## **Ben Lomond Quaker Center Association Governance Principles and Board Culture**

*Approved by BLQCA on 6.9.2018. We acknowledge that this is a living document that can be amended with board approval.*

**Board members are expected to have read the following Governance Principles and Board Culture document and commit to its principles.**

### **I. Principles and Process**

- A. The Board of Trustees of Ben Lomond Quaker Center Association (BLQCA) governs with the mission of BLQCA as its first priority. The Board defines BLQCA's mission and consistently focuses its work on the manifestation of this mission:  
  
*“Quaker Center seeks to nurture the spiritual growth and faithfulness of Friends and others, while strengthening Quakerism and its witness in the world. We offer programs and personal retreats exemplifying Friends' testimonies of community, integrity, simplicity, peace, and equality. We strive to live in right order with all creation, especially with the redwood forest that sustains us here in the Santa Cruz mountains.”*
- B. The authority of the Board resides in the Board as a whole. Friends' decision-making process requires unity on decisions and thus the Board is always speaking with “one voice.” After a decision is made, each Board member supports the decision of the Board. Even “standing aside” is a tacit agreement to support the Board's action and one might explain the decision by saying the “The Board decided to...”
- C. The Board will cultivate a sense of group responsibility in its decision-making process. The Board will not defer to the expertise of individual members, but will utilize that expertise in deliberations.
- D. The Board will operate in a spirit of openness, candor and mutual respect for opinions of others including Board members, committee members, staff, residents and the broader Friends community. The sharing of diverse points of view is necessary and encouraged.
- E. The Board holds itself accountable for its actions and results. The Board defines its structure, processes, beliefs, commitments, and values and ensures that it conducts its business adhering to the highest ethical, legal and fiduciary standards. The Board will hold itself and its members to whatever discipline is needed to govern well. Such discipline will apply to matters such as confidentiality, good-order, attendance, legal responsibilities, policy-making principles, respect of roles, and ensuring continuance of governance capacity.
- F. Prior to taking disciplinary action, the following process will be used:
  - 1. Any board member who fails to meet the required commitments will be asked to meet with Governance Committee members and other board members determined appropriate by the Governance Committee in consultation with the board clerk(s).
  - 2. The board member would be invited to bring an advocate of their choice to the meeting.
  - 3. If the board member is still not upholding agreements or fulfilling responsibilities the committee will bring this issue to the full Board. The Governance Committee will make every effort to share information as appropriate with the full board in order to afford the board the information needed to make an informed decision.
  - 4. If a board member cannot uphold these commitments, the board may decide, upon recommendation of the Governance Committee, to release that member from board service.
- G. The Board ensures that, as part of the process of board member selection and orientation, that the prospective or new board member demonstrates familiarity with this BLQCA Governance Principles and Board Culture document, and an understanding of adherence to the expectations of board

members presented therein. Each member of the Board of Trustees is expected to be actively involved in Board discussions and to spend the necessary time to attend meetings and be informed on the issues. Because the Committee process is an integral part of the Board decision-making process, Board members are expected to serve on at least one committee.

- H. The Board accepts that its primary work and focus is long-range and strategic policy, not the management of day-to-day operations. The Board recognizes that there are gray areas between these two which require ongoing communication and definition
- I. Operation decisions are the purview of staff. The Director(s) receive direction from the Board as a whole, not from individual Board members.
- J. The Board's connection to the operation of the organization is through the Co-Directors and other staff designated by the Co-Directors, who are responsible for and held accountable based on criteria clearly defined in advance.

## II. Roles and Responsibilities of the Board

The primary roles of Board Trustees include the following:

- A. Determine and uphold the mission. Ensure that BLQCA's mission remains relevant and that all programs support the mission.
- B. Ensure adequate financial resources. Be accountable for the organization's financial integrity with the objective of ensuring that the financial resources are adequate to meet current and future needs.
- C. Ensure an effective strategic planning process. Maintain a current, multi-year plan and a process for implementation.
- D. Monitor and strengthen programs. Regularly review BLQCA's programs and ensure that all Board members understand and advance the programs, while not interfering with the staff's operational responsibility and authority.
- E. Hire, monitor and assess the Co-Directors. Conduct an annual assessment of the Board's activities and look for ways to improve Board's performance.
- F. Provide for leadership continuity. Ensure a fair process to select Board officers and provide leadership continuity.
- G. Offer perspective and ideas. Assist management in identifying and framing the issues and questions that are vital to BLQCA's success and mission.
- H. Ensure spiritual, legal and ethical integrity in performance of its duties as guardians of the non-profit organization public trust. The following information is cited in California State Law:

### *Fiduciary Duties of Individual Trustees/Directors*

*The fiduciary duty of the directors and/or trustees in the management of corporate affairs includes the duties of obedience, diligence and loyalty. Trustees/directors must act in good faith for the interests of the corporation with due care and diligence and see to it "that the corporation keeps within its corporate powers and obeys the laws. The duty of loyalty requires the directors [trustees] not to act in their own self-interest when the interest of their corporation will be damaged thereby." (Prof'l Hockey Corp. v. World Hockey Ass'n (1983) 143 Cal. App. 3d 410, 414, emphasis added.)*

*“As part of the duty of loyalty, a fiduciary relationship imposes obligations on the fiduciary [i.e. directors and/or trustees] relating to confidential information that the fiduciary receives in consequence of the fiduciary position. The general rule is that a fiduciary who receives confidential information as a result of the fiduciary relationship is prohibited from disclosing the information, except in the furtherance of the interests of [the corporation]. . . . [¶] The fiduciary duty of loyalty of a corporate director [trustee] includes a duty to preserve the confidentiality of confidential information received from the corporation during service as a director [trustee]. This rule applies to all information received by a director [trustee] in the course of his or her duties that is not in the public domain, and that the corporation does not presently want to have publicized.” (Value Prop. Trust v. Zim Co. (In re Mortgage & Realty Trust) (1996) 195 B.R. 740, 750.)*

### **III. Board Member Expectations**

#### **A. An effective member of the BLQCA Board of Trustees:**

1. honors commitments.
  - a) Prepares for and attends Board and committee meetings and follows through on projects he or she has committed to. If the Board members has more than two unexcused absences during the year, the Governance Committee, in consultation with the board clerk, may ask the member to resign.
  - b) If for whatever reason a Board member is unable to fulfill Board members responsibilities, the Governance Committee and the member should discuss whether continued service is appropriate.
2. listens deeply for the movement of Spirit and honors the outcome of board decision-making, even if he or she disagreed with those decisions. At all times, including during times of conflict, the Board member focuses on serving the mission of Quaker Center.
3. listens thoughtfully to the comments and concerns raised by people in the community, and exercises judgment in communicating them to the appropriate BLQCA committee.
4. agrees not to take actions on behalf of the Board without the written authorization of the Board.
5. calls or visits with others when sensitive issues need to be discussed.
6. uses email judiciously and with discrimination with respect for the potential of internal communication to be circulated externally.
7. contributes personal and financial resources appropriate to personal circumstances.
8. agrees to participate in a Board decision-making process, the outcome of which is more than a collection of individual voices. Each Board member:
  - a) constructively participates in Board and committee discussions. Offers opinions in a constructive way; listens as an ally; gives respect and consideration to other Board members and staff; focuses on issues rather than personalities; contributes to a board culture of openness, candor and mutual respect.
  - b) welcomes information and best available advice but reserves the right to arrive at decisions on the basis of his or her own judgment.

- c) offers points of view in Board meetings that he or she believes to be in the best interests of BLQCA's mission.
- d) contributes expertise. Willingly offers to share expertise and knowledge in areas necessary to assist the Board.
- e) supports the role of the Clerk. Understands the Clerk's unique responsibility to ensure that the Board operates efficiently and effectively and to serve as an agent of the Board when requested by the Board.

#### **IV. Board Member Conduct**

The Board of Trustees commits itself to Quaker values, beliefs and practices which are at the heart of the BLQCA organization. The Board commits itself and its members to ethical and just conduct, including the use of the good order of Friends as delineated in Pacific Yearly Meeting's Faith and Practice.

- A. Board members will demonstrate a commitment to the organization and its mission. Board members will prioritize this responsibility over any conflicting commitment such as to interest groups, other boards or staff, or any business interests.
- B. Should a board member have concerns about the performance of the Co-Directors, they will be shared with the Personnel Committee clerk, who will then bring them to the Personnel Committee for consideration.
- C. Should a board member have concerns about deliberations, discernment, or actions taken by a board committee, they will be taken to the Governance Committee clerk, who will bring them to the Governance Committee for consideration.
- D. The Board will take reasonable steps to ensure that Board members, officers and employees of BLQCA will be able to identify situations that present potential conflicts of interest and follow a procedure which will allow a transaction to be treated as valid and binding even though a trustee, officer, or employee has or may have a conflict of interest with respect to the transaction. Board members need to disclose potential conflicts of interest and offer to recuse themselves from the affected decisions. The Board will determine if that is necessary.
- E. Board members will not attempt to exercise individual authority over the organization except as explicitly set forth in Board policies.
- F. Board members need to remember that whenever speaking about Ben Lomond Quaker Center, even in informal settings, they are perceived as representing Ben Lomond Quaker Center.
- G. Staff may bring confidential information of an organizational or personal nature to the Board and such information will not be shared with non-Board members or staff not involved with the specific issue. The Board may independently develop confidential information which will not be disclosed until and unless the Board decides to do so.
- H. Board members will not disclose confidential information, including any internal board or committee discussions or documents, in any public venue or medium (including email, blogs or any social media) without prior authorization by the Board Clerk and Director.

*Adapted with permission from Friends Association for Services to the Elderly*