

# Table of Contents

---

## 1.0 Board Governance Policies

Global Governance Commitment

- 1.1 Governing Style
- 1.2 Board Contributions
  - 1.2a Linkage
  - 1.2b Written Policies
  - 1.2c Assurance of Successful Executive Director Performance
- 1.3 Agenda Planning
- 1.4 Board Officers
  - 1.4a President
  - 1.4b Vice President/Treasurer
  - 1.4c Secretary
- 1.5 Board Members' Code of Conduct
- 1.6 Board Membership
  - 1.6a Term of Office
  - 1.6b Responsibilities
  - 1.6c Committees
  - 1.6d Nominating Process
  - 1.6e Election Procedures
- 1.7 Board Meetings
  - 1.7a Frequency
  - 1.7b Quorum
  - 1.7c Agendas
  - 1.7d Decision-Making
  - 1.7e Participation by Non-Members
  - 1.7f Closed Meetings

# 1.0 Board Governance

---

## Global Board Governance Commitment

The purpose of the board, on behalf of its moral ownership, is to see to it that the Wisconsin Youth Company (a) achieves appropriate results for appropriate persons at an appropriate cost (as specified in board Ends policies), and (b) avoids unacceptable actions and situations (as prohibited in board Executive Limitations policies).

Adopted 5/14/09

## 1.1 Governing Style

---

The board will govern lawfully, observing the principles of the Policy Governance® model 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) proactivity rather than reactivity.

Accordingly,

- 1.1a The board will cultivate a sense of group responsibility. The board, not the staff, will be responsible for excellence in governing. The board will be the initiator of policy, not merely a reactor to staff initiatives. The board will use the expertise of individual members to enhance the ability of the board as a body, rather than to substitute the individual judgments for the board's values.
- 1.1b 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.
- 1.1c 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 at any time, it will scrupulously observe those currently in force.
- 1.1d Continual board development will include orientation of new board members in the board's governance process and periodic board discussion of process improvement.
- 1.1e The board will allow no officer, individual or committee of the board to hinder or be an excuse for not fulfilling its commitments. Each member of the board shares responsibility for effective board leadership, including meeting preparation and participation
- 1.1f It is the board's responsibility to conscientiously monitor its own performance on a regular and timely basis. Self-monitoring will include comparison of board activity and discipline to policies in the Board Governance and Governance-Management Connection categories.

Adopted 5/13/01 as 1.14 and 1/26/94 as 1.4; combined and rev 5/14/09

## 1.2 Board Contributions

---

The job of the Board is to make certain contributions that lead Wisconsin Youth Company, Inc. towards its desired objectives and that assure achievement of these objectives. The Board's specific contributions are unique to its trusteeship role and are necessary for proper governance and management. Consequently, the board shall provide three major contributions to the corporation:

### 1.2a Linkage.

The board shall serve as the link between Wisconsin Youth Company, Inc. and its moral ownership who are all those who care about the children of south central Wisconsin thriving outside the school day.

### 1.2b Written Policies.

The board shall provide written governing policies that, at the broadest level, address:

- a. **Governance Process.** Specification of how the board conceives, carries out, and monitors its own tasks; and
- b. **Governance-Management Connection.** How authority is delegated from the board to the Executive Director, and how its proper use is monitored.
- c. **Executive Limitations.** Constraints on executive authority which establish the prudence and boundaries of ethics within which lies the acceptable arena of executive activity, decisions, and organizational circumstances;
- d. **Ends.** Organizational products, impacts, benefits, outcomes, and objectives (what good, for which needs, at what costs).

### 1.2c Assurance of Successful Executive Director Performance

See Sections 2.3 and 2.4 of Governance-Management Connection policies.

## 1.3 Agenda Planning

To provide strategic direction with a governance style consistent with board policies, the board will follow an Annual Plan process which (a) re-explores Ends, as appropriate, (b) continually improves board performance through board education and enriched input and deliberation, and (c) maintains and enhances linkages with owners and owner representatives.

**1.3a** The planning cycle will start with the board's development and/or review of an Annual Plan in the second quarter of the calendar year for the purpose of establishing informed direction for the board for the next year.

- a. The board agenda shall include an item for input on political, regulatory, economic, sociological or technological trends.
- b. The Annual Plan shall be adopted by the board by June of the calendar year in order to fit into the WYC budget process, and undertaken and completed during the Annual Plan cycle which begins in September. The Annual Plan shall establish a focus or theme for the year related to the Ends. This theme shall inform and determine the following board Annual Plan activities:
  1. Linkage with selected groups in the ownership to gain input
  2. Governance education and research
  3. Ends education.

**1.3b** The Annual Plan cycle will conclude each year on the last day of August. The Annual Plan cycle shall conclude with a board assessment of the information gained in order to determine whether the Ends should be revised.

**1.3c** The President shall set the board agenda. A majority of the board can add or delete an item from the agenda. Material related to the agenda shall be distributed with the agenda prior to the meeting.

**1.3d** CEO monitoring, CEO report and board self-evaluations will be included on the agenda for discussion and appropriate action according to the monitoring schedule adopted by the board.

## 1.3 Agenda Planning (continued)

---

- 1.3e** CEO remuneration will be decided during the month of January after a review of monitoring reports received in the last year.

Adopted as board process 8/28/08; adopted 5/14/09, rev 1/12/12, rev 3/12/15, rev 9/14/17

## 1.4 Board Officers

---

Board officers shall include a President, Vice President-Treasurer, and Secretary, each elected by the board to one-year terms. The board may create additional offices as needed. If an office is vacated prior to completion of the term, it shall be filled by special election at the next board meeting. Any officer may be removed from office by a majority vote of the board, for good cause. The board shall determine what constitutes good cause.

**1.4a President.** The President shall have such duties, responsibilities, and authorities as needed to carry out the policies and directions of the board, including presiding over meetings of the board and serving as board spokesperson. The President is a specially empowered member of the board who ensures the integrity of the board's process.

- a) In exercising his/her authority within topics covered by board policies on Board Governance and Governance-Management Connection, the President is authorized to use any reasonable interpretation of the provisions of these policies.
- b) The President may delegate this authority but remains accountable for its use.

**1.4b Vice President-Treasurer.** In the absence or incapacity of the President, the Vice President-Treasurer shall assume the authorities and responsibilities of the President. The Vice President-Treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the board.

**1.4c Secretary.** The Secretary shall be responsible for the integrity of board documents and other duties as assigned. The authority of the Secretary is access to and control over board documents. The Secretary shall preside in the absence of the President and Vice President-Treasurer.

## 1.5 Board Members' Code of Conduct

---

The board commits itself and its members to ethical, businesslike, responsible and lawful conduct, including proper use of authority and appropriate decorum when acting as board members.

Accordingly,

- 1.5a** Members shall demonstrate loyalty to the ownership, unconflicted by loyalties to staff, other organizations, or any personal interests as consumers.
- 1.5b** Board members shall avoid any conflict of interest with respect to their fiduciary responsibilities.
- a. There shall be no self-dealing or any conduct of private business or personal services between any board members and Wisconsin Youth company, Inc. except as procedurally controlled so as to ensure openness and competitive opportunity.
  - b. Each board member shall fill out and submit to the board president annually the Wisconsin Youth Company board member conflicts self-disclosure form, which shall be shared with the board.
  - c. When the board is to decide upon an issue about which a member has a conflict of interest, that member shall absent her/himself without comment from not only the vote, but also from the deliberation.
  - d. Board members shall not use their board position to obtain employment in the organization for themselves, family members, or close associates. Should a board member wish to apply for employment, he or she must first resign from the board.
- 1.5c** Board members shall not attempt to exercise individual authority over Wisconsin Youth Company, Inc. except as set forth by board action.
- a. In interacting with staff, clients, and persons external to the organization, board members shall not presume to speak for the board unless authorized to do so.



## 1.5 Board Members' Code of Conduct (continued)

---

- b. Members' interactions with the public, the 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.
- c. Except for participation in board deliberation about Executive Director performance, members shall not express individual judgments of performance of employees or the Executive Director.

**1.5d** Members shall respect the confidentiality appropriate to issues of a sensitive nature.

**1.5e** Members shall support the legitimacy and authority of the final determination of the board on any matter, irrespective of the member's personal position on the issue.

**1.5f** Removal of a board member shall require a majority vote of the board and shall be for good cause only. The board shall determine what constitutes good cause.

Adopted 1/26/94; rev 9/21/94, 11/9/06; replaced 5/14/09

## 1.6 Board Membership

---

The board shall consist of no fewer than seven (7) members, none of whom shall be an employee of the corporation. Board members shall be elected by the incumbent board.

### 1.6a Term of Office

- a. Board members shall serve for three-year terms. Board members shall not serve for more than two consecutive terms, but shall be eligible for re-nomination to the board after a year's absence from the board.
- b. A member's seat on the board may be vacated prior to the expiration of his/her term by virtue of resignation or removal. Resignations shall be effective when received in writing by the board President.
- c. When a seat on the board becomes vacant, the board may appoint a replacement for the balance of the vacating member's term. Upon completion of the term to which he/she was appointed, the appointed member is eligible as defined in the bylaws to be elected to one or two more terms in succession.

### 1.6b Responsibilities

- a. **Attendance.** Board members are expected to attend 70% of all meetings of the board. *A member shall be contacted after three absences within one calendar year.*
- b. **Preparation and Participation.** Board members are expected to prepare for meetings, encourage the expression of diverse viewpoints, work in good faith to reach decisions, and make decisions after thoughtful discussion.

### 1.6c Committees

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.

## **1.6 Board Membership (continued)**

---

- a. A committee is a board committee only if its existence and charge come from the board, regardless of whether board members sit on the committee. Unless otherwise stated, a committee ceases to exist as soon as its task is complete.
- b. Committees shall report to the board at regular intervals, as determined by their work. The function of committees shall be to help the board do its job, not to help or advise staff on its job.
- c. Committees will be used sparingly and ordinarily in an ad hoc capacity.
- d. This policy applies to any group that is formed by board action, whether or not it is called a committee and regardless of whether the group includes board members. It does not apply to committees formed under the authority of the Executive Director.

### **1.6d Nominating Process**

- a. Each year the board shall select a Nominating Committee consisting of up to three board members exclusive of the board President and the Executive Director.
- b. The Nominating Committee shall serve for a one-year term which shall commence upon election and continue until the conclusion of the meeting during which the next election of officers occurs.
- c. The nominating process shall include the following steps:
  - The board discusses current needs for membership. Members who have prospect ideas should bring them before the board to “vet” and determine if the fit would be a good one.
  - The approved individuals will be invited to attend a meeting. The nominating committee will follow up to confirm interest and answer questions. At that time, an application will be requested of the individual.

At the following meeting, the board will vote on the

## **1.6 Board Membership (continued)**

---

candidate. The nominating committee will notify the individual of the election results.

- At times designated by the board, submit a slate of candidates for board membership, board offices, and memberships for any standing committees other than the Nominating Committee.

In all cases, nominations from the floor may be offered in addition to those submitted by the Nominating Committee.

### **1.6e Election Procedures**

- a. In all cases, elections to board membership, board offices, and standing committees shall be conducted by ballot if there are more candidates than open positions, or by acclamation.
- b. Each board member may vote for as many candidates as there are vacant positions. Candidates shall be ranked in accordance with the number of votes each has received, and, of those receiving the most votes, a number equal to the number of positions to be filled shall be declared elected. In the event a winning candidate(s) cannot be identified owing to a tie vote, a run-off election shall be held among those so tied and the candidate(s) receiving the most votes shall be declared elected. If the run-off election does not yield the appropriate number of winning candidates, the candidate receiving the fewest number of votes may be eliminated from candidacy before a second run-off is held. If the second run-off does not identify an appropriate number of candidates receiving the most votes or the elimination of any from candidacy, the positions shall be filled by drawing lots on behalf of the candidates.
- c. Persons elected to board or committee memberships, or to a board office, shall assume office at the next meeting after election.

Board Membership adopted as 1.2 on 1/26/94; rev 9/21/94, 11/9/06, 10/9/2015  
Board Nominations and Elections adopted as 1.6 on 10/19/94  
Combined and replaced 5/14/09; rev 11/12/09, rev 12/1/11

## 1.7 Board Meetings

---

### 1.7a Frequency

The Board shall meet at least quarterly. Special meetings may be called by the President or by any two board members. Notice shall be issued to all members at least three days in advance of a regular meeting and at least one day in advance of a special meeting. Notice may be waived for any meeting in writing by the members.

### 1.7b Quorum

A quorum shall consist of a majority of the board members then serving.

### 1.7c Decision-Making

Substantive matters put to vote shall be decided by a majority vote of those present. Any action which may be taken at a meeting of the members may be taken without a meeting if all the members shall consent in writing to such action.

- a. The President shall chair board meetings with all commonly accepted powers of that position using Robert's Rules of Order.
- b. Meeting discussion content will consist of matters appropriately before the board. Discussion and deliberation shall be orderly and keep to the point.

### 1.7d Participation by Non-members

Board meetings shall be open to the public except when closed session is ordered by a majority vote of the members present. The board may determine conditions and procedures by which non-members may address the board or otherwise participate in board meetings.

### 1.7e Closed Meetings

The board may go into closed session to discuss personnel matters, litigation, contracts, or other matters deemed sensitive by the board. Minutes shall be taken by the Secretary, or appointed director, during closed session but shall be treated as confidential and stored securely, separate from the general meeting minutes.