

POLICY

Series:	Board Governance	COA: GOV 5, GOV 6 CFOP:
Policy Name:	Governance Model	
Policy Number:	GOV011	
Revision Date:	1/26/2012, 6/1/2016, 1/25/2018, 3/8/2019, 2/27/2020, 01/2//2022	
Review Date:	3/8/2019, 5/10/2019, 2/16/2021, 03/24/2022	
Effective Date:	11/1/2008	
Applicable to:	Brevard Family Partnership Family of Agencies (BFP FOA) Board of Directors, Chief Executive Officer	

Brevard Family Partnership (BFP) uses a policy governance model of governance, modified as needed to be in compliance with Florida Sunshine Law and requirements of BFP's Council On Accreditation (COA) and DCF contract. This policy describes the BFP board governance.

Order of Precedence:

In implementing this policy, the following order of precedence applies:

1. Federal, state, and local law
2. Articles of Incorporation
3. By-laws of Community Based Care of Brevard, Inc.
4. Requirements of DCF Contract
5. Requirements of COA
6. Board Governance GOV011

The Board Management Delegation Process: The Board will govern based on the following:

1. The Board gives advice and guidance only as one body and gives direction as a Board.
2. There is a clear distinction between a Board's role as policy setting only and the BFP.
3. The BFP FOA Chief Executive Officer's (CEO's) role as implementing policy and achieving the mission.
4. The Board is responsible to monitor the quality of services and financial soundness of the agency.
5. The Board will self-evaluate its performance as a Board and as individual Board members on an annual basis.
6. The Board will annually evaluate the FOA's CEO based on goals set by the Board.

Board Meetings

At least 1 (one) annual meeting of the Board of Directors shall be held on the dates determined by the Board of Directors at the beginning of each calendar year.

- a. The Board follows Robert's Rules of Order, as applicable, in conducting board meetings.
- b. The Board Chair will prepare the agenda in advance of dissemination to members with input from board members, chairs of committees, the FOA's CEO and Board Liaison.
- c. The BFP FOA's CEO makes recommendations regarding policies for approval by the Board.
- d. The Board shall monitor the DCF contract performance measures and corresponding BFP FOA's data on a monthly basis.
- e. The BFP Board of Directors shall ensure the System of Care reflects the vision of the community.
- f. The BFP FOA's CEO will report to the BFP Board during scheduled meetings.
- g. The BFP Board shall monitor the financial performance of the agency on a monthly basis.

Role of the Board Chair

The responsibility of the Board Chair is to ensure that the Board operates consistently within its own rules and bylaws. The Chair is the facilitator of the board meetings. The Chair appoints committee chairs. The Chair may represent the Board within the scope of the Board's actions.

Board Member's Code of Conduct

The Board commits itself and its members to ethical and lawful conduct including proper use of authority when acting as a Board member. Annually, BFP FOA board members will sign the Statement of Adherence to Values and Personal Commitment.

Conflict of Interest and Disclosures

Members will annually disclose in writing their involvement with other organizations that might produce a conflict and voluntarily withdraw from decision making in matters accordingly. Members will be requested to disclose any actual or perceived conflicts at board meetings.

Members will disclose any business relationship(s) with other members.

Committees

The BFP Board may appoint committees as appropriate within a defined scope of work and in accordance with the agency Articles and Bylaws.

The Board CEO Linkage:

The Board's sole official connection to the operational organization, its achievements, and conduct will be through the BFP FOA's CEO.

Unity of Control

1. Decisions or instructions of individual Board members, officers, or committees are not binding on the BFP FOA's CEO except in rare instances when the Board has specifically informed the BFP FOA's CEO of such exercise of authority.
2. The BFP Board Chair may represent the Board within the scope of the Board's actions or intent and converse with the CEO accordingly. The BFP Board Chair's representation must be based on the collective will of the entire Board.
3. In the case of Board members or committees requesting information or assistance without Board authorization, the BFP FOA's CEO may decline such requests that require, in the FOA's CEO's opinion, a material amount of staff time or funds, or are disruptive. A denied request may be brought to the attention of the BFP Board at a monthly meeting to determine whether the Board deems the request to be actionable.

Accountability of the FOA's CEO

The BFP FOA's CEO 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 BFP FOA's CEO.

Accordingly,

1. The Board will never give instruction to persons who report directly or indirectly to the BFP FOA's CEO unless otherwise outlined in the absence of the CEO.
2. The Board will refrain from evaluating, either formally or informally, any staff other than the BFP FOA's CEO.
3. The Board will view the BFP FOA's CEO performance as identical to organizational performance and indicative of corporate and community values, so that organizational accomplishment of board-stated *Ends* and avoidance of board-prescribed means will be viewed as successful BFP FOA's CEO performance.

Delegation to the BFP FOA's CEO

The Board will instruct the BFP FOA's CEO through written policies that prescribe the organizational *Ends* to be achieved and describe organizational situations and actions to be avoided, allowing the BFP FOA's CEO to use any reasonable interpretation of these policies.

Accordingly,

1. The Board will develop practices instructing the BFP FOA's CEO to achieve certain results, for certain recipients, at a specific cost. These practices will be developed systematically from the broadest, most general level to more defined levels, and will be called *Ends policies*.

2. The BFP Board will develop policies that limit the latitude the BFP FOA's CEO 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*.
3. As long as the BFP FOA's CEO uses *reasonable interpretations* of the BFP Board's Ends and Executive Limitations policies, the CEO is authorized to establish all further policies, make all decisions, take all actions, establish all practices, and develop all activities.
4. The BFP Board may change its Ends and Executive Limitations policies, thereby shifting the boundary between the Board and the BFP FOA's CEO domains. By doing so, the Board changes the latitude of choice given to the BFP FOA's CEO. However, as long as any particular delegation is in place, the Board will respect and support the FOA's CEO's choices.
5. The BFP FOA's CEO is authorized to act without prior approval of the BFP Board in an emergency situation which prevents the BFP FOA's CEO from seeking BFP Board approval, as long as the BFP FOA's CEO's actions are consistent with the mission of BFP and the Ends policies of the Board. In the event that the BFP FOA's CEO finds it necessary to exercise the emergency authority granted herein, the BFP FOA's CEO will advise all Board members as soon as the situation permits in the most expeditious manner.

Monitoring the BFP FOA's CEO Performance

Systematic and rigorous monitoring of the BFP FOA's CEO job performance will be measured by organizational accomplishment of Board policies on Ends & Outcomes and organizational operations within the boundaries established in Board Governance policies on Executive Limitations.

Accordingly,

1. Monitoring is simply to determine the degree to which Board Governance policies are being met.
2. The BFP Board will acquire monitoring data by one or more of three (3) methods: (a) by internal reports, in which the BFP FOA's CEO discloses compliance information to the BFP Board, (b) by external reports, in which an external, disinterested third party selected by BFP Board assesses compliance with Board Governance Policies, and (c) by direct Board inspection, in which a designated member or members of the BFP Board assess compliance with the appropriate governance policy criteria.
3. In every case, the standard for compliance shall be reasonable to the BFP FOA's CEO interpretation of Board Governance Policy being monitored.
4. All governance policies that instruct the BFP FOA's CEO will be monitored at a frequency and by a method chosen by the BFP Board. The BFP Board can monitor any policy at any time, by any method, but will ordinarily depend on a routine schedule.

The Executive Limitations:

Common Executive Constraint

The BFP FOA's CEO shall not allow practices, activities, decisions or organizational circumstances that are either unlawful, imprudent, or in violation of commonly accepted business and professional ethics. Any violation of a criminal law, actions that derive an improper personal benefit, recklessness or act of omission committed in bad faith or malicious purpose shall be cause for immediate dismissal of the BFP FOA's CEO.

Treatment of Customers (clients)

With respect to interactions with customer clients or those applying to be customer clients, the BFP FOA's CEO shall not cause or allow conditions, procedures, or decisions that are unsafe, undignified, unnecessarily intrusive, or that fail to provide appropriate confidentiality and privacy.

Hiring of Senior Executive Positions

The BFP FOA's CEO shall minimally inform the BFP Board of the intent to create and/or hire a Senior Executive position within the agency and avail members the opportunity to participate in the final interview process.

Hiring of Executive Directors

The BFP FOA's CEO shall inform the BFP Board of the intent to create and/or hire a Vice President and Chief Operations Officer, Chief Financial Officer, Chief Legal Officer, Executive Directors, and the BFP Board Liaison within the Family of Agencies and avail the respective Agency and BFP Board members the opportunity to participate in the recruitment and selection process.

Accordingly, the BFP FOA's CEO shall not:

1. Use or allow to be used application forms that elicit information for which there is no clear necessity. Using only required forms as required by Law.
2. Use or allow to be used methods of collecting, reviewing, transmitting, or sorting customer client information that fails to protect against improper access to such material.
3. Maintain or allow maintaining facilities that fail to provide a reasonable level of safety and confidentiality.
4. Fail to establish a clear understanding of what services BFP FOA performs for the customer client.
5. Fail (or allow others to fail) to inform customer clients of this policy, or to provide a grievance process to those who believe that they have not been afforded a reasonable interpretation of their rights under this policy.

Treatment of Staff

With respect to treatment of paid or volunteer staff, the BFP FOA's CEO may not cause or allow conditions that are unfair, undignified or unlawful.

Accordingly, the BFP FOA's CEO shall not:

1. Operate without written personnel policies that clarify personnel rules for staff, provide for effective handling of grievances, and protect against wrongful conditions such as nepotism, or grossly preferential treatment for any reason.
2. Discriminate against any staff member for expressing an ethical dissent.
3. Prevent staff from grieving to the BFP FOA Board when (a) internal grievance procedure has been exhausted and (b) the employee alleges that either a Board Governance Policy has been violated to his or her detriment or a Board Governance Policy does not adequately protect his or her human rights.
4. Fail to acquaint staff with their rights under this policy.
5. The CEO is the only staff member with the authority to hire and/or terminate staff. BFP FOA Board of Directors should receive advanced notice before terminating Sr. Directors and Officers of the BFP FOA.

Financial Planning and Budgeting

Financial planning for any fiscal year or the remaining part of any fiscal year shall not deviate materially from the Board's Ends or Outcomes, priorities, risk fiscal jeopardy, or fail to be derived from a multiyear plan.

Accordingly, the BFP FOA's CEO shall not allow budgeting that:

1. Contains too little information to enable credible projection of revenues and expenses.
2. Plans the expenditure in any fiscal year of more funds than are conservatively projected to be received in that period.
3. Reduces the current cash assets to drop below a safety reserve of operating capital.
4. Provides less for Board prerogative during the year than is set forth in the Cost of Governance policy.

Financial Conditions and Activities

With respect to the actual, ongoing financial conditions and activities, the CEO shall not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from Board priorities.

Accordingly, the BFP FOA's CEO shall not:

1. Expend more funds than have been received in the fiscal year to date.
2. Indebt the organization in an amount greater than can be repaid.
3. Commit the organization for any expenditure that is outside the approved budget.
4. Fail to settle payroll and debts in a timely manner.
5. Allow tax payment or other government-ordered payments or filings to be overdue or inaccurately filed.
6. Make a single line-item purchase outside of the parameters set forth in the Signatory Policy: GOV 201 except when negotiating the terms and conditions of service center leases or executing contracts.
7. Fail to notify the Board of delinquent accounts receivables after a reasonable grace period.

BFP FOA's CEO Succession

In order to protect the Board from sudden loss of BFP FOA's CEO services, the BFP FOA's CEO may have no fewer than two (2) other executives familiar with Board and CEO issues and processes. In the event of the resignation, termination, or sudden loss of the CEO, the BFP Vice President and Chief Operations Officer for the Family of Agencies will assume the interim role of CEO until a suitable replacement and process for recruitment is identified.

Asset Protection

The BFP FOA's CEO shall not allow the assets to be unprotected, inadequately maintained, or unnecessarily risked.

Accordingly, the BFP FOA's CEO shall not:

1. Fail to insure against theft and causality loss to at least 80 percent of replacement value and against liability loss to the Board members, staff, and the organization itself in an amount greater than is required for a comparable community not-for-profit organization; thus, allowing adequate Board liability insurance.
2. Subject plant and equipment to improper wear and tear or insufficient maintenance.
3. Make any purchase without making a comparative price check.
4. Receive, process, or disburse any funds that would violate Board-approved standards.

Compensation and Benefits

With respect to employment, compensation, and benefits to employee, consultant, contract workers, and volunteer, the BFP FOA's CEO shall not cause or allow jeopardy to fiscal integrity or public image.

Accordingly, the BFP FOA's CEO shall not:

1. Change his or her personal compensation and benefits.
2. Promise or imply permanent or guaranteed employment.
3. Establish a compensation package for all employees that are not within the salary line-item budget for each year.
4. Develop a performance review process that is not manageable and equitable for all employees. The CEO is responsible for the Vice President and Chief Operations Officer, Chief Financial Officer, Chief Legal Officer, Board and Community Liaison, and Executive Assistant to CEO. The BFP Vice President and Chief Operations Officer for the family of agencies is responsible for the BFP Family of Agencies Executive Directors, Sr. Executives, Administrative Assistant to the BFP Vice President and Chief Operations Officer and BFP Family of Agencies Senior Executives are responsible for Division employees.

Communication and Support to the Board

The FOA's CEO shall not permit the Board to be uninformed or unsupported in its work.

Accordingly, the BFP FOA's CEO shall not:

1. Neglect to submit monitoring data required by the Board, in a timely and accurate fashion.
2. Let the Board be unaware of relevant trends, outcomes, anticipated adverse media coverage, internal and external changes and any Board directed issues that were in danger of failure.
3. Fail to advise the Board if, in the BFP FOA's CEO opinion, the Board is not in compliance with its own policies on Governance Process and Board-CEO Linkage.
4. Fail to deal with the Board as a whole except when (a) fulfilling individual request for information, conducting Board briefings or (b) responding to officers or committees duly charged by the Board.
5. Fail to report in a timely manner actual or anticipated non-compliance with any policy of the Board.
6. Fail to communicate and support recommendations for reorganization or restructuring at the BFP FOA or ED level(s).

7. Fail to supply for the consent agenda all items delegated to the BFP FOA's CEO yet required by law or contract to be Board-approved, along with the monitoring assurance pertaining thereto.

The BFP FOA's CEO may not enter into any grant or contract arrangements that fail to emphasize primarily the production of ends or outcomes, and secondarily, the avoidance of unacceptable means.

Accordingly, the BFP FOA's CEO shall not:

1. Fail to prohibit particular methods and activities to preclude grants funds from being used in imprudent, unlawful, or unethical ways.
2. Fail to provide a comprehensive procurement and monitoring process in accordance with State, Federal and County standards in which recommendations regarding contract status and awards are disseminated to the Board.

Approved by the Brevard Family Partnership Board of Directors March 24, 2022.

AS APPROVED BY THE BOARD OF DIRECTORS:



RUTH LONG

Board Chair

Date: 4/14/2022

BY DIRECTION OF THE CHIEF EXECUTIVE OFFICER:



PHILIP J. SCARPELLI

President and Chief Executive Officer

Date: 4/14/2022