

# Section 3 Board and Board Members

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The policies contained in the ISUF Policy manual contain all amendments, if any, made to them through the October 21, 2022 Board of Directors meeting.

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#### **Section 3.01 - Role of the Board**

##### **3.01.01 Role of the Board**

Acts as the fiduciary and guardian of the organizational assets

- a. Reviews and approves the Idaho State University Foundation's operating and discretionary spending budget as well as receives the report of the Audit Committee on the annual audited Financial Statements.
- b. Review and evaluate major fund-raising campaigns.
- c. Assesses progress toward fundraising goals.
- d. Assumes stewardship responsibility for the Idaho State University Foundation's finances.
- e. Sets policies for the overall management and operation of the Foundation.

##### **3.01.02 Expectations of the Members of the Board**

- a. Attend regularly scheduled Board Meetings.
- b. Participate in committee work and if requested chair a committee.
- c. Become informed about the policies and programs of Idaho State University and its Foundation.
- d. Participate in fundraising activities and special events sponsored by Idaho State University and its Foundation.
- e. Contribute financially, annually, according to ability.
- f. Participate in board orientation activities.
- g. Act as an informed advocate of Idaho State University and its Foundation.

##### **3.01.03 Lifetime Board Members**

To be eligible for designation as a Lifetime Board Member, a current or former Board member should have completed three terms on the Board. In addition, they must have rendered unusual, distinctive, and exceptionally meaningful service to the Board, the Foundation and the University. Designation as a Lifetime Board Member should rarely occur.

Any member of the Board, any ex officio members of the Board or any Emeritus Director may confidentially submit the name of an eligible person to a member of the Nominating Committee of the Board. The Nominating Committee will review all candidates submitted and in the unusual case, where the candidate is considered to meet the exceptional qualifications, may submit the name of a candidate to the Board for election as a specially designated Lifetime Board Member. All submissions to the Nominating Committee, as well as submissions to the Board, shall be handled in a confidential manner and any discussions and votes shall be held in Executive Session. While only a quorum is necessary at any

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meeting where a vote is taken, a majority of the entire Board membership voting in favor of designating someone a Lifetime Board Member is required.

A Lifetime Board Member shall have all the rights, duties and responsibilities of any other Board member including the right to vote. However, they shall not be subject to any attendance policy. Accordingly, they shall not be counted in determining the number required for a quorum or whether a quorum is present at any meeting. While they are not prohibited from serving on a Committee of the Board, there should be no expectation of Committee service as there is for other Board members.

**Person responsible for the periodic review of policy - Board Past Chair**

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#### Section 3.02 - Board Member Agreement

When the Idaho State University Foundation extends an offer to someone to join its Board of Directors, and if that person accepts, a relationship is being established between that person, the Foundation and other Directors. The purpose of this policy is to articulate the mutual undertakings that form the basis of that relationship. It should be clearly understood that no quotas are being set, and that no rigid standards of measurement and achievement are being formed. We trust each other to carry out the expectations enumerated below to the best of our ability.

#### 3.02.01 Board Member Agreement

- a. The Idaho State University Foundation and the University agrees to provide each member of the board with the following:
  - i. Access to the officers and Executives of Idaho State University and its Foundation, as needed for proper operation of the Board.
  - ii. Ample notice of all meetings including necessary background material.
  - iii. Minutes of all Board Meetings.
  - iv. Regular financial reports that allow Board Members to review the Idaho State University Foundation's financial position.
  - v. Access to paid staff to discuss program and policy, goals, and objectives.
  - vi. Straightforward and thorough answers to any questions Board Members have that they feel are necessary to carry out their fiscal, legal, or moral responsibilities to the Foundation.
  - vii. Relevant information to conduct their job as a Board Member.
  - viii. To the extent allowed by law, indemnification from liability for a Board Member's reasonable and necessary actions.
  - ix. Reimbursement for reasonable expenses incurred when undertaking significant special tasks or projects on behalf of and at the request of the Idaho State University Foundation.
  - x. D&O insurance liability coverage.
  - xi. Respect for their time.
  - xii. The use of their talent effectively.
  
- b. Board Members of the Idaho State University Foundation promise to be fully committed and dedicated to the mission of the Foundation. Duties and responsibilities of a Board Member include, but are not limited to, the following:
  - i. Be fiscally responsible, with other board members, including having a knowledge of budget preparation and adherence, financial reports, investment processes and outcomes, audit compliance.
  - ii. Be legally responsible, along with other board members, overseeing, implementing and complying with policies and programs.

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- iii. Accept and adhere to the governing bylaws and policies as stated in the Policy Manual.
- iv. Attend a Board Orientation and/or other continuing education provided if possible.
- v. Contribute financially, annually, according to ability and give what is to them a substantial financial contribution during their term of service on the Board.
- vi. Actively engage in fundraising, making a good-faith effort to raise money for the Foundation in whatever ways are best suited for them. These may include individual solicitation, undertaking special events, writing mail appeals, etc.
- vii. Actively promote and advocate for Idaho State University and the Foundation within circles of influence, encourage and support its staff, and work in concert with fellow Board Members.
- viii. Attend Board Meetings, be available for phone consultation, and serve on at least one of the Idaho State University Foundation committees if requested and fulfill commitments in a timely and professional manner.
- ix. Attend as many of the University and Foundation's events and fundraisers as possible.
- x. Share resources and talents with the Foundation, including expertise, contacts for financial support, and contacts for in-kind contributions.
- xi. Maintain and promote high ethical standards as defined in the Policy Manual.
- xii. Maintain the confidentiality of the private information of the Foundation, staff, donors, and other Board Members.
- xiii. Communicate effectively and respect the diverse opinions of others.
- xiv. Agree that in the event, for whatever reason, they can no longer fulfill their duties and responsibilities as an Idaho State University Foundation Board Member, they will immediately notify the Board Past Chair and arrange to transfer any outstanding responsibilities to other members of the Board.

**Person responsible for the periodic review of policy - Board Past Chair**

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#### **Section 3.03 - Board Past Chair Job Description**

##### **3.03.01 Position Summary**

The Past Chair provides invaluable institutional and board knowledge, derived from having served in positions of Chair and Vice Chair, ensuring continuity of the Board's success. The Past Chair mentors, supports, and assists when needed the current Chair in his/her responsibilities. Additionally, the Past Chair, as directed by the Chair, executes functions which must be performed by officers of the Foundation.

##### **3.03.02 Responsibilities**

- a. Serves on the Executive Committee.
- b. Oversees efforts to build and maintain a strong Board by mentoring the Chair and cultivating leadership among individual Board Members.
- c. Works with the nominating committee to make Board development a priority and to identify and recruit new Board members who bring important skills and knowledge to the Board.
- d. Works with the nominating committee to identify candidates for Foundation Vice Chair and other officers.
- e. Responsible (along with the Chair) for meeting with major donors and supporting the development staff.
- f. At the request of the Chair, approve and signs contracts which the Foundation enters.
- g. When appropriate, serve as the official representative and spokesperson for the Foundation and its Board.

**Person responsible for the periodic review of policy - Board Past Chair**

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#### **Section 3.04 - Board Chair Job Description**

##### **3.04.01 Position Summary**

The Chair is the Chief Executive Officer of the Idaho State University Foundation and presides at all meetings of the Board, the Executive Committee, and other meetings as required.

##### **3.04.02 Key Responsibilities**

- a. Works with the Executive Committee and the Board to establish the guiding principles, policies, and mission for the Foundation.
- b. Works with the appropriate Foundation Staff and other officers to oversee the preparation of the budget and financial reports of the Foundation for presentation to the Finance Committee, Executive Committee and Full Board and works with the staff to make sure the Independent Accountants are granted full access and cooperation.
- c. Leads and facilitates Board Meetings by making sure that the agenda is followed, every Board member has the opportunity to participate in discussions, and the Board uses proper decision-making procedures.
- d. Unless otherwise specified, appoints all committee members to all committees.
- e. In order to structure a committee system that contributes to the Board's overall effectiveness, serves as an Ex Officio member of all board Committees, except the Nominating and Audit Committees, with the understanding that attendance and participation may vary or be limited, due to scheduling.
- f. The Board and Foundation's legal counsel and, unless otherwise specified, other consultant's report to the Chair.
- g. Work with the University President and Vice President for Advancement to provide Board input into the various processes as well as to communicate funding limitations.
- h. Along with the Board Past Chair, guides the work of the Board to secure donations and endowments for the Foundation by overseeing the development of fundraising policies, encouraging and supporting the fundraising efforts of the development committee, development staff and individual Board members, soliciting contributions from Board Members and major contributors, and setting an example by contributing his or her own funds to the Foundation.
- i. Along with the Board Past Chair, when appropriate speaks for the Board and the Foundation in the event of a controversy or crisis; oversees the development of communications policies; and works to promote the work of the Foundation in conversations, speeches, interviews, and other day-to-day activities.
- j. Sign all contracts and other legal documents into which the Foundation enters. This responsibility may be delegated by the Chair to any other Foundation officer on a case-by-case basis.
- k. Provide a report at each Board Meeting of his or her activities since the previous Board Meeting.
- l. Perform any other duties that are necessary for the successful execution of the Foundation's mission.

**Person responsible for the periodic review of policy - Board Chair**

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#### **Section 3.05 - Board Executive Vice President Job Description**

##### **3.05.01 Background**

The Executive Vice President of the Foundation (EXECUTIVE VICE PRESIDENT) is also the Vice President for University Advancement of Idaho State University. As mandated by the Idaho State Board of Education, certain of the functions formerly performed by the EXECUTIVE VICE PRESIDENT can no longer be performed by the EXECUTIVE VICE PRESIDENT and must be performed by officers of the Foundation who are not employed by the University. However, since the EXECUTIVE VICE PRESIDENT is the only officer of the Foundation who is not a volunteer, the EXECUTIVE VICE PRESIDENT still has significant responsibilities that are designed to make sure that the Foundation is fulfilling its mission.

##### **3.05.02 Responsibilities**

- a. Serves on the Executive Committee.
- b. The EXECUTIVE VICE PRESIDENT is the primary representative of the University's leadership to the Board. In that regard the EXECUTIVE VICE PRESIDENT insures that the Board is fully conversant with the needs of the University and explains and represents the University's position to the Board and the other officers of the Foundation.
- c. The EXECUTIVE VICE PRESIDENT, working with the Board Past Chair and Board Chair, is the day to day representative of the Board and the Foundation to the University's leadership. The EXECUTIVE VICE PRESIDENT explains the reason for Board actions and makes sure the Foundations activities are well coordinated with the University and represents the Foundation as appropriate to the larger University community.
- d. Ensures that the Foundation's staff are responsive to legitimate requests from Foundation Officers and Board Members.
- e. Works with the nominating committee to identify and recruit new Board Members.
- f. Provides advice and assistance to the nominating committee as they identify candidates for the Foundation's Chair Elect and other officers.
- g. Develops relationships with major donors.
- h. When appropriate, serve as the official representative and spokesperson for the Foundation and its Board.
- i. As long as not inconsistent with State Board of Education Policies, performs other tasks that the Board Past Chair and/or Board Chair request.

**Person responsible for the periodic review of policy - Executive Vice President of the Board**

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#### **Section 3.06 - Board Vice Chair Job Description**

##### **3.06.01 Responsibilities**

- a. Prepares to assume the office of the Chair of the Foundation.
- b. Fills the office of Chair should that office become vacant, and subsequently fills the office of Chair for a regular term as is entitled to the Chair-elect.
- c. Assists the Board Chair in the execution of his or her duties.
- d. Serves on the Executive Committee and other Committees as appropriate.
- e. Provides a report at each Board Meeting of his or her activities since the previous board meeting.
- f. Performs any other duties as assigned by the Chair of the Foundation.

**Person responsible for the periodic review of policy - Board Chair**

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#### **Section 3.07 - Board Treasurer Job Description**

##### **3.07.01 Requirements**

- a. Knowledge of the Foundation and personal commitment to its goals and objectives.
- b. Understanding of financial accounting for nonprofit organizations.
- c. When elected, the Board Treasurer must be a current Board member, or Emeritus Director, and after election becomes an Ex Officio board member. (See By Laws Sections 3.05 and 5.01).

##### **3.07.02 Responsibilities**

- a. Serves as a financial officer of the organization and is an Ex Officio member of the Finance Committee.
- b. Participates, with the Finance Committee, in the Board's review of and action related to the Board's financial responsibilities.
- c. Works with the Managing Director, to ensure appropriate financial reports are made available to the Board on a timely basis.
- d. Assists in preparing the annual budget when needed and presenting the budget to the Board for approval.

**Person responsible for the periodic review of policy - Board Treasurer**

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#### **Section 3.08 - Board Secretary Job Description**

##### **3.08.01 Requirements**

- a. Knowledge of the Foundation and personal commitment to its goals and objectives.
- b. Have an understanding of the basic documents and procedures of the Foundation.
- c. When elected, the Board Secretary must be a current Board member, or Board Associate, and after election becomes an Ex Officio board member. (See By Laws Sections 3.05 and 5.01).

##### **3.08.02 Responsibilities**

The Board Secretary, with the assistance of the Executive Assistant of the Foundation, shall:

- a. Certify and keep at the principal office of the Foundation the original or a copy of the articles of incorporation and bylaws as amended or otherwise altered to date.
- b. Keep at the principal office of the Foundation, or at such a place as the Board may determine, a book of signed minutes of all meetings of the directors and meetings of committees that are authorized to take action on behalf of the Board: Executive and Investment Committee. Minutes shall record time and place of meeting, whether regular or special, how called, how notice was given, the names of those present or represented at the meeting, and the proceedings thereof.
- c. Ensure that all notices are duly given in accordance with the provisions of the bylaws or as required by law.
- d. Be custodian of the records and of the seal of the Foundation and affix the seal, as authorized by law or the provisions of the bylaws, to duly executed documents of the Foundation.
- e. In general, perform all duties incident to the office of Board Secretary and such other duties as may be required by law, by the articles of incorporation, or by the bylaws, or which may be assigned to him or her from time to time by the Board.
- f. Serves as an Ex Officio member of the Governance Committee.

**Person responsible for the periodic review of policy - Board Secretary**

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#### **Section 3.09 - Compensation of Board Members**

Board Members, excluding Ex-Officio Members who are otherwise compensated, shall serve without compensation.

**Person responsible for the periodic review of policy - Board Chair**

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#### **Section 3.10 - Board Member Expense Reimbursement**

Board Members, excluding Ex-Officio Members who are otherwise compensated, are expected to bear all travel-related costs associated with attending Board Meetings, Committee meetings, or discharging other governance responsibilities assigned by the Chair of the Foundation. However, when a Board Member incurs costs associated with special travel such as visiting potential donors or for other activities at the request of the Foundation, appropriate receipts should be submitted to the Director of Finance of the Foundation for reimbursement by the Foundation. Alternatively, receipts may be submitted for the costs incurred and the Foundation will accept such as a donation and give credit for the amount expended.

**Person responsible for the periodic review of policy - Board Chair**

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#### **Section 3.11 - Board Member Continuing Education**

Board Members are encouraged to keep informed on matters that affect the University and the Foundation as well as the latest developments in nonprofit governance, fundraising and other matters that are the responsibility of the Board. The Foundation will provide, at a minimum, the following opportunities for continuing education:

Periodically, prior to a Board meeting, the Executive Committee will conduct a new Board Member Orientation program.

- a. In conjunction with the fall and spring Board Meetings at least one hour of continuing education will be made available to the Board, either as part of an agenda item or otherwise.

**Person responsible for the periodic review of policy - Board Chair**

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#### **Section 3.12 – Special Rules of Order**

As permitted by Section 6.11 of the ISUF Bylaws, the Board has adopted the following special rules of order. Committees are free to use these rules as applicable. However, unless the rule applies specifically to a committee, a majority of the Committee members may waive compliance with it.

##### **3.12.01 Approval of Minutes**

After a Board meeting, if the Board is not scheduled to meet again within the next 90 days, the Executive Committee is authorized to approve the minutes of that meeting. Draft minutes (except for Executive Session minutes) should be distributed to the entire Board in the Executive Committee's monthly meeting package. This serves to provide Board members an opportunity to suggest changes to the Foundation's Secretary. Board members are to be informed, before approval, that Executive Session minutes are available for inspection in the Foundation office. The approval of the minutes by the Executive Committee does not prevent additional corrections being made, by means of a motion to amend something previously approved, at any subsequent Board meeting.

##### **3.12.02 Consent Agenda**

A consent agenda may be presented by the Chair at the beginning of a Board meeting. Items may be removed from the consent agenda on the request of any one Board member. Items not removed may be adopted by general consent without debate. Removed items may be taken up either immediately after the consent agenda or placed later on the agenda at the discretion of the board.

##### **3.12.03 Correction of Clerical Errors in Policies & Definitions**

The Secretary is authorized to correct clerical errors and make conforming changes in Foundation's policies (including making sure numerical protocol within the Policy Manual is followed) and Section 10, Glossary, without the need for further approval from the Board, as long as the corrections do not change the meaning or constitute a substantive change to a policy. In addition, when the title for functions named in policies change, the Secretary may, without Board approval, change those titles to the new ones.

##### **3.12.04 Monitoring Legal, Regulatory and Policy Compliance**

In coordination with the University, the Foundation shall maintain a compliance checklist or calendar. At every Board and Executive Committee meeting, the Foundation's EVP shall report on the compliance program and shall highlight any areas of noncompliance or failure to meet deadlines for monitoring of compliance.

By the end of May each year, the EVP shall present to the Governance Committee, for their review, the proposed compliance checklist or calendar for the following fiscal year.

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#### 3.12.05           No Board or Executive and Investment Committee Action without a meeting

The Idaho Code prohibits the Board and/or the Executive and Investment Committees from taking any action unless there has been a meeting with required notice given and a quorum present or unless 100% of all members agree in writing to the proposed action. Accordingly, neither the Board nor the Executive and Investment Committees will take action without a meeting or without 100% written agreement by all voting members. A meeting may be conducted by “any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting”.

#### 3.12.06           Assignments of Individuals Responsible for Annual Policies Reviews

Section 2.07.01 requires that an individual be assigned to each policy or governance document and that the individual be responsible for conducting an annual review of that policy. The Governance Committee is responsible for periodically reviewing and updating assigned responsibilities, as considered necessary. The current name or the position of the individual assigned shall be appended to the individual policy, but the assignment is not considered part of the policy.

**Person responsible for the periodic review of policy - Board Chair**