

Policies Committee

10/25/23

Casandra, Jennifer and Mary Sue met by zoom. (Jody absent.)

Policies/other items discussed/reviewed:

- Conflict of Interest Policy and Agreement
- Officer & Board Member Job Descriptions
- Bylaws

Discussion:

- Conflict of Interest Policy and Agreement

Most discussion of the meeting focused on this policy. Committee members thought some language was difficult to understand and we should work on streamlining the policy to make it more understandable. However, before we set about on that task, we wanted to determine from Jody any background/context that would inform discussions and decisions as to whether to make edits. No edits offered at this time. Put same topic on agenda of first committee meeting in 2024 and include Jody. All members were willing to try to redraft, once we hear from Jody.

Examples of discussion: second paragraph – refers to “duty of loyalty” “generally requires” “prefer the interests [of the organization].” Same paragraph: “shall avoid acts of self-dealing.” This phrasing is vague and unclear as to what is prohibited. Possible change: “place interests of organization above personal interests at all times” “shall refrain from acts of self-dealing.” Also, as to the third paragraph on possible or actual conflicts, should the policy state more clearly/directly: “Board members are required to promptly disclose all actual or potential conflicts of interest.” “Board members may not use their service on the board for personal gain.”

Final paragraph (page 2, labeled policy): phrase on line 8 says “whether the member may **note** on the issue,” – “note” likely should be “vote.”

- Officer & Board Member Job Descriptions

Board president first paragraph, little “(i)” add language: be in charge of the business of the corporation as defined by the list of specific responsibilities below; rationale: without qualifier, the language may be more expansive than intended;

Specific responsibility of president # 1 – says “presides over regular and special meetings of the board and general membership.” Do we have meetings of general membership? None of us had heard of them. If not, strike that final phrase.

DRC Board Member Job Description: provide governance is vague. Be more specific. Recommend changing intro paragraph to: “Govern DRC through board oversight and represent DRC in the community and to stakeholders. As a board member, accept ultimate responsibility for the operation of the DRC.”

Under organization, change some words in first bullet to provide greater clarity:

Hire, monitor, ~~appraise~~ evaluate, advise, support, ~~reward~~ recognize, and, when necessary, ~~change~~ remove the Executive Director.

- Bylaws

Article II, Section 3, second paragraph and Section 6 (annual meetings) – both sections refer to electing directors to 3 year terms and specifying their terms per these provisions. No edits to these sections offered, but neither Casandra nor Mary Sue recalled if we acted precisely consistent with these provisions at our September board meeting. Check meeting summary and others’ recollections.

Reviewed with no amendments proposed to the current version.