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Board Operating Procedures

New Board Members

The Board shall elect Board Officers each year at the first Board of Directors Meeting. Recommendations for candidates for board office shall be submitted to the Board President prior to the meeting. Candidates will be notified and asked if they are willing to serve. The proposed slate of officers will be reviewed with all board members prior to the meeting in order to identify any objections to the state of officers and give a member not nominated the opportunity to put their name forward.

Board Agenda

The regular meeting agenda shall be prepared by the Secretary of the Board with the assistance of the Executive Director and will include a consent agenda, discussion, action and information items. A request for information or questions about any agenda item should be made, if possible, at least on business day prior to the scheduled meeting to the Executive Director.

Routine items that require no discussion will be placed on the consent agenda. Examples include adopting meeting minutes, routine financial information. Any member wishing to discuss an item on the consent agenda may request that it be pulled from the consent agenda and placed on the regular agenda so there can be a full discussion on the item.

Conduct During Board Meetings

While the Board will operate informally, formal action will be taken in accordance with the procedures in Robert's Rules of Order.

Board Members may submit a request to the ED or Board President that s/he wishes to have an item considered for placement on the agenda. Any such request shall be submitted at least five days prior to the Board Meeting. The President shall ensure that all items requested by Board Members will be placed on an agenda at the next Board Meeting.

Voting Practices

The voting process will follow Robert's Rules of Order.

- A formal vote will be taken on any items identified on the agenda as "for discussion" and any other items where the President, ED or a Board Member request a vote be taken.

- The Board President shall have the right to discuss agenda items, to make motions and resolutions and vote on all matters.
- No members should vote on a motion in which s/he has a direct personal or pecuniary interest.
- Dissenting and abstaining votes shall be recorded in the minutes of the Board Meeting.

Closed Session

The Board will act in closed session whenever the subject of the discussion is highly confidential or sensitive. The Board shall have the option of asking staff as well as any observers to leave the meeting area during the closed session.

Requests or Complaints

All concerns or complaints made to an individual board member shall be referred to the ED for action. A board member or officer who receives a request or complaint from an employee other than the ED, a volunteer, or a client shall follow the following process:

- Board Member should hear the request/complaint for general understanding of persons involved, date and place.
- Repeat problem back to confirm understanding.
- Suggest the information be communicated directly to the ED, unless involves ED.
- The Board should refrain from providing or expressing his/her opinion.
- Board Member should inform the Board President of the complaint.

Communications/Media Inquiries

The ED will be the official spokesperson for FREE with the media, except that the board may designate, or the ED may request, that the Board President or another board member may act as spokesperson. All Board Members who receive calls from the media should direct them to the ED.

Legal Issues

All communications with legal counsel shall be through the ED and/or Board President. The Board shall have a conflict of interest policy and process for disclosure of conflict of interest. The Board should monitor its adherence to the conflict of interest policy annually.

Evaluation of Executive Director

The ED shall annually be evaluated by a minimum of two Board Members. The evaluation should be based on a performance agreement or board policies with measurable outcomes clearly established in advance of the evaluation period. The Board President obtains input from all other members on the Board approved performance measures. The written evaluation report shall be reviewed with the ED prior to the report to the Board. The ED shall have the right to submit a response report to the Board.

Board Self-Evaluation

The Board shall conduct a board self-evaluation annually using a survey, interviews, or other tools. The results of the self-evaluation should be prepared in written form and discussed with the Board. The Board's responses and/or decisions based on the self-evaluation will be summarized in the minutes.