

## **Chihuahuan Desert Research Institute Board-Specific Policies**

### **Relationship with the Executive Director** *(approved March 1, 2014)*

The success of CDRI hinges on the effective interdependence of its Board of Directors and Executive Director. Both must cultivate a constructive partnership based on mutual trust and respect, open communication, and a shared commitment to engagement on emerging issues.

The Executive Director is the Board's only link to operational achievement and conduct, so that all authority and accountability for staff, as far as the Board is concerned, is considered the authority and accountability of the Executive Director. Accordingly,

1. The Board establishes an effective relationship with the Executive Director and 'speaks with one voice' when giving directions to the Executive Director.
2. The President of the Board, on behalf of the full Board, is responsible for providing operational direction to the Executive Director.
3. The President of the Board and the Executive Committee will conduct an annual evaluation of the Executive Director using pre-established performance criteria.
4. The Executive Director keeps the Board President informed in a timely manner of any issues, major personnel matters, potential litigation etc which could have a negative impact on CDRI.
5. The Executive Director is responsible for evaluating all staff members of CDRI, using pre-established performance criteria.

The Board is responsible for setting policy related to governance and major operational issues; establishing the long-term directions for CDRI; and implementing successful fundraising strategies with the Executive Director and staff. The Executive Director is responsible for implementation of these policies and fundraising strategies, as well as working within any executive limitations established by the Board.

### **EXECUTIVE LIMITATIONS**

The Board is responsible for setting the vision and establishing the major policies for CDRI. The Executive Director is responsible for carrying out the means to achieve the goals and conducting the daily operations of the organization. The intent of these Executive Limitation policies is to prohibit executive practices that the Board believes are imprudent or unethical.

## **CDRI Board Policy - Relationship with the Executive Director (approved March 1, 2014)**

### **Fiscal Protections**

With respect to the financial operations of the organization, the Executive Director may not jeopardize the financial stability of CDRI. Accordingly, the Executive Director may not:

1. Spend in excess of total budgeted funds.
2. Settle debts in anything other than a timely manner.
3. Allow expenditures to materially deviate from Board goals.
4. Violate state or federal laws, regulations or reporting requirements.

### **Employee Protections**

The Executive Director's authority, with respect to the treatment of staff, is limited so as to assure that the rights of employees to fair, equitable and humane treatment are not impeded. Accordingly, the Executive Director must:

1. Adhere to all federal and state laws and regulations related to human resource matters.
2. Assure the right of CDRI's staff to file a grievance in a dignified and safe environment.
3. Assure that employees are evaluated only on job-related performance criteria.
4. Operate within human resource policies and procedures known and available to employees so as to create a safe work environment, free from harassment, retaliation, bullying and other detrimental influences.

## **Board Financial Support and Fundraising Policy (approved March 1, 2014)**

1. Give a substantial financial donation to CDRI, within the scope of your personal budget. The Board requests a minimum of \$50/month or \$600 per year from each Board member.
2. Your annual "significant" personal gift should be paid by February at the Annual Board meeting or as agreed upon in monthly or quarterly payments throughout the year.
3. Each Board member will support CDRI's fundraising efforts through personal giving and by sharing in the solicitation of others.
4. Each Board member will participate at a significant level in CDRI's Capital Campaign. 100% Board participation is vital to overall success of all fundraising efforts.
5. All Board members have a crucial role in being responsible for the "friend-raising" and fundraising for CDRI. You should know what CDRI's major objectives are, take an active part in monitoring objectives, and become enthusiastically involved in fundraising to meet CDRI needs. This can take the form of obtaining monthly pledges from friends and business colleagues; soliciting items for the Annual BBQ and Auction; assisting the Executive Director to contact foundations for grant funding; and other creative but tangible means of support.

**CDRI Board Policy – Board Financial Support and Fundraising Policy** *(approved March 1, 2014)*

6. All Board members must be willing to make CDRI a priority for personal giving. Many individuals have several philanthropies to which they are committed and often serve on multiple boards.

**Confidential Information – Protection and Use** *(approved February 18, 2006)*

Employees, volunteers and members of the Board of Directors shall not divulge any confidential information to anyone, within or outside the Chihuahuan Desert Research Institute (CDRI), not authorized to receive such information. Confidential information is knowledge, records or data in any form (written, electronic or oral) that the CDRI has a legitimate interest in protecting from unauthorized disclosure. Examples include contents of project files, strategic plans, terms and conditions of contracts completed or under negotiation, donor information such as appraisals, giving histories, employee salaries, contents of official personnel files, and sensitive scientific data.

**Board of Directors Policy Statement** *(From CDRI Board of Directors Handbook, 1983)*

1. Each Director must be fully committed and dedicated to the mission of the organization. Directors will be constantly alert for opportunities to further the mission of the organization.
2. Directors are legally responsible for the organization. It is a Director's duty to know and approve all policies and to oversee their implementation.
3. Directors are fiscally responsible, with the other Directors, for the Chihuahuan Desert Research Institute.
4. Each Director must be willing to accept and discharge specific responsibilities either on committees or within the work of the Board when asked to do so.
5. Each Director will respect and support the majority decisions of the Board.
6. Each Director will attempt to attend at least one Board meeting per year and will be available for phone conversations.
7. Directors will work to secure understanding and acceptance of the organization.
8. Directors will not use the CDRI for personal advantage or that of their friends or relatives, and will not use their position to obtain special privileges or favors from the organization.
9. Individual Directors will not interfere with the duties of the Executive Director or undermine his or her authority with staff members. If reprimands, criticism or directives are called for, the proper channel is through the Board President.

**CDRI Board Policy – Board of Directors Policy Statement** *(from CDRI Board of Directors Handbook, 1983)*

10. Directors and the staff will respond in a straight-forward and thorough fashion to any questions posed by a Director that are necessary to carry out their legal, fiscal and moral responsibilities to the organization.
11. It is not appropriate for the Directors to enlist staff members to mimic disputes or to manipulate staff to justify predictions.
12. Each Director will actively engage in the fund raising activities of the Board in ways best suited to them.
13. Directors and their immediate families shall not hold paid positions within the organization without approval of the Board.
14. Each Director shall be sent without request a quarterly report on Institute activity and an annual financial statement.
15. No Director shall receive financial compensation for services rendered for the organization without prior approval of the Board.
16. Directors will not violate the confidentiality of the deliberations of the Board.