



## GENERAL GOVERNANCE POLICY

The Board of Directors of Easterseals Midwest has been established to provide the level of governance that holds the organization accountable to its stakeholders and to its commitment to the mission. The following documents provide guidance to a wide variety of systems and processes for the board.

### **Bylaws:**

The Bylaws prescribe the following processes:

- Article I: Location of Office
- Article II: Membership
- Article III: Board of Directors
  - Powers and Authority
  - Number of Director, Qualifications & Composition
  - Term
  - Election
  - Removal
  - Vacancies
  - Meetings
  - Procedure
  - Quorum and Voting
  - Interests in Transactions
  - Action by Directors without a Meeting
  - Advisory Board
  - Emeritus Directors
  - Director Reimbursements
- Article IV: Officers
  - Number and Qualifications
  - Duties
  - Election of Officers & Terms
  - Removal
  - Vacancies
- Article V: CEO
- Article VI: Committees of the Board
  - Appointment and Terms
  - Standing Committees
  - Executive Committee
  - Governance Committee
  - Audit Committee
  - Development Committee
  - Finance Committee
  - Government Relations Committee
  - Programs and Services Committee
  - Strategic Planning Committee
- Article VII: Indemnification of Directors and Officers
  - Obligation of Indemnification
  - Scope of Indemnification
  - Insurance
  - Additional Indemnification

- Limitations on Indemnification
- Continuation of Indemnification
- Reimbursement by Indemnitee
- Savings Clause
- Article VIII: Miscellaneous
  - Stock
  - Charitable Purposes
  - Powers
  - Effective Date
- Article IX: Amendment
  - Adoption of Amendments
- Article X: Records
  - Retention of Records
  - Records to be Kept at Principal Office
  - Disclosure of Records

### **Articles of Incorporation**

The Articles of Incorporation are filed with the Secretary of State's Office for the State of Missouri to register Easterseals Midwest as a Missouri Nonprofit Corporation. The corporation is organized exclusively for charitable, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code.

### **Board Orientation and Education Process**

Upon being identified as a potential board candidate, the candidate will be vetted by the board and will meet with leadership staff and board members to determine their interest in supporting the mission of the organization. General overview of the agency structure, mission, and programs is addressed at this time. Specific programs may also be toured with the candidate to provide the, with a better understanding of the work we do.

All new board candidates participate in a board orientation process that includes tours of programs, meeting with key staff, and review of program materials and board processes.

Routinely, the board is educated in a variety of ways. Tours can always be arranged as desired. Each board meeting has an education component and "mission moment" where a program and person served are highlighted. The goal is to provide an ongoing connection between the board and the work that is done on a daily basis by staff to demonstrate the impact of the mission and to help the board be ambassadors for the agency and its programs. Most events that are held where board members would be in attendance also involve some aspect of education about agency programs. Board committee meetings are also an avenue for board education as the agendas help the board members become involved in a more specific level of information than can generally be covered at a regular board meeting.

### **Board Performance**

Financial Matters: These are addressed in the Bylaws.

Board Assessment: Annually, board members will complete an assessment of the board and their involvement. Periodically, additional assessments may occur to provide ongoing feedback to the executive committee and CEO.

Use of External Resources: As necessary, the board may consult with outside, independent advisors to conduct certain functions such as external auditors, executive compensation advisors, executive coaching, or other advisors as needed.

At the annual board meeting each October, board members will renew their commitment to the organization and its governance by signing the Board Agreement, Conflict of Interest Declaration, and Code of Conduct Statement.

The board should review its governance policies annually.

### **Executive Leadership Development & Evaluation**

An annual written review of the executive leadership performance will occur and will address the following items:

- Overall corporate performance versus target
- Individual performance versus target
- Professional development, accomplishments, and opportunities

The leadership succession plan will be reviewed annually

### **Executive Compensation**

As noted in the Bylaws, the CEO reports to the board. As such, the board will oversee the following:

- Total executive compensation- The board will determine the base salary of the CEO and increases to the base pay. Unless specific arrangements are made from year to year, the CEO will receive the same benefits, incentive plans, and perquisites as all other staff.
- The total compensation package should be based on market comparator data and functionally comparable positions (e.g. Easterseals National Compensation report or Guide Star).
- The compensation of the CEO should be indicated in writing, and note the approval date, the names of board members who approved the compensation decision, be accompanied by the data that was used to make the decision, and disclosures of conflict of interest, if any. The Bylaws give the board the authority to exercise executive compensation actions.
- The compensation package of the CEO should be reviewed annually upon review of performance.