BOARD OF DIRECTORS’ GOVERNANCE POLICY

OVERVIEW

The National Association of State Directors of Developmental Disabilities Services (NASDDDS) is a nonprofit, charitable corporation that seeks to assist member state agencies in developing effective, efficient service delivery systems that furnish high-quality supports to people with developmental disabilities and their families. The corporation is governed by a seven-member Board of Directors, which serves as the organization’s legally responsible governing body and maintains general oversight and control of corporate affairs. The Board may address any area of corporate business it chooses; however, in keeping with best practice and sound management principles, the Board delegates to the Executive Director authority to pursue the day-to-day activities of the organization within the parameters of policies established by the Board. This delegation of authority is specific to certain identified functions as described in such documents as the corporation’s by-laws, official minutes of Board meetings and conference calls as well as in the position descriptions of the Executive Director and other key staff members.

GOVERNING POLICY, AUTHORITY AND DELEgATION OF AUTHORITY

The Board of Directors has adopted the following policies to guide its governance of the organization. From time to time, the Board may revise these policies or approve additional governance policies which the Board deems to be necessary and appropriate. In adopting these policies, the Board recognizes that governance policies determine the character of the organization and its actions over the long term, instead of individual decisions or judgments the Board may make in reference to particular situations. Only the Board of Directors may adopt governance policies, and any changes in such policies must be duly approved by the full Board in accordance with the provisions of the corporation’s by-laws.

Areas of endeavor not specifically addressed in these policies fall under the authority of the Executive Director, acting in the best interests of the organization and within the general policy parameters established by the Board. It is assumed that any action taken by the Executive Director will be in harmony with the Board’s governance policies and will comply with all applicable local, state and federal laws.
BOARD POLICIES

I. Organizational Goals and Priority Setting

A. Mode of Operation: The organization’s general mode of operation is governed by the Association’s Articles of Incorporation and By-Laws.

B. Mission Statement and Service Objectives: The overall mission of NASDDDS to promote and assist member state agencies to develop effective, efficient service delivery systems that furnish high quality supports to children and adults with developmental disabilities and their families. In pursuit of this goal, the Association: (a) furnishes member state agencies with timely analyses of federal statutory and regulatory policies that affect people with disabilities; (b) disseminates cutting edge information on state-of-the-art programs and service delivery policies and practices; (c) provides technical assistance and support to member state agencies; and (d) serves as a forum in which multi-state and national policy initiatives can be formulated and implemented.

The above mission statement and service objectives were developed and approved by the Board of Directors in 1999. The statement is reviewed annually by the Board to determine if any revisions are required.

C. Strategic Goals: Periodically, the NASDDDS Board of Directors formulates a multi-year strategic plan that sets forth the goals and objectives the organization will strive to achieve on behalf of member state agencies. The most recent version of the plan was adopted by the Board in July 2006, based on extensive input from member state agency officials.

The Board reviews the contents of the Strategic Plan annually to: (a) benchmark progress toward achieving specific, targeted objectives; (b) determine whether any mid-course corrections in tactics are required; and (c) ascertain if revisions are required in the plan itself. A comprehensive review and update of the Association’s Strategic Plan is completed once every three-to-five years.

II. Individual Board Member Responsibilities.

In accordance with Article IV. Sec. 2 of the Association’s By-Laws, only current state directors from dues-paying states may serve on the NASDDDS Board of Directors. Within the pool of eligible individuals, the leadership of the organization seeks to maintain a Board of Directors comprised of active, knowledgeable individuals committed to the mission of the organization. The overall aim is to select and maintain a Board that is representative of the membership, both in terms of race, gender, ethnicity and geographic location. In addition, each Board
member should possess knowledge and skills that are necessary to carry out the 
organization’s mission, and be willing to share his or her professional knowledge 
and skills with the organization.

A. Duties and Obligations: Each member the NASDDDS Board of Directors 
is obligated to pursue his or her duties with an unbending sense of loyalty 
and fidelity to the organization. Additional guidance on the duties and 
responsibilities of an NASDDDS Board Member is contained in the Board 
Member’s Job Description, which can be found in Appendix A.

B. Conflict of Interest: Board members must avoid actions that place them 
in situations where there is an actual or perceived conflict of interest. 
Board members are instructed to disclose any outside affiliations that 
potentially may present (or be perceived to present) a conflict of interest; 
and, when business issues are brought before the Board that involve their 
personal or professional interests, the Board member is obligated to 
recuse him/herself from discussions and actions concerning the matter. 
NASDDDS’ Conflict of Interest Policy can be found in Appendix B, along 
with the annual disclosure statement each Board member is asked to 
complete and sign (Appendix C).

III. Committee Structure.

Standing and ad hoc committees are created from time to time to advice and 
assist the Board of Directors in carrying out its responsibilities. Committees may 
recommend action steps in keeping with their mission but have no authority to 
commit the Association to a particular course of action without prior authorization 
from the Board. Only the Board of Directors, furthermore, may establish a 
standing or ad hoc committee and determine its mission and composition.

The current standing Board committees include: the National Policy Work Group, 
the Research Committee and the Finance Committee. Additional ad hoc 
committees may be created by the Board to undertake specific assignments. 
Such time-limited committees are assigned specific tasks to complete and are 
disbanded once these tasks have been accomplished.

A. Standing Committee Responsibilities: The essential functions and 
responsibilities of existing Board committees are briefly summarized 
below. Additional information on the composition, duties and operating 
procedures of each committee is contained in the committee’s Board-
approved charter (see references to relevant appendices below).

advises the Board of Directors on all federal legislative and 
administrative policies impacting on the delivery of public services 
and supports that have important implications for people with
developmental disabilities. The Board looks to the Work Group for assistance and advice in formulating Association positions on critical public policy issues that are pending before Congress or federal executive branch agencies and in designing and executing strategies to promote the adoption of NASDDDS’ positions on such issues (see Appendix D for additional details on the Work Groups’ responsibilities, composition and operating procedures).

2. **Finance Committee**: The Finance Committee advises the full Board on all aspects of the organization’s finances, including the development and execution of NASDDDS’ annual operating budget, financial accounting and auditing activities, and the prudent investment of the Association’s financial reserves (see Appendix E for additional details on the Committee’s responsibilities, composition and operating procedures).

3. **Research Committee**: The primary responsibilities of the Research Committee are to: (a) advise the Board on the development and implementation of an Association research agenda that is consistent with the goals and objectives of NASDDDS’ current Strategic Plan; (b) to advise the Board on the selection of special studies to be undertaken by the staff and (c) provide oversight and recommendations to the Board on the operation of the National Core Indicators program. The Committee also collaborates with researchers affiliated with universities and other organizations to ensure that the studies they undertake contribute to improved understanding of efficacious methods of serving and supporting individuals with developmental disabilities (see Appendix F for additional details on the Committee’s responsibilities, composition and operating procedures).

B. **Other Ad Hoc Task Forces and Work Groups**. The Executive Director, at his/her discretion, may establish ad hoc task forces or work groups as are necessary to carry out specific, time-limited tasks that are in keeping with the goals and strategic plans of the Association as well as the policies of the NASDDDS Board of Directors. Such work groups/task forces will operate under the supervision of a relevant standing committee or of the full Board, as the circumstance warrant. For example, should the National Policy Work Group decide that it would be helpful to create a sub-group to investigate and propose strategies for addressing a new federal regulation, it may ask the Executive Director to form such a group and assign it specific tasks to perform. Unlike standing committees, such an ad hoc task forces/work groups may include both state directors and other key personnel from member state agencies.
IV. Board-Staff Interactions.

The Board of Directors shall work collaboratively with the Executive Director to ensure that all organizational activities are implemented consistent with established policy. The Executive Director is responsible for supervising all NASDDDS employees and overseeing day-to-day organizational operations with support and input from the Board. The Executive Director provides or ensures the provision of such staff support to the Board as is necessary to ensure that the Board is able to fulfill its responsibilities.

A. Recruitment, Selection and Supervision of the Executive Director: The full Board is responsible for recruiting, selecting and supervising the Executive Director. Responsibility for day-to-day oversight of the Executive Director’s performance of duty is delegated to the Board President.

B. Duties and Responsibilities of the Executive Director: The duties and responsibilities of the Executive Director are specified in a Board-approved position description (see Appendix G).

C. Performance Evaluation of the Executive Director: The Board of Directors is responsible for completing an annual evaluation of the Executive Director’s performance of duty. The Executive Committee, under the leadership of the Board President, is responsible for organizing and conducting this annual evaluation. The results of the evaluation are to be conveyed to the full Board in executive session and to the incumbent shortly following the completion of the evaluation.

D. Interaction Between Board Members and Staff: Individual Board members may request assistance from members of the Association’s staff. But, with the exception of simple, straight-forward transactions such as requesting a staff member to forward copies of easily retrievable documents, or provide limited technical assistance over the telephone, all requests – especially requests that may require the investment of a considerable amount of staff time and resources -- should be channeled through the Executive Director. Individual Board members should avoid directing staff to perform specific tasks without first seeking the approval of the Executive Director.

E. Staff Grievances: Personnel grievances must go through appropriate channels specified in the Board-approved personnel policies. When approached by a staff member, Board members should direct the staff member’s complaints to those channels. Any staff member raising concerns about the manner in which the Executive Director is running the organization will be directed to the Board President, who will determine the appropriate course of action, in consultation with other members of the
Executive Committee should he/she determine that additional leadership input is desirable.

F. **Specific Board Duties:** Certain duties and responsibilities shall be carried out by the Board of Directors and may not be delegated to the NASDDDS staff. These duties and responsibilities are specified below.

1. **Personnel, Compensation and Benefits:** The Board must:
   
   a. Approve all employment transactions related to the Executive Director, including hiring, evaluation, compensation, job description and termination.

   b. Approve all staff personnel policies.

   c. Approve any revisions in existing staff compensation and fringe benefit plans and assure that such changes are consistent with the annual operating budget.

2. **Financial:**

   1. The Board must approves the annual budget, as prepared and presented by the Executive Director, including any revisions in the proposed budget which the Board deems to be necessary and appropriate.

   2. The Board must authorize the completion of an annual audit of NASDDDS' financial accounts and formally acknowledges receipt of the completed audit report.

   3. The Board must receive and review regular reports on NASDDDS finances.

   4. The Board must approve the allocation of year-end surplus funds.

   5. The Executive Director shall not terminate the directors and officers’ liability insurance without the prior approval of the Board.

   6. The Board is responsible for all investment decisions. Management of all invested funds will be consistent with the provisions of the investment policy approved by the Board.

   7. The Treasure Secretary is responsible to review and approve credit card purchases and personal expenditures of the Executive Director prior to reimbursement on a quarterly basis.
V. Board Meetings.

A. Meeting Schedule: The NASDDDS Board of Directors holds four board meetings per year, once each quarter with no less than two as face-to-face meetings in accordance with a Board-approved schedule designed to ensure that the Board is able to carry out its fiduciary and policy making responsibilities effectively and efficiently. Special Board meetings may be called by the Board President, when in his/her judgment the circumstances warrant. Board members shall be notified of upcoming Board meetings and conference call sufficiently in advance to allow them to arrange their personal schedules accordingly. Board members are expected to attend all meetings of the full Board and participate in all Board conference calls to the extent feasible.

B. Executive Sessions: An executive session is any meeting (or part of a meeting) of the Board in which the staff does not participate. Because one of the Board’s major responsibilities is to assess the performance of the organization and it’s Executive Director, from time to time the Board will need to schedule an executive session to discuss sensitive issues without staff members present. The following are examples of several occasions when the board may need to hold an executive session:

- During the annual meeting with the auditor to review the audit findings, conclusions and recommendations;
- When the Board is discussing the findings of the annual evaluation of the Executive Director’s performance;
- When the Board is establishing or modifying the Executive Director’s salary;
- When the Board is investigating concerns about the Executive Director raised by an individual Board member, another member of the Association, staff member(s) or by an outside source;
- When the Board is discussing the finding and recommendations of an independent management consultant who has been retained to review organizational operations and performance; and
- When the Board is reviewing staff compensation policies and plans, including salaries and fringe benefits.

Amended Nov. 13, 2012