



**Arbor Circle
Board Manual**

November 14, 2024- draft

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I. ABOUT ARBOR CIRCLE

A. The Arbor Circle Corporation is a Michigan nonprofit 501(c)(3) organization governed by a Board of Directors that ensures the organization meets its mission, has a strong, well-understood identity within the community, and has long-term sustainability. The Board Manual incorporates key governance responsibilities to ensure the organization provides high quality and responsive programs to the people and communities it serves.

B. Mission - Our mission is:

Arbor Circle advances mental wellbeing through counseling and supportive services in partnership with people and communities.

C. Vision – Our vision is:

Arbor Circle is a valued partner in shaping a community where all people can flourish.

D. Arbor Circle is guided by its values in how it delivers services and how the Board, staff and volunteers meet the needs of the community. Our values are:

- *Listen*
- *Engage*
- *Grow*

E. Arbor Circle guides people to build strengths, skills, and support networks that strengthens their emotional health and well-being and allows them to overcome or even avoid life's challenges. The agency develops these skills through a wide variety of counseling, education, family development and prevention programs addressing everything from school readiness and child abuse prevention to substance use and homelessness. Strong, therapeutic relationships are the hallmark of Arbor Circle's mission and work.

F. Arbor Circle provides mental health, substance use, family development, foster care and adoption, counseling, prevention and quality child care resource and referral services enabling children, adults and families to achieve positive change in their lives and communities. The organization has a presence in several counties in West Michigan.

II. BOARD ORGANIZATION AND MEMBERSHIP

A. Functions of the Board. The Arbor Circle Board of Directors is critical to the success of the organization in meeting its mission and serving the community. Its job is to:

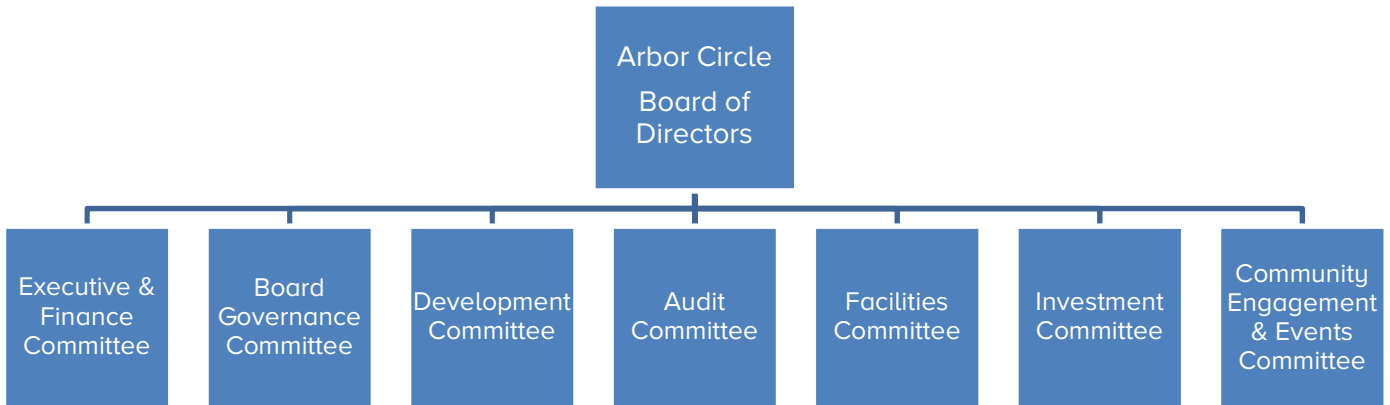
1. Morally own the organization;

2. Articulate vision, mission and goals;
3. Select and evaluate the president/chief executive officer (CEO);
4. Support the performance of the president/CEO;
5. Ensure legal, ethical, and financial accountability;
6. Ensure adequate resources;
7. Sets the strategic direction;
8. Monitor and strengthen programs and services;
9. Ensure effective Board governance.

B. Legal Responsibilities of the Board. The Board must meet the legal requirements of nonprofit governance, as outlined in the articles of incorporation and bylaws as summarized below:

1. Duty of Care: the Board must exercise diligence in doing its work and must act in good faith when making decisions that benefit the greater good.
2. Duty of Loyalty: the Board must avoid any behavior that is self-serving or benefits any individual person. Further, it must avoid mismanagement or not managing the functions for which it is responsible. And it must keep the business of the organization and its meetings confidential.
3. Duty of Obedience: the Board must be faithful to the organization by supporting its mission and goals.

C. Arbor Circle Board Structure. The Board utilizes appointed committees in performing its governance role. The committee structure will change over time as the needs of the organization change and will therefore be reviewed annually. Approval of this Board Manual constitutes Board Action establishing the Board’s committees. Committees that report to the Board are as follows:



D. Board Committee Responsibilities. Committees are created to expedite the work of the Board in an efficient and effective way. A committee is charged with the responsibilities to:

1. Gather information and feedback;
2. Study and consult;
3. Brainstorm and problem solve;
4. Make decisions on issues within the scope of their charge;

5. Generate options for consideration by the full Board;
6. Report outward, as appropriate.

All committees report directly to the full Board. From time to time, committees may also provide information to the executive and finance committee.

E. Committees of the Board

1. Executive and Finance Committee - charged with the responsibility to manage the business of the Board in between Board meetings and to address any emergency situations that may arise. This committee ensures that the revenue and expenses of the organization are properly accounted for through annual and monthly financial reports, authorized audits and reviews of the organization's managed funds. In addition, it is responsible for oversight to:
 - a) Address risk management issues, including client care, quality service provision, facilities issues and business risks;
 - b) Make recommendations as to policy direction, key agency initiatives and strategic planning;
 - c) Ensure that marketing and communications activities and products reflect the mission, vision and values of the organization;
 - d) Facilitate the coordination of information from all other Board committees;
 - e) Report to the Board on recommendations for action to be taken.
 - f) Its members are:
 - i. Chair
 - ii. Vice Chair
 - iii. Treasurer
 - iv. Secretary
 - v. President/CEO (ex officio)
 - vi. Other member at large, as needs arise
2. Board Governance Committee – charged with the responsibility of ensuring strong, equitable and inclusive Board governance and functioning. It is responsible for the following:
 - a) Board Role and Responsibilities
 - i. Regularly review and update the Board expectations.
 - ii. Assist the Board in periodically updating and clarifying the primary areas of focus for the Board based on the strategic plan.
 - iii. Maintain, and update as needed, the Board Manual.
 - iv. Make recommendations for changes, as needed, to the bylaws.
 - b) Board Structure
 - i. Assess current and anticipated Board composition and structure. Take into consideration diversity, representation, knowledge, abilities, influence, and access to resources the Board will need to accomplish the goals of Arbor Circle.
 - ii. Maintain and update the Board member profile.

- iii. Nominate individuals to be elected as members of the Board.
 - iv. Nominate Board members for election as Board officers and present them to the full Board for approval.
 - v. Create and maintain a prospect list of potential candidates to serve on the Board and its committees.
 - vi. Cultivate potential Board members from the prospect list and explore their interest and availability to serve on the Board and its committees.
 - vii. In cooperation with the Board chair, assess each Board member's continuing interest in Board membership and term of service.
- c) Board Effectiveness
- i. Initiate the periodic assessment of the Board's performance.
 - ii. Regularly review Board member participation and suggest improvement as needed.
 - iii. Train and mentor new Board members.
 - iv. Organize and/or recommend Board training or activities to enhance Board functioning, including those focusing on diversity, equity and inclusion.
- d) Its members are:
- i. Chair
 - ii. Board member(s) at large
 - iii. Non-board member(s)
3. Development Committee – charged with guiding and promoting the fundraising efforts of Arbor Circle. In addition to supporting various appeals, campaigns and fundraising events, the committee will assist the Board in proactively developing relationships with donors and community stakeholders to provide financial and other resources to support the organization's mission.
- a) The committee has the following responsibilities:
- i. Assist in setting priorities and goals for annual fundraising.
 - ii. Support staff by providing feedback and guidance on appeals, campaigns, and fundraising events.
 - iii. Identify and cultivate relationships with individuals, organizations and foundations.
 - iv. Steward existing donors through notes, phone calls, and other expressions of gratitude.
- b) Its members are:
- i. Chair
 - ii. Board member(s) at large
 - iii. Non-Board member(s)
4. Audit Committee – charged with the responsibility to engage an auditor and to ensure an objective evaluation of the financial management of the organization is completed. It is responsible for the following:
- a) Hire the auditor.
 - b) Approve the approach to the audit.
 - c) Review the audit results.

- d) Report the results directly to the full Board.
 - e) Hold the Board accountable for responding to any recommendations that result from the annual audit.
 - f) Its members are:
 - i. Chair
 - ii. Board member(s) at large
 - iii. Non-board member(s)
5. Facilities Committee – charged with the responsibility to make recommendations and decisions on the management of the organization’s facility and space needs. This committee oversees the capacity to provide and maintain safe, adequate and appropriate facility and space resources necessary to meet the needs of clients, staff and guests. This committee is responsible for oversight to:
- a) Maintain the Facility Master Plan.
 - b) Review and recommend staff space utilization strategies and facility need requests.
 - c) Consult on the most cost effective and appropriate way to utilize facility resources to meet the needs of clients, staff and guests.
 - d) Ensure adequate funding for facility needs including assisting with fund development activities to find additional resources.
 - e) Report to the Board on recommendations for action to be taken.
 - f) Its members are:
 - i. Chair
 - ii. Board member(s) at large
 - iii. Non-Board member(s) as needed
6. Investment Committee – charged with the responsibility to make recommendations and decisions on the management of the organization’s investments. It is responsible for the following:
- a) Develop and/or propose policy recommendations to the Board with regard to the management of all institutional funds.
 - b) Recommend long-term and short-term investment policies and objectives for our institutional funds, including the study and selection of asset classes, determining asset allocation ranges, and setting performance and risk objectives.
 - c) Determine that institutional funds are prudently and effectively managed with the assistance of management and any necessary investment consultants and/or other outside professionals if any.
 - d) Monitor and evaluate the performance of all those responsible for the management of institutional funds.
 - e) Recommend the retention and/or dismissal of investment consultants and/or other outside professionals.
 - f) Receive and review reports from management, investment consultants and/or other outside professionals, if any.

- g) Periodically meet with management, investment consultants and/or other outside professionals.
- h) Evaluate whether the investment policy, investment activities, risk management controls and processes continue to be consistent with meeting the goals and objectives set for the management of institutional funds.
- i) Reports to the Board quarterly on recommendations for action to be taken
- j) Its members are:
 - i. Chair
 - ii. Board member(s) at large
 - iii. Non-board member(s) as needed

7. Community Engagement and Events Committee – charged with guiding and promoting the community engagement activities and events in support of Arbor Circle. In addition to supporting seasonal event needs, the committee will assist the Board in proactively developing relationships with donors and community stakeholders to provide financial and other resources to support the organization’s mission. This ad hoc committee has the following responsibilities:

- a) Assist in setting priorities and goals for Arbor Circle events and community engagement activities.
- b) Create and organize events and activities on behalf of Arbor Circle.
- c) Represent Arbor Circle at community events.
- d) Support staff by providing feedback and guidance on community engagement events.
- e) Identify and cultivate relationships with individuals through Arbor Circle events and activities.
- f) Its members are:
 - i. Chair
 - ii. Board member(s) at large
 - iii. Non-board member(s) as needed

F. Board Member Expectations. The expectations of a Board member are described in the Board Member Expectation Agreement which is reviewed with each Board member upon their appointment and at each annual Board meeting. Each year, Board members are also given feedback regarding their participation using the Annual Board Member Statement of Participation and Commitment. The Board member expectations and statement of participation are identified in the attached: *Board Member Expectation Agreement and Annual Board Member Statement of Participation and Commitment*.

G. Confidentiality, Conflict of Interest and Consent to Background Checks. All Board members are required to annually sign and abide by confidentiality and conflict of interest statements. At their initial appointment, Board members are required to verify identity and consent to background checks. See attached:

III. ONGOING BOARD BUSINESS

A. Board Meeting Calendar, Annual Meeting and Notices

1. There are 10 Board Meetings per year. Meetings of the Board of Directors are held on the second Thursday of each month with the exception of the months of April and July where there are no Board Meetings. Committee meetings occur at the direction of the committee chair.
2. An annual meeting of the Board is held in November, at which time the election of the Board Officers is conducted. Board roles and responsibilities are reviewed, and the calendar for the year's meetings is presented. Proposed changes to the bylaws and Board Manual are presented, if needed. The annual confidentiality and conflict of interest statements are to be signed and returned by the annual meeting date. See attached: *Board Meeting Calendar*.
3. Meeting notices of Board Meetings shall follow the requirements of the agency bylaws.
4. Board meetings shall be conducted in accordance with all applicable laws.
5. Board decision making shall follow the expectations of the agency bylaws.

B. Board Membership Needs and Profile Summary

1. At least annually, the Board Governance Committee will lead the Board in a review of its membership needs using the Arbor Circle Board Member Profile.
2. The information will be maintained confidentially and used to identify Board membership needs and recruit new Board members.
3. Throughout the year, potential Board members will be reviewed by the Board governance committee and recommended to the full Board for membership, as appropriate. See attached: *Arbor Circle Board Member Profile*.

C. New Board Member Orientation

New Board members shall receive an orientation to the Board and agency that includes: meeting with a member of the Board Governance Committee and other Board members, meeting with the president/CEO and other staff, tour of facility, review of current and prior months' Board meeting packets, strategic plan, annual report financial statements and current budget.

D. Board Self-Assessment and Feedback

The Board Governance Committee will facilitate an annual assessment of Board functioning to identify areas of strength and areas needing improvement. Results and aggregated and presented to the full Board to set priorities for the coming year.

E. Evaluation of the President/CEO

An evaluation of the president/CEO will be conducted on an annual basis, led by the Board chair or their delegate, as outlined in the procedure entitled Evaluation of the President/CEO.

F. Approval of Proposals, Bids or Contracts

From time to time, the Board is asked to approve contracts and program proposals. This process is to follow the procedure entitled Board Procedure for Approving Proposals.

IV. SUCCESSION PLANNING

The Arbor Circle Board of Directors is responsible for overseeing the transition of executive leadership and ensuring that the organization is well positioned to successfully continue its operations during leadership transition. Executive succession planning is a structured process to ensure leadership continuity in key positions and to retain and develop knowledge capital and relationships for the future. The organization maintains plans for emergency succession needs and departure-defined succession needs as well as strategic leader development planning. Plans are maintained according to Arbor Circle Policy 1.13 Leadership Succession Plan and succession planning best practices.

V. POLICIES RELATED TO BOARD GOVERNANCE

Policies related to Board governance:

Policy 1.1 – Mission of the Arbor Circle Corporation

Policy 1.2 – Arbor Circle Values

Policy 1.3 – Leadership Responsibilities

Policy 1.5 – Outcome Measures for the Board

Policy 1.7 – Communications and Marketing

Policy 1.8 – Strategic Planning Process

Policy 1.9 – Conflict of Interest

Policy 1.10 – Organizational Ethics

Policy 1.11 – HIPAA Compliance

Policy 1.12 – Fund Development

Policy 1.13 – Leadership Succession Plan

Policy 7.1 – Improving Organization Performance

Policy 7.4 – Risk Management Plan

Policy 7.8 – Sentinel and Near Miss Events

Policy 9.1 – Management of Human Resources

Policy 12.1 – Contracts New and Existing

Policy 12.36 – Reserve Funds

Policy 12.37 – Budget and Financial Management

VI. BOARD RELATED PLANS AND PLANNING PROCESSES

- A. Strategic Plan
- B. Development Strategic Plan
- C. Performance Improvement Plan
- D. Budget/Program Service Plan

VII. LEGAL DOCUMENTS

- A. Articles of Incorporation
- B. Bylaws
- C. IRS Letter Granting 501(c)(3) Status
- D. Charitable Solicitation License