**Foundation for Foster Children**

**BOARD OF DIRECTORS POLICIES AND PROCEDURES**

**Adopted on: [Date]**

**1. Purpose**

This document establishes policies and procedures to guide the Board of Directors in fulfilling its fiduciary duties, ensuring compliance with federal and Florida state laws, and promoting transparency, accountability, and effectiveness in governance. This document is not intended to supplant the organization’s bylaws and to the extent this document contradicts the bylaws, the bylaws shall govern. These Board Policies and Procedures are intended to supplement and operationalize the Bylaws of the Foundation for Foster Children, Inc. In the event of a conflict, the Bylaws shall govern.

**2. Organization Governance**

**2.1. Legal Compliance**

The Board shall ensure compliance with:

* **Florida Not For Profit Corporation Act (Chapter 617, Florida Statutes)**
* **Internal Revenue Code Section 501(c)(3)**
* **Florida Solicitation of Contributions Act**

**2.2. Board Structure**

* **Number of Directors:** The Board of Directors shall be comprised of a number of voting Directors as determined by resolution of the Board in accordance with the Bylaws.
* **Term Limits:** Directors serve staggered three-year terms. After 6 consecutive years, they must take a one-year break (except Presidents serving into Immediate Past President roles). President serves for 2 years plus a year as Immediate Past President. Other officers serve 1-year terms.
* **Officer Roles:** President, President-Elect or Vice President, Secretary, Treasurer, and Immediate Past President.
* The planning committee shall be responsible for presenting nominations for new board members. New board members shall be elected by a majority of those members in attendance.

**3. Board Responsibilities**

**3.1. Fiduciary Duties**

Directors shall uphold:

* **Duty of Care:** Act in good faith and make informed decisions.
* **Duty of Loyalty:** Avoid conflicts of interest and act in the Foundation’s best interests.
* **Duty of Obedience:** Ensure adherence to the mission and compliance with laws.

**3.2. Meetings**

* The Board shall hold **an annual meeting** and **regular meetings** throughout the year as scheduled and whenever else deemed necessary.
* A **quorum** is a **majority of directors**.
* Special meetings may be called by the **President.**
* Minutes shall be recorded and stored for legal compliance.
* Board members may participate **via telephone or video conferencing**.
* Actions may be taken **without a meeting if all directors provide written consent**.

**4. Board Committees**

The Foundation shall have the following standing committees:

* **Executive Committee** – Manages business affairs between meetings and oversees strategic initiatives. The Executive Committee shall be comprised of Officers and Directors as determined by the Board in accordance with the Bylaws.
* **Finance/Audit Committee** – Develops the budget, ensures financial oversight, and monitors compliance.
* **Management Committee** – Reviews governance policies, board effectiveness, and operational risks.
* **Planning Committee** – Recruits new directors and manages leadership succession.
* **Personnel/Grievance Committee** – Oversees personnel policies and evaluates the Executive Director.

Committee members serve **at the pleasure of the Board**. Committees must be majority directors; at least 2 members; chair must be a director.

**5. Conflict of Interest Policy**

**5.1. Disclosure**

All directors must complete an **annual conflict of interest disclosure** and disclose any potential conflicts in Board discussions. This policy is adopted pursuant to Article VI of the Bylaws, which requires the Board to implement a Conflict of Interest Policy.

**5.2. Recusal**

Directors with a conflict must abstain from voting on related matters.

**5.3. Financial Transactions**

The Foundation shall not enter into financial transactions with Board members unless **such transactions are properly disclosed and approved by the disinterested directors.**

**6. Financial Oversight**

**6.1. Budget Approval**

The Finance/Audit Committee shall develop the **annual budget**, which must be approved by the Board.

**6.2. Internal Controls**

* Two authorized signatures required for expenses over **$[X]**.
* Regular **financial audits or reviews** shall be conducted.
* The Board shall oversee **fundraising activities and financial health assessments**.

**6.3. Compensation Policy**

Board members **shall not receive compensation**, except for reimbursement of approved expenses.

**7. Board Member Expectations**

**7.1. Participation**

* Attend at least **75% of Board meetings annually**.
* Serve on at least **one committee**.

**7.2. Fundraising**

Each director is expected to support fundraising efforts through personal contributions, sponsorships, or participation in events.

**7.3. Confidentiality**

During their tenure on the board, and indefinitely, Board members shall maintain confidentiality regarding all **non-public information** related to the Foundation. The failure to mark any written confidential information as confidential or proprietary shall not affect such information’s status as confidential. This confidentiality incorporates by reference any Confidentiality Agreement(s) signed separately from these Policies and Procedures.

**8. Code of Ethics**

Each Board member agrees to:

1. **Act in Good Faith** – Always act in the best interest of the Foundation and avoid conflicts of interest.
2. **Maintain Confidentiality** – Protect sensitive information regarding donors, staff, and Board matters.
3. **Uphold Integrity** – Avoid using Board membership for personal gain.
4. **Respect Board Decisions** – Support collective Board decisions even if individual opinions differ.
5. **Promote Inclusivity** – Foster an environment of respect and equal opportunity.
6. **Comply with Laws and Policies** – Follow all laws, bylaws, and governance policies.
7. **Exercise Financial Responsibility** – Ensure prudent use of resources and financial oversight.

**9. Executive Director & Staff Oversight**

* The Board **hires, evaluates, and, if necessary, removes** the Executive Director.
* The Executive Director **manages daily operations, staff, and strategic initiatives**.
* The Personnel/Grievance Committee **reviews the Executive Director’s compensation and performance annually**.
* Executive Director may only be hired or fired by **3/4 Board vote**; Personnel/Grievance Committee evaluates and proposes compensation with rigorous documentation requirements.
* Criteria such as attendance or participation may be considered in the removal process.

**10. Board Evaluation Procedures**

To ensure continued effectiveness, the Board will conduct an **annual self-assessment** that includes:

1. **Board Performance Review** – Evaluates attendance, engagement, and strategic oversight.
2. **Committee Effectiveness** – Reviews the functionality and impact of each committee.
3. **Individual Director Contributions** – Each director completes a self-assessment regarding their contributions.
4. **Strategic Goal Alignment** – Assesses whether Board actions align with the Foundation’s mission and objectives.
5. **Action Plan for Improvement** – Identifies areas for growth and sets goals for the upcoming year.

The **Management Committee** oversees the evaluation process and presents findings at a Board meeting.

**11. Whistleblower Policy**

* Directors and staff may report unethical conduct **without fear of retaliation**.
* Reports may be made to the **Board Chair, Executive Director, or an independent auditor**.

**12. Funds, Deposits & Financial Transactions**

* The Board may accept **donations, bequests, and contributions** to support the Foundation’s charitable purposes.
* All funds must be **deposited in approved financial institutions**.
* Checks and payments shall be **authorized by designated officers**.

**13. Corporate Records & Public Disclosure**

The Foundation shall maintain:

1. **Articles of Incorporation & Bylaws**
2. **Minutes of Board and Committee Meetings**
3. **Current List of Directors & Officers**
4. **Annual Reports & Financial Records**

IRS Form **990 and other required financial disclosures** shall be made publicly available.

**14. Indemnification**

The Foundation shall indemnify officers and directors **to the fullest extent permitted by Florida law (Chapter 617.0831, Florida Statutes)**.

**15. Policy Review & Amendments**

* These Policies and Procedures may be amended from time to time as determined by the Board

**Acknowledgment**

I, **[Board Member Name]**, acknowledge that I have received, read, and agree to comply with these Board Policies and Procedures.

**Signature:** \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_
**Date:** \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_