

Tripartite Board Governance Resources and Tools

NASCSP Orientation for CSBG Administrators

March 28, 2017

Allison Ma'luf, Esq.

Community Action Program Legal Services, Inc. (CAPLAW)

www.caplaw.org allison.maluf@caplaw.org

617.357.6915

This training is part of the Community Services Block Grant (CSBG) Legal Training and Technical Assistance (T/TA) Center. It was created by Community Action Program Legal Services, Inc. (CAPLAW) in the performance of the U.S. Department of Health and Human Services, Administration for Children and Families, Office of Community Services Cooperative Agreement – Grant Award Number 90ET0441-03.

Any opinion, findings, and conclusions, or recommendations expressed in this material are those of the author(s) and do not necessarily reflect the views of the U.S. Department of Health and Human Services, Administration for Children and Families.

Today's Agenda

- Tripartite board rules and guidance
- Role of the tripartite board*
- Recruiting and selecting board members*
- Bylaws/Governing documents**
- Board Policies*

Practice Tips

CAPLAW governance resources

Tripartite Board Rules and Guidance

Rules Governing Tripartite Boards

CAA's
Articles of
Incorporation
& Bylaws

Federal CSBG Act & regs (42 U.S.C. § 9910)

For some states, state CSBG statute & regs

CAA Boards

State Nonprofit Corp. Act

If applicable, Head Start Act

(42 U.S.C. § 9837(c)(1))

CSBG contract with state

Tripartite Board Guidance for CAAs

IM #82: Tripartite Boards

- Selection and composition requirements
- Roles and responsibilities

IM #138:

CSBG

Organizational

Standards

- OCS-recommended as performance management initiative
- 2016 appropriations act gave OCS authority to require states to adopt org. standards

– P.L. 114-113, Div. H, Title II

CSBG Organizational Standards

Organized into three thematic groups

Maximum
Feasible
Participation

Consumer input and involvement

Community engagement

Community assessment

Vision and Direction

Organizational leadership

Board governance

Strategic planning

Operations and Accountability

Human resource management

Financial operations and oversight

Data and analysis

CSBG Organizational Standards

COE-Developed Tools

Serving our network of over 1000 Community Action Agencies across America in the fight to eliminate poverty ...

COMMUNITY ACTION PARTNERSHIP

THE NATIONAL ASSOCIATION | WASHINGTON, DC



AMERICA'S POVERTY FIGHTING NETWORK

HOME

ABOUTUS

COMMUNITY ACTION NETWORK

NEWSROOM

EVENTS

PROGRAMS

GRASS ROOTS IN THE NEWS JOB CREATION AND GREEN JOBS

CSBG Organizational Standards, ROMA Next Generation, and Performance Management Activities

COE-developed Tools | Technical Assistance Guides and Webinars | ROMA Next Generation Communications from OCS | Update Webinars | Other Resources | Archives | Contacts

NATIONAL TRAINING CENTER

RESOURCES

LEARNING COMMUNITIES
RESOURCE CENTER

COE-Developed Tools

▶ COE-developed Organizational Standards

<u>Click here</u> for the Private and Public CEE Standards side by side <u>Click here</u> for the Private and Public CEE Standards separated

▶ Self-Assessment Tools

PDF: Click here for the Self-Assessment Tool for Private CEEs in PDF Word: Click here for the Self-Assessment Tool for Private CEEs in Word

PDF: Click here for the Self-Assessment Tool for Public CEEs in PDF

THE PROMISE OF COMMUNITY ACTION

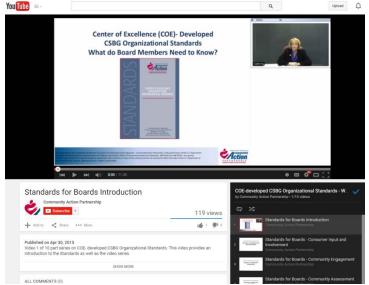
Community Action
changes people's
lives, embodies the
spirit of hope,
improves communities,
and makes America a
better place to live. We
care about the entire
community, and we are
dedicated to helping
people help
themselves and each

CSBG Org. Standards Resources



Self-Assessment Tool – Nonprofit & Public CAAs:

http://www.communityactionpartnership.com/inde x.php?option=com content&task=view&id=31&Ite mid=237#STANDARDS



Series of 10 Videos on Org. Standards for Board Members:

https://www.youtube.com/watch?v= 1rtJf pOZkk&list=PLMVDY93WCekqzYtF_TUostM 98dBD1il3T





- CONSUMER INPUT AND INVOLVEMENT
- 2 COMMUNITY ENGAGEMENT
- COMMUNITY ASSESSMENT
- ORGANIZATIONAL LEADERSHIP
- 5 BOARD GOVERNANCE
- 6 STRATEGIC PLANNING
- **HUMAN RESOURCE MANAGEMENT**
- FINANCIAL OPERATIONS AND OVERSIGHT
- DATA AND ANALYSIS

Welcome!

This webpage links resources developed by CAPLAW to specific Community Services Block Grant (CSBG) Organizational Standards to help Community Action Agencies (CAAs) in their compliance efforts. For some Standards that we regularly receive inquiries about, we also include links to resources developed by the national Community Action Partnership. All of the resources developed by the national Community Action Partnership on the Standards are available on its website. Note: CAPLAW is in the process of revising some of its resources pursuant to updates in the law; however, the concepts in these resources generally remain applicable.

Click on the Category and Standard number to view the Standard and available resources.





CAPLAW Events



Did you miss a webinar in the **Essential Governance Policies** series? View all three webinars on-demand in the webinar archives!

> View the Archives

CAPLAW Tools and Resources

- **CAPLAW Model Policies**
- **CAPLAW Publications**
- CAPLAW Self Assessment Tools
- **CAPLAW Training Modules**
- Resources by Topic

This resource was created by Community Action Program Legal Services, Inc. (CAPLAW) in the performance of the U.S. Department of Health and Human Services, Administration for Children and Families, Office of Community Services Cooperative Agreement - Grant Award Number 90ET0441-02. Any opinion, findings, and conclusions, or recommendations expressed in this material are those of the authority and do not necessarily reflect the views of the U.S. Department of Health and Numan Services, Administration for Children and Families.





Click on the Category and Standard number to view the Standard and available resources.

- 1 CONSUMER INPUT AND INVOLVEMENT
- 2 COMMUNITY ENGAGEMENT
- COMMUNITY ASSESSMENT
- ORGANIZATIONAL LEADERSHIP
- 5 BOARD GOVERNANCE
- 6 STRATEGIC PLANNING
- **HUMAN RESOURCE MANAGEMENT**
- FINANCIAL OPERATIONS AND OVERSIGHT
- DATA AND ANALYSIS

- Standard 1.1
- Standard 1.2
- Standard 1.3

Private

The organization has a systematic approach for collecting, analyzing, and reporting customer satisfaction data to the governing board.

Public

The department has a systematic approach for collecting, analyzing, and reporting customer satisfaction data to the tripartite board/advisory body, which may be met through broader local government processes.

Resources

CAPLAW Resource

 Tools for Top-Notch CAAs. This six-section Tool is intended to assist boards and management in their collaborative efforts to build well-governed and effective CAAs. Section 1. Making Board Meetings Matter of this Tool addresses the structure of board meetings and provides some guidance as to the content and timing of both financial and programmatic reports to the board.







CAPLAW Events



Did you miss a webinar in the **Essential Governance Policies** series? View all three webinars on-demand in the webinar archives!

> View the Archives

CAPLAW Tools and Resources

- CAPLAW Model Policies
- CAPLAW Publications
- CAPLAW Self Assessment Tools
- CAPLAW Training Modules
- Resources by Topic

PUBLIC CAA CASE STUDY



The Power of a Tripartite Board

September 2016

INTRODUCTION: The Board's Role in the CSBG Organizational Standards

This case study focuses on how the tripartite board of a public Community Action Agency (CAA) fulfills its responsibilities with respect to the Community Services Block Grant (CSBG) Organizational Standards set forth in the federal Office of Community Services' (OCS) Information Memorandum (IM) No. 138. Because a public CAA and its tripartite board are usually operating under the auspices of an established local government framework, the applicability of the CSBG Organizational Standards (Standards) is markedly different from their applicability to a nonprofit CAA.

While the federal CSBG Act requires the board to "participate actively in the development, planning, implementation and evaluation"1 of Community Action programs, the reality of how to fulfill this role in an impactful way is not always clear. A public CAA tripartite board often perceives its ability to act on behalf of the public CAA as limited by the level of authority delegated to it by the local governing body. Even though establishing a delegation of authority arrangement is necessary and important, doing so does not lessen the impact and role the board plays. As you will see in this case study, defining and establishing the role of your public CAA tripartite board helps to foster a positive relationship between the board and the local governing officials and results in more engaged and effective board members.

After spending time speaking with representatives of Montgomery County Community Action Agency (MCCAA), a public CAA in Maryland, we were impressed by the ways in which its tripartite board helps the CAA achieve compliance with the Standards. Two key characteristics stand out with MCCAA's board - they understand the vital role they play and they embrace that role. Even though MCCAA's delegation of authority arrangement does not often place the tripartite board in a decision-making position, the board continually manages to effect change. This case study highlights many of the ways in which the board does so. The board not only takes very seriously the recommendations it is asked to make but it is also constantly advocating on behalf of MCCAA and the low-income community. A few of the ways in which the board fulfills its responsibilities include: developing and implementing initiatives to engage the community served; regularly meeting with local government officials; participating in county-wide hearings and meetings; and collaborating with

MCCAA acknowledges that it is not yet 100% in compliance with the Standards but the ongoing efforts of its tripartite board to reach that goal are inspiring and, we hope, informative, especially for those public CAA tripartite boards that are struggling with challenges related to compliance with the Standards. Throughout the case study, we identify Standards that we believe MCCAA's tripartite board is either addressing or attempting to address through its actions. Our goal with this case study is not to identify all of the Standards that may be met through the board's efforts; but rather, to highlight key characteristics of the board that contribute to its effectiveness and compliance with CSBG Organizational Standards.

1 42 U.S.C. § 9910 (b)(1)(C).

other county groups to ensure the community's needs are met.

Role of Tripartite Board

Role of Tripartite Board

TRIPARTITE BOARD ADMINISTERS CSBG PROGRAM AND IS FULLY ENGAGED IN. . .



Federal CSBG Act (42 U.S.C. § 9910), OCS IMs 82 and 138

CSBG Act Purposes and Goals



Reduce poverty



Revitalize lowincome communities



income families and individuals to become fully selfsufficient

CSBG Act Purposes and Goals

Maximum participation of low-income communities

Leveraging the resources of other anti-poverty programs

Strengthening community capabilities for planning or coordinating resources responsive to local needs and conditions

Using innovative approaches to attack causes and effects of poverty

Organizing services to have a measurable impact on causes of poverty

Achieve CSBG Goals By

Role of Tripartite Board

 For nonprofit CAAs – state nonprofit corporation act

 For public CAAs – delegation of authority from government entity

Role of Tripartite Board

Nonprofit CAA

- Example from one state's nonprofit corporation act (Arizona):
 - All corporate powers shall be exercised by or under the authority of and the affairs of the corporation shall be managed under the direction of its board of directors, subject to any limitation set forth in the articles of incorporation (A.R.S § 10-3801)
 - Exercise duty of care and duty of loyalty in management of nonprofit (A.R.S § 10-3830)

Nonprofit Board Fiduciary Duties

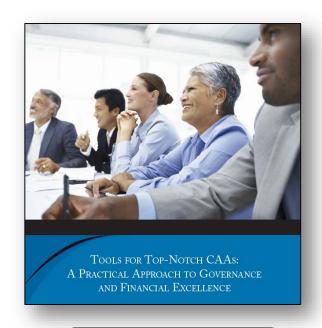
Duty of Care: Reasonable person standard

Duty of Loyalty: Faithfulness to CAA

Disclose and avoid conflicts of interest,
 self-dealing

Duty of Obedience: Faithfulness to the CAA's mission

Comply with Articles of Incorporation,
 Bylaws and state and federal law to carry out mission



See page 9 of the Toolkit for more on fiduciary duties

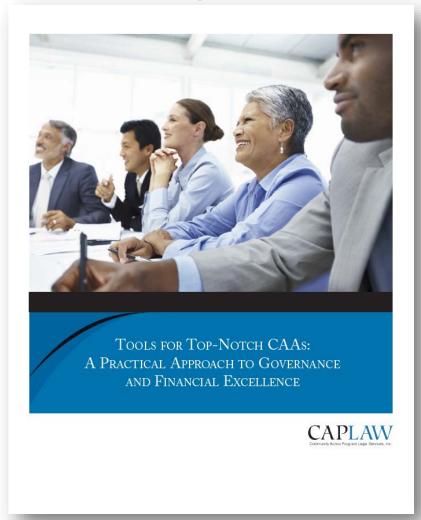
Role of Tripartite Board

Public CAA

- Powers depend on authority delegated by local gov't
 - Should be more than just advisory.
 - Should have power to:
 - Administer CSBG program
 - Make decisions, provide meaningful input
 - Fully participate in development, planning, implementation, evaluation

Board Role

Tools for Top-Notch CAAs

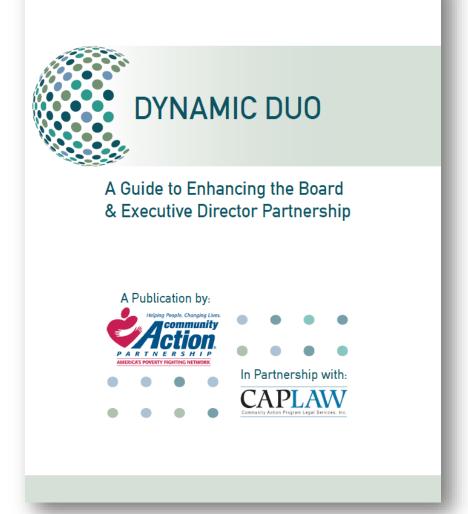


TOOLS FOR TOP-NOTCH CAAS: A PRACTICAL APPROACH TO GOVERNANCE AND FINANCIAL EXCELLENCE

Section 1: Making Board Meetings Matter	7
Section 2: Improving a CAA's Financial Capacity	29
Section 3: Creating the Annual Operating Budget	67
Section 4: Getting the Most Out of Your Financial Statements	83
Section 5: Dealing with Conflicts of Interest	107
Section 6: Adopting a Whistleblower Policy	121
Appendices	135
- rppendices	

Board Role

Board/Executive Director Relationship



Recruiting and Selecting Board Members

Elements of Effective Recruitment

Needs Attributes Mission, values, interests **Expectations** Commitment

http://www.caplaw.org/resources/SelfAssessmentDocuments/CAPLAW_BoardComposition%20Matrix_April2012.xls

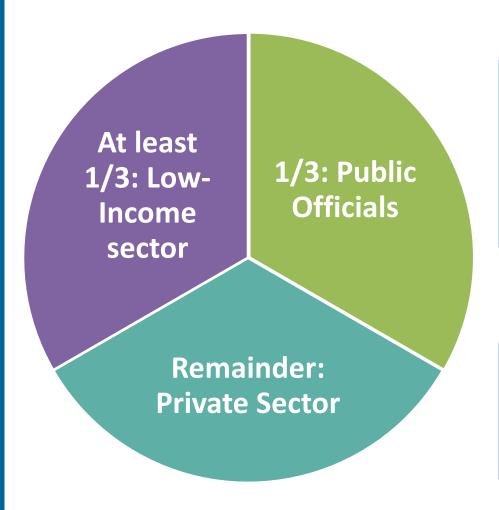
				CAPLA	W	S	ar	nŗ	ole	e C	Ά	A	Вс	oa	rc	d (Со	m	ıp	os	it	io	n	M	at	ri	κ /	April :	20:	12		
Board Members	Si	ecto	or	Diversity		Skill/Experience/Expertise											Access/Connections											Year on Boar		Term Exp.	Committee	Office
	Public	Private	Low-Income	Examples: Racial, Ethnic, Disability, Age, etc.	P.R. Communications	Financial Planning/Management	Organizational Management	H.R. Management	Fundraising	Early childhood education & development	Attorney						Foundations	Wealthy Individuals	Business/Comonations	Politics/Government	Religious Community	Gracemote Constitutents	diasipo constituino									
1. Jane Doe		Х		Hispanic				X		X			I	T					I	I	I	\perp	Ţ	Ţ	\Box	\Box		1	\Box	9/1/13	Personnel	Secretary
2.													+	+	_				+	+	-	+		+	4	_			4			
3. 4.													+	+	\dashv		\vdash	\vdash	+	+	+	+	+	+	+	\dashv			\dashv			
5.														†																		

Board Selection Procedure

Use board committee Recruit smartly & strategically Require applications Follow selection procedures

Tripartite Boards

Composition and Selection



Standard 5.1: Nonprofit/Public

 The org.'s governing board/advisory body is structured in compliance with the federal CSBG Act.

Standard 5.5: Nonprofit/Public

 Governing board/advisory body fills board vacancies as set out in its bylaws

Tripartite Boards

Composition and Selection

- Board members are to be chosen by grantee
 - Must use democratic selection process for low-income board members
 - Public CAA tripartite board can make recommendations to governing officials

Practice Tip

 For maintaining control, have board members elected by full board (for nonprofit CAAs) or governing officials (for public CAAs) once chosen through appropriate selection process

Board Self-Training Tool

COMMUNITY SERVICES BLOCK GRANT





raining ools nonprofit BOARDS

GOVERNANCE

Tripartite Board Composition and Selection



COMMUNITY SERVICES BLOCK GRANT





raining ools public caa BOARDS

GOVERNANCE

Tripartite Board Composition and Selection



Introduction

This tool focuses on the CSBG requirements relating to tripartite board composition and selection and is divided into the following four parts, which may be completed separately or together:

- General tripartite board composition and selection information
- 2. Public official sector
- 3. Low-income representative sector
- 4. Private sector

2

CAPLAW 2014 | CSBG Self-Training Tools for Board Memekers | Governance: Tripartite Board Composition and Selection

Part I. General Tripartite Board Composition and Selection Information

Learning Objectives for Part I

- 1.1 Know Brief History of CAA Tripartite Board
- 1.2 Recognize Laws and Guidance Relating to Tripartite Board Selection and Composition
- 1.3 Understand General Concepts Relating to Tripartite Board Selection and Composition

CAPLAW 2014 | CSSG Self-Training Tools for Board Memehers | Governance: Tripartite Board Composition and Selection

3

1.2 Recognize Laws and Guidance Relating to Tripartite Board Selection and Composition

Understanding the Relationship of CSBG Laws and Guidance Exercise

Number the items according to which one takes precedence over the other items.

Federal Office of Community Services Information Memorandum 82
State Community Service Block Grant (CSBG) statutes (if exist)
CAA bylaws
Federal CSBG Act
CAA Articles of Incorporation/Organization
State CSBG regulations (if exist)
CAA CSBG grant agreement with state

25

o CAPLAW 2014 | CSSG Self-Training Tools for Board Memehers | Governance: Tripartite Board Composition and Selection

Public Sector

 Under federal law, no longer required to include or be chosen by "chief elected officials"

Practice Tip - Nonprofit

 For flexibility, specify in bylaws that CAA itself elects public official board members – but not specify which ones

Practice Tip - Public

 To increase diversity, since governing officials of city/county often already have input (and in many cases, final say) on decisions affecting CAA, consider including other public officials on tripartite board

Public Sector

- CSBG Act says "holding office at time of selection"
 - OCS IM 82 recommends that public officials serve only while they are in office

Practice Tip

 Keep the board fresh by including specific terms for public officials rather than permitting them to stay on the board as long as they are in public office

Public Sector

- If elected officials not available, may include appointed
- Elected or appointed official may select a representative to serve in his/her place

Practice Tip

 To maintain control, consider requiring full board to approve representative selected by an elected or appointed official

Introduction

This tool focuses on the CSBG requirements relating to tripartite board composition and selection and is divided into the following four parts:

- General tripartite board composition and selection information
- 2. Public official sector



- 3. Low-income representative sector
- 4. Private sector



CAPLAW 2014 | CSSG Self-Training Tools for Board Memebers | Governance: Triportite Board Composition and Selection

Part II. Public Official Sector

Learning Objectives for Part II

- 2.1 Know Public Official Composition Requirements
- 2.2 Improve Public Official Selection
- 2.3 Understand Public Official Bylaws Provision

3

Nonprofit CAAs

- Must be democratically selected to assure representative of low-income people in service area
- If chosen to represent a particular neighborhood, must live there

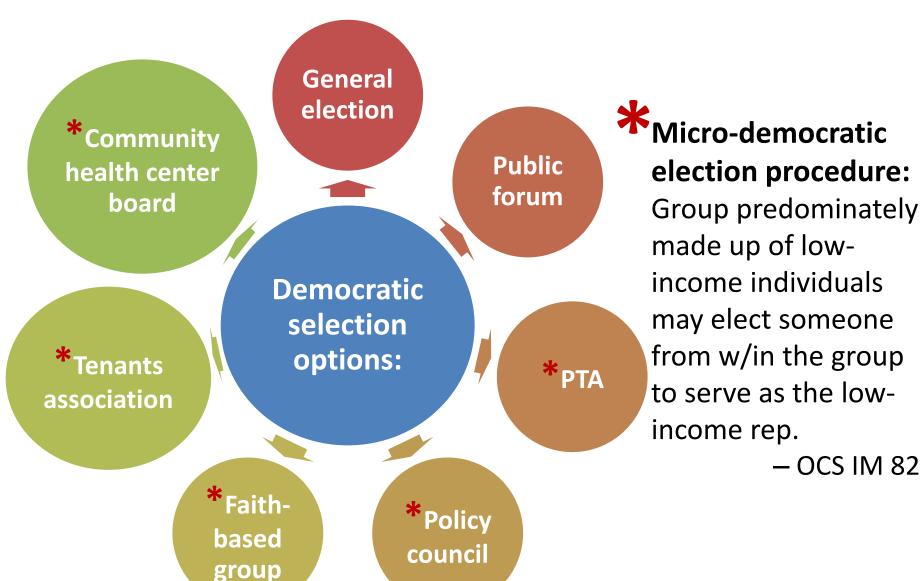
Public CAAs

- Must be representative of low-income individuals and families in service area
- Must live in service area
- Must be able to participate actively in development, planning, implementation and evaluation of CSBG programs

 Should represent current low-income residents, but don't need to be low-income themselves

Practice Tip

 To capture voice of those served by the CAA, strive for low-income board members who are lowincome themselves



- Board member should <u>NOT</u> be chosen by:
 - Typical board selection process
 - Board nominating committee
 - Executive Director of the CAA or another service provider

- OCS IM 82



INTRODUCTION

Since the inception of the Economic Opportunity Act, a fundamental goal of Community Action has been to provide low income individuals with a voice in the administration of its poverty alleviating programs. With the Community Service Block Grant's (CSBG) call to achieve "maximum participation" of the low income community in the development, planning, implementation, and evaluation of CSBG funded programs, a critical venue for the low income community's participation is through their representation on the tripartite board.

Despite the importance placed on maximum participation of the low income community, there is relatively little federal law that explains what this means in the context of democratic selection procedures. The federal CSBG Act requires that "(i) not fewer than 1/3 of the members [0f the board] are persons chosen in accordance with democratic selection procedures adequate to assure that these members are representative of low-income individuals and families in the neighborhood served; and [iii) each representative of low-income individuals and families selected to represent a specific neighborhood within a community ... resides in the neighborhood represented by the member..."



The only further federal guidance comes in the Information Memorandum (IM) 82 from the Office of Community Services (OCS). This nonbinding guidance advises Community Action Agencies (CAAs) to "assure that board members representing low-income individuals and families...have been selected on the basis of some form of democratic procedure either directly through election, public forum, or, if not possible, through a similar democratic process such as election to a position of responsibility in another significant service or community organization such as a school PTA, a faithbased organization leadership group; or an advisory board/governing council to another low-income service provider." IM 82 advises CAAs to ensure democratic selection procedures "directly through election [or] public form," but if that is not possible, it lists a number of alternatives. These case studies are focused on the "direct" democratic procedures. If a CAA determines that direct democratic procedures are not possible, it will likely be able to comply with the law by creating what may be called "micro" democratic selection procedures, whereby the CAA asks another entity comprised primarily of individuals elected from the low-income community (e.g., a tenants association from a local low income housing development) to select someone from their organization to sit on the CAAs board.

While it is clear that CAAs must establish some kind of democratic selection procedure, it is not clear from the federal law what those procedures should, or may, look like. Given this, it may come as no surprise that one of the more common questions asked of CAPLAW is, "How do we conduct a democratic selection process?" Therefore, we have created these case studies to help the Community Action network answer this question by learning from their peers.

© 2015 Community Action Program Legal Services; Inc.

CAPLAW Democratic Selection Procedures Case Studies,

http://caplaw.org/resources/PublicationDocuments/raisingthelowincomevoice.html

Democratic Selection

Standard 5.2: Nonprofit/Public

Org's governing board/advisory body has written
 procedures that document a democratic selection process
 for low-income board members adequate to assure that
 they are representative of the low-income community.

Practice Tip

 For flexibility, unless required by state CSBG laws to do so, consider <u>not</u> including written procedures for democratic selection process in bylaws. Create a **separate document**, referred to in the bylaws and approved by board.

Private Sector

Individuals or Groups



 Grantee may choose representatives from organizations or individuals

Practice Tip

 If choosing reps from org, board has more flexibility if bylaws don't specify which orgs

47

Standard 5.3: Nonprofit

 Org's bylaws have been reviewed by an attorney within the past 5 years (not applicable to public CAA).

Standard 5.4: Nonprofit/Public

 Org/dept. documents that each board member has received a copy of the bylaws within the past 2 years. A Community Action Agency Reference

2009 Edition

The Rules CAAs Live By

By Joel L. Kaleva, Esq. and Eleanor A. Evans, Esq.

© 2010 Community Action Program Legal Services, Inc.

This toolkit is intended to guide Community Action Agencies (CAAs) in understanding and revising their existing bylaws and articles of incorporation. It is written primarily for private, nonprofit CAAs; however many of the principles discussed can also apply to public CAAs. Public CAAs should keep in mind, however, that they are not governed by the state nonprofit corporation laws discussed in this toolkit but instead by state laws governing cities and counties.

An organization's bylaws should be treated as the operating manual for its board of directors. The bylaws set forth the everyday rules by which the

organization is governed. Well-drafted bylaws should clearly set forth the manner in which the board of directors is selected, meets, votes, and delegates its authority to others.

In order to keep its designation as a CAA and to receive Community Services Block Grant (CSBG) funding, a CAA must comply with the requirements of the federal CSBG Act, which requires that the organization be governed by a tripartite board. Because of the tripartite board structure required by the CSBG Act, CAAs must include a number of provisions in their bylaws not found in a typical nonprofit's bylaws.

When drafting or revising their bylaws, CAAs should be sure to review the CSBG Act's tripartite board requirements. (To view the codified version of the CSBG Act visit the
"Resources" page on www.caplaw.org and look under
"Community Services Block Grant (CSBG)
Resources"; see 42 U.S. Code section 9910 for the
tripartite board requirements that apply to CAAs.) In
addition, CAAs should check their state's CSBG law,
regulations or other guidance issued by the state CSBG
office, as these authorities often require CAAs to
include certain provisions in their bylaws.

In March of 2005, the federal Office of Community Services (OCS) issued Information Memorandum No. 82 (IM 82) to provide OCS's interpretation of some of the CSBG Act's board requirements and recommendations on how CAAs can meet those requirements. Throughout this toolkit, we will point out OCS's recommendations as they are pertinent to the subjects being covered. (For a copy of IM 82, visit the

"Resources" page of www.caplaw.org and look under "Community Services Block Grant (CSBG) Resources" for a listing of OCS IMs, including IM 82.)

Note that IM 82 is not law or binding authority for CAAs or the state CSBG offices; some of its recommendations may conflict with state laws that apply to a specific CAA. Each state has its own statutes that apply to nonprofit organizations, and these can vary from state to state. Thus, it is important for each CAA to closely evaluate the special rules that apply to it to ensure that its bylaws comply with both federal and state law requirements.

Joel L. Kaleva, Esq., is a partner in the Missoula, Montana office of Crowley Fleck PLLP. Mr. Kaleva's practice focuses on counseling nonprofit organizations, including Community Action Agencies, about the complicated interplay among the different federal and state agencies that regulate the activities of these organizations. Mr. Kaleva may be reached by phone at (406) 523-3600 or by e-mail at ikaleva@crowleyfleck.com.

Eleanor A. Evans, Esq. is CAPLAW's deputy director and senior counsel. Ms. Evans may be reached by phone at (617) 357-6915 or by email at eevans@caplaw.org.

CAPLAW • 178 Tremont Street, 10th Fl. • Boston, MA 02111 • 617.357.6915 • www.caplaw.org

Petitions for Board Representation

 <u>Federal CSBG Act</u>: CAAs must have procedures for certain individuals and groups to petition for representation

Practice Tip

Adopt written procedures and include in bylaws

Alternates

 Nonprofit CAAs in most states – no voting by proxy/alternates allowed

Practice Tip

- Consider permitting alternates with no voting rights to: (i) attend meetings and report to primary board member and/or (ii) fill vacancies if chosen pursuant to selection procedures in bylaws
- Public CAAs usually can permit alternates to vote when primary board member can't attend

Board Size

- Look at board size and decide on right number of board members
 - Federal CSBG Act does NOT address board size
 - States' CSBG law and/or regs MAY impose board size requirements

Practice Tip

• <u>No</u> one-size-fits-all, must consider circumstances, e.g., organization size, number of programs, area served, organization needs, board operations

Board Members' Terms

- Federal CSBG Act does <u>NOT</u> address CAA board terms
 - States' CSBG law and/or regs MAY impose terms
- Bylaws should state board members' terms
 - If the bylaws are silent, state nonprofit corporation law may set a default term (e.g., 1 year)

Practice Tip

• Term lengths can be different for each sector

Board Members' Terms

- May provide for staggered terms
 - State nonprofit corporation act MAY have requirements around staggered terms
- Three-year terms is a common term length for nonprofit board members

Practice Tip

 Keep board fresh but maintain institutional knowledge with mix of new and experienced board members

Board members' Term Limits

- If state law not specify term limits, board members may serve for any number of successive terms
 - Pros and cons of term limits

Practice Tip

 To retain institutional knowledge or engaged board members, consider permitting those who reached their term limits to re-join after a break (e.g., 1 year)

Removal of Board Members

- Removal can be with or without cause
 - State nonprofit corporation act MAY have requirements around removal
 - If for cause, define or give example(s) of what cause is in bylaws; use "including, but not limited to"
 - Specify vote needed to remove board member in bylaws

Practice Tip

 Consider including strong removal provisions in bylaws and use them if necessary.

Board Vacancies

Standard 5.5: Nonprofit/Public

- Governing board/advisory body fills board vacancies as set out in its bylaws
- Specify in bylaws:
 - How vacancies in each sector will be filled
 - Term length of replacement director and how partial term counts towards term limits, if any

Practice Tip

 To maintain control, have full board elect replacement board members once chosen through appropriate process

Board Policies

Board Policies

Board Orientation/Training

Standard 5.7: Nonprofit/Public

 Org./Dept. has a process to provide a structured orientation for governing/ advisory board members within 6 months of being seated.

See page 21 – Tip: Use minutes as board orientation tool!



Tools for Top-Notch CAAs:
A Practical Approach to Governance
and Financial Excellence



Standard 5.8: Nonprofit/Public

 Board members have been provided with training on their duties and responsibilities within the past 2 years.





Training Agenda

1. History, Background and Law

- Purposes and Use of Funds
- Tripartite Boards

- 4. Other Requirements and Restrictions
- 5. State Plans

 Allocation, Payment and Carryover

- 7. Fiscal Controls and Monitoring
- Funding Reduction and Termination
- 9. New Eligible Entities

Complaints





Purely For Public CAAs CAPLAW TRAINING MODULE

© 2011 Community Action Program Legal Services, Inc.

Slide 1 / 51 | Stopped

Purely for Public CAAs | Interactive Training Module **CAPLAW** ▶ Welcome 00:27 Training Agenda CHAPTER 1 | What is ... 00:02 Defining a Public CAA CHAPTER 2 | Governi... 00:02 Public CAA Governing... 03:52 00:05 Quiz: Chapters 1 & 2 CHAPTER 3 | Tripartit... 00:02 Tripartite Board Sectors 00:35 Governing Laws of th... 00:44 Bylaws and the Laws t... 02:08 Tripartite Board Com... 00:57 Selection of Board Me... 01:09 Composition and Sele... 01:31 CHAPTER 4 | Compos... 00:02 Representing the Low... 01:27 Examples of Democra... 03:11 Description of Democ... 00:40 Public and Private Bo... Petition for Tripartite ... 00:45 CHAPTER 5 | Tripartit... 00:02 Tripartite Board Size 03:57 Tripartite Board Term... 02:04 Tripartite Board Term... 01:13 Ouiz: Chanters 3 4 8 5 00:05

00:01 / 01:52



- 1. What is a Public CAA?
- Governing Law
- Tripartite Board Overview
- Composition and Selection of Tripartite Board
- Tripartite Board Size, Terms and Term Limits
- Roles and Responsibilities of Tripartite Board
- 7. Powers of Tripartite Board
- Engaging Tripartite Board
- Role of Public CAA in Local Government
- 10. Maximizing and Leveraging Resources
- Challenges Faced by Public CAAs

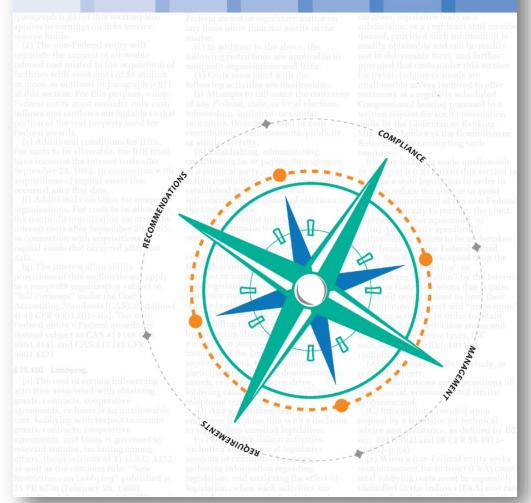




00:00 / 00:27

CAA Leader's **LEGAL GUIDE**

A publication by CAPLAW and the Community Action Partnership



Board Policies

Conflict of Interest Policy

Standard 5.6: Nonprofit/Public

• Each board member has signed a conflict of interest policy/comparable local gov't doc. within the past 2 years.

Updated CAPLAW COI Policies

Updated coming soon... Sample policies and archived webinar on CAPLAW's website www.caplaw.org

CAPLAW SECTION 5: DEALING WITH CONFLICTS OF INTEREST Part I: Conflicts of Interest Part II: Additional Legal and Regulatory Considerations 114

Board Policies

Whistleblower Policy

Standard 7.7: Nonprofit/Public

Org. has a whistleblower policy that has been approved by the board/dept. provides copy of local gov't policy to advisory board at orientation.

> Sample policies and archived webinar on CAPLAW's website

CAPLAW SECTION 6: ADOPTING A Whistleblower Policy Part I: Reasons to Have a Whistleblower Policy Part II: Legal Background 124 Part III: Writing a Good Whistleblower Policy 126 Part IV: Internal Process Part V: The Role of Legal Counsel Part VI: Documenting and Tracking Whistleblower Reports Part VII: Tone at the Top

CAPLAW Governance Resources

Online Training Modules:

http://www.caplaw.org/resources/trainingmodules.html

- Introduction to CSBG
- Purely for Public CAAs

CSBG Training Tools for Nonprofit & Public CAA
 Boards: Tripartite Board Composition and Selection
 http://www.caplaw.org/resources/publications.html

Governance Resources:

http://www.caplaw.org/resources/bytopic/governance.html

- Tools for Top Notch CAAs: A Practical Approach to Governance and Financial Excellence
- CAPLAW Bylaws Toolkit
- Governance Case Studies

Self-Assessment Tools:

http://www.caplaw.org/resources/selfassessment.html

- Sample Board Composition Matrix
- Board Composition/Selection Best Practices Checklist

Model Policies:

http://www.caplaw.org/resources/modelpolicies.html

- Conflict of Interest
- Whistleblower and Complaint Resolution

Selected Archived Webinars:

http://caplaw.org/conferencesandtrainings/webinars.html

- The Nuts and Bolts of the Federal CSBG Act
- Whistleblower Policies
- Do the Right Thing: Creating a Culture of Compliance and High Ethical Standards

Selected Additional Publications:

http://www.caplaw.org/resources/publications.html

- Exemplary Legal Practices and Policies Guidebook
 - Part I: Do the Right Thing: Creating a Culture of Compliance and High Ethical Standards
 - Part II: Working with Attorneys
- Working Better Together: CAPLAW's Guide to Shared Services and Mergers



COVER NEW GROUND at the

2017 CAPLAW National Training Conference

Denver Marriott City Center | Denver, Colorado | June 7 - 9, 2017