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**December 13, 2017**  
**11:30 AM**

	<u>Page</u>	<u>Action</u>
<b>I.</b> Call to Order – (Bob Roesler)		
<b>II.</b> Approval of Agenda – (Bob)		Action
<b>III.</b> Approval of November 15, 2017 Nominating & Governance Committee Minutes – (Bob)	1	Action
<b>IV.</b> Member Recruitment – (Bob)	2-3	
<b>V.</b> Review Draft Documents – (Bob)		
<b>A.</b> Board Member Commitment Form	4-5	
<b>B.</b> Board of Directors' Assessment	6-9	
<b>C.</b> Individual Board Member Self-Evaluation	10	
<b>D.</b> Board Member Terms' Graph	11	
<b>VI.</b> Review Edited Documents – (Bob)		
<b>A.</b> Board Policy Manual	Large Enclosure	
<b>B.</b> Bylaws	12-23	
<b>C.</b> Executive Director Performance Review	24-28	
<b>VII.</b> Other – (Bob)		
<b>VIII.</b> Adjourn – (Bob)		



**Nominating and Governance Meeting Minutes**

Mankato Office or via Go-To-Meeting

**November 15, 2017**

**10:00 AM**

**MEMBERS PRESENT:** Robert Roesler and Candace Fenske  
**MEMBERS ABSENT:** Jason Swanson and Lisa Lange  
**QUORUM PRESENT:** Yes  
**STAFF/GUESTS PRESENT:** Linda Giersdorf and Joyce Prahm

**I. Call to Order**

Chair R. Roesler called the meeting to order at 10:02 AM

**II. Approval of Agenda**

Motion made by Chair R. Roesler and seconded by C. Fenske to approve the agenda as presented. Motion approved.

**III. 2018 Slate of Officers Discussion/Action**

Linda Giersdorf, Executive Director, reviewed the process for annual officer selection that is included in the Board Policy Manual. The Chair indicated he would be willing to continue serving as chair in 2018. Jason, Lisa and Rose will be contacted by Bob or Candy to determine their interest in continuing to serve as officers in 2018.

**IV. Board Recruitment Discussion**

Chair R. Roesler led discussion on possible Board recruitment candidates. Candy will contact Sharon Chader. L. Giersdorf will contact Don Ebel for possible additional names. Discussion to continue.

**V. Next Meeting**

The next meeting will be December 13, 2017 (immediately following board meeting).

**VI. Adjourn**

Motion made by C. Fenske and seconded by Chair R. Roesler to adjourn at 10:38 AM. Motion approved.

**Secretary:**

**Chair:**

\_\_\_\_\_  
Lisa Lange

\_\_\_\_\_  
Robert Roesler

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

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

**Submitted by:** Joyce Prahm, Finance Director

## BOARD RECRUITMENT MATRIX

AREAS OF EXPERTISE / LEADERSHIP QUALITIES	NUMBER OF CURRENT MEMBERS	NUMBER OF PROSPECTIVE MEMBERS
Administration/Management		
Early-Stage Organizations/Start-Ups		
Financial Oversight		
Fundraising		
Government/Public Policy		
Health Care Systems		
Health Plans		
Human Resources		
Law		
Leadership Skills/Motivator		
Long Term Care		
Marketing, Public Relations		
Nonprofits		
Strategic Planning		
Understanding of Aging Issues & Concerns		
Technology		
Other		

### RESOURCES

Access to Resources (Foundations, Corporate Support)		
Availability for Active Participation (Solicitation Visits, Grant Writing)		

## BOARD RECRUITMENT MATRIX

COMMUNITY CONNECTIONS	NUMBER OF CURRENT MEMBERS	NUMBER OF PROSPECTIVE MEMBERS
Corporate		
Education		
Faith Community		
Media		
Nonprofit		
Political		
Philanthropy		
Small Business		
Social Services		
Other		

PERSONAL STYLE		
Consensus Builder		
Good Communicator		
Strategist		
Team Member		
Visionary		

AGE		
60+		

City / County of Residence		
	N/A	N/A

GENDER		
Male		
Female		

RACE / ETHNICITY		
African American/Black		
Asian/Pacific Islander		
Caucasian		
Hispanic/Latino		
Native American/Indian		
Other		



**Minnesota River Area Agency on Aging  
Board Member Commitment Form**

The Board of Directors exists to secure and promote the financial, legal and ethical well-being of the agency and to ensure it fulfills its mission.

As a member of the Board of Directors of the Minnesota River Area Agency on Aging, I understand that I have a *duty of care* to always work in the best interests of the agency, a *duty of loyalty* to put the good of the organization first and avoid any conflicts of interest and a *duty of obedience* to be faithful to the mission of the agency and compliant with all applicable laws and regulations and agency-specific governing documents.

To further these commitments and responsibilities, I will put forth my best individual efforts to:

- Attend, fully prepare for, and diligently participate in board meetings using fair, independent judgment and due care.
- Serve on at least one committee. Attend, fully prepare for, and diligently participate in committee meetings using fair, independent judgment and due care.
- Participate in agency-sponsored special events.
- Be accessible, at least by phone or e-mail, to staff and other board members as needed.
- Identify individuals who might be prospective donors or board members.
- Participate in helping to develop resources for the organization.
- Make an annual personal financial contribution at a level that is meaningful to me.
- Act in the best interests of the organization, and excuse myself from discussions and votes where I have a conflict of interest.
- Strive to keep abreast of trends, issues, and current developments that may affect the agency.
- Stay informed about what is going on in the agency, asking questions and requesting information as needed. Participate in and take responsibility for making decisions on issues, policies and other board matters.
- Voice my opinions and concerns, and open-mindedly consider everyone else's opinions and concerns, in all board decision making. I will trust that we all share a constant passion for the agency's mission.
- Understand all power rests with the full board, not individual members.

- Represent the agency in a positive and supportive manner at all times.
- Bring forth the needs of the agency's consumers; speak out for their interests and on their behalf.
- Work collaboratively with staff and other board members as partners toward achievement of our goals.
- Avoid all direct or indirect political campaign intervention, (such as supporting or opposing candidates for public office) in the name of the agency.
- Maintain the confidentiality of all privileged or sensitive information provided to me to safeguard the agency's reputation and integrity, as well as the privacy rights of individuals and donors connected with the agency and the board. I accept this principle as one that should survive my period of board service.
- Accept the agency bylaws and Board Policy Manual and understand I am responsible for the health and well-being of the agency.

If I do not fulfill these commitments to the agency, I will expect the board chair to discuss my responsibilities with me.

In turn, I expect the agency to be responsible to me in the following ways:

- Providing me with regular financial reports and analyses and updates on significant agency and personnel activities.
- Providing me with opportunities to discuss important agency issues with the board chair and executive director as appropriate.
- Offering me opportunities for professional development as a board member.
- Responding in a straightforward fashion to questions I feel are necessary to carry out my responsibilities to the agency and working with me in good faith toward achievement of the agency's goals.

If the agency does not fulfill its commitments to me, I can call on the board chair to discuss the agency's responsibilities.

I certify by my signature that I understand the above expectations that accompany my board service and will do my best to live up to them as a member of the Board of Directors of the Minnesota River Area Agency on Aging.

---

Printed Name

---

Signature

---

Date

## Board of Directors' Assessment

Considerations	5 Strongly Agree	4 Agree	3 Unsure	2 Disagree	1 Strongly Disagree
1. Board has a full and a common understanding of the roles and responsibilities of the board.					
2. Board members understand the organization's mission, vision, and services/ programs.					
3. Structural pattern (board, officers, committees, management and staff) is clear, delineated in bylaws, and followed by board.					
4. There are an adequate number of well-functioning board committees and other work groups.					
5. Board members actively participate in strategic planning and ongoing strategic thinking.					
6. The board has adopted, and uses, explicit measures of progress toward identified outcomes.					
7. Board attends to policy related decisions which effectively guide operational activities of staff.					
8. Board receives regular reports on finances/budgets, service/program performance and other important matters.					
9. Board helps set fundraising goals and is actively involved in some aspect of fundraising.					

Considerations	5 Strongly Agree	4 Agree	3 Unsure	2 Disagree	1 Strongly Disagree
10. All board members make a personal financial contribution to the agency.					
11. Board effectively represents the agency to the community (i.e. has an "elevator speech.")					
12. Board meetings focus on important agency matters with reporting kept to a minimum.					
13. Board meetings are adequate in length and held at the right time of the day.					
14. Board regularly evaluates and develops yearly goals with the executive director.					
15. The board reviews the compensation of the executive director based on industry standards.					
16. Board has approved comprehensive personnel policies which have been reviewed by a qualified professional.					
17. All necessary skills, stakeholders and diversity are represented on the board.					
18. Board culture encourages and welcomes open discussion, even when members disagree.					
19. Board has an emergency succession plan for the executive director.					
20. Board is attentive to building leadership capacity of both board and staff.					
21. Board regularly assesses itself as a whole and also board member participation individually.					



Considerations	5 Strongly Agree	4 Agree	3 Unsure	2 Disagree	1 Strongly Disagree
22. Board has a packet of materials for new board members and an orientation process for them.					
23. Board has a board commitment document, a whistleblower policy and a conflict of interest policy that all board members must sign and follow.					
24. A strategic process is in place for developing the board.					
25. The board regularly monitors financial performance and projections.					
26. Board members are sufficiently knowledgeable to ask meaningful questions about finances and financial management.					
27. The board reviews the audit report and has an opportunity to ask questions of the auditor at an exit conference.					
28. The board reviews the 990 before filing.					
29. Board discussions focus on the organization's future NOT its past.					
30. Each member of the board feels involved and interested in the board's work.					

What would make you a more engaged board member?

List the three to five issues you believe the board should focus on in the next year. Be as specific as possible.

- 1.
- 2.
- 3.
- 4.
- 5.

In three years, what do you believe is the single most important impact the agency should have in its twenty-seven county service area?

DRAFT

# Individual Board Member Self-Evaluation

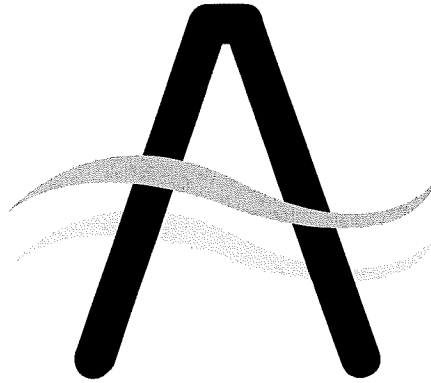
To maintain anonymity, once approved, this self-evaluation will be sent via Surveymonkey.com.

	Yes	No	Not Sure
1. I understand and support the mission of the organization.			
2. I am knowledgeable about the agency's programs and services.			
3. I follow trends and important developments related to the agency.			
4. I assist with fundraising and/or give an annual personal contribution to the agency.			
5. I read and understand the agency's financial statements.			
6. I have a good working relationship with the executive director.			
7. I recommend individuals to serve on the board.			
8. I identify individuals who might be prospective donors.			
9. I prepare for and participate in board meetings and committee meetings.			
10. I bring forth the needs of the agency's consumers; speak out for their interests and on their behalf.			
11. I represent the agency in a positive and supportive manner at all times.			
12. I find serving on the board to be a satisfying and rewarding experience.			

*Adapted from the National Council of Nonprofits.*

## BOARD MEMBER TERMS GRAPH

	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025
Bob Roesler	Chair	Chair								
Mary Perry	Vice Chair									
Lisa Lange	Secretary	Secretary								
Amy Wilde	Treasurer									
Dr. Tim Bachenberg										
Jane Baldwin										
Dr. Don Ebel										
Candace Fenske										
Rose Schlieman		Vice Chair								
Jason Swanson		Treasurer								
First Term										
Second Term										



MINNESOTA RIVER  
Area Agency on Aging®

APPROVED 12.14.16

**BYLAWS**

## **PREAMBLE**

The Minnesota River Area Agency on Aging®, Inc. (MNRAAA) Board of Directors (Board) adopts these bylaws for the purpose of self-regulation and the regulation of those committees, officers, and members established by, and responsible to it.

MNRAAA is the designated Area Agency on Aging for the twenty-seven counties in southwest Minnesota. Area Agencies on Aging were established under the Older Americans Act (OAA) in 1973 to respond to the needs, concerns and issues of Americans aged 60 and over. Minnesota's area agencies on aging are designated by the Minnesota Board on Aging (MBA) to provide four critical functions: OAA funding administration, community planning and service development, information and assistance and advocacy.

## **MISSION STATEMENT**

The Minnesota River Area Agency on Aging provides advocacy, information, resources, and assistance so that older adults can maintain the lifestyle of their choice. ~~MNRAAA is the gateway to resources for older adults, caregivers and service providers in the twenty-seven counties of southwest Minnesota.~~

## **DEFINITIONS**

1. Act: The Minnesota Non-Profit Corporation Act, codified at Minn. Stat. 317A, as amended.
2. Quorum: A majority of the voting members of the Board.
3. Super-Majority: A super-majority shall be made up of at least two-thirds (2/3) of the total membership.
4. SW PSA: Southwest Planning and Service Area as designated by MBA.

## **ARTICLE I. JURISDICTION**

- A. MNRAAA is a 501(c)(3) organization established under the laws of the State of Minnesota governing the incorporation and operation of a nonprofit organization.
- B. The SW PSA, within which MNRAAA shall function, includes an area within the boundaries of the following counties in the State of Minnesota: Big Stone, Blue Earth, Brown, Chippewa, Cottonwood, Faribault, Jackson, Kandiyohi, Lac qui Parle, Le Sueur, Lincoln, Lyon, Martin, McLeod, Meeker, Murray, Nicollet, Nobles, Pipestone, Redwood, Renville, Rock, Sibley, Swift, Waseca, Watonwan and Yellow Medicine.

## **ARTICLE II. PURPOSE AND POWERS**

- A. MNRAAA shall hold, exercise and discharge the powers and duties established by these bylaws for the establishment and continuation of area agency on aging functions in the SW PSA.
- B. MNRAAA's powers and duties shall be performed and carried out by the Board and officers as authorized by these bylaws and any additional operating policies established by the Board.

## **ARTICLE III. BOARD**

### **A. Powers and Duties:**

To administer funds and manage and deliver older adult and caregiver services under MNRAAA, the powers and duties of MNRAAA shall include, but not be limited to:

1. Creating and executing strategy;
2. Establishing policy;
3. Creating and executing fundraising plans for the organization;
4. Assuming responsibility for all monetary resources;
5. Hiring, firing and the evaluation of the Executive Director;
6. Providing an annual report of organizational health and services; and
7. Approving the annual Area Plan on Aging.

The Board shall be non-political and non-sectarian.

### **B. Membership:**

1. There shall be between three (3) and twenty (20) members of the Board.
2. The Board shall establish a policy or policies that encourages a variety of interests and expertise of board membership including but not limited to distributed geographical, professional, and ethnic/racial diversity among its members.

3. It is the Board intent and desire to qualify as an "Advisory Council" under the Old Americans Act codified at 45 C.F.R. Party 1321. In accordance with the requirements of such Act, individuals age 60 and older must comprise 50 percent or more of the Board.
4. All Board members must reside and/or be employed within the SW PSA.
5. Membership terms shall be as follows:
  - a. Terms shall begin on January 1 and end on December 31.
  - b. Members shall be appointed for a term of three (3) years, not to exceed more than two (2) consecutive terms.
  - c. The Board shall establish a policy or policies ensuring that terms are designated in a manner guaranteeing that approximately one-third (1/3) of its members are appointed in each year.
7. When any member is absent from three (3) meetings per year, the Chair shall, by letter, request that member's intent as to whether or not he/she wishes to remain a member of the Board. If no reply is received within three (3) weeks, it shall be deemed a resignation upon Board action.
8. If a member vacates his/her position before the end of his/her term, the vacancy shall be filled by the Board and for the balance of the unexpired term. If the unexpired term is for more than eighteen (18) months, it shall be considered a full term for the purpose of determining the two (2) consecutive-term limit.

**C. Meetings:**

1. The annual meeting shall be held in the fourth quarter.
2. The executive director shall mail or e-mail notice of the time and place of the annual meeting to each member at least five (5) days prior to the date of the meeting. Notice e-mailed or deposited, postage prepaid, in the United States mail shall be deemed sufficient upon such deposit.
3. Along with the notice of the meeting, the executive director shall mail or e-mail to each member a tentative agenda of anticipated business items to be covered at the annual meeting. Business transacted at the annual meeting shall not be limited by the tentative agenda. Members may take up any business at the annual meeting that may properly be brought before MNRAAA, unless that business requires special notice, in which case, bylaws governing special notice must apply.



4. Regular Meetings:

- a. MNRAAA shall hold no less than four (4) regular meetings each calendar year on a quarterly basis. Quarterly meetings shall occur at a location established by the Board. The executive director shall give notice of the time and place of a regular meeting at least five (5) days prior to the proposed date. Notice e-mailed or deposited, postage prepaid, in the United States mail, shall be deemed sufficient upon such deposit.
- b. Business at regular meetings need not be limited to those items listed on the agenda.

5. Special Meetings:

- a. A special meeting may be called for any purpose(s) at any time by the Chair or at the request of a majority of the Board.
  - b. Persons entitled to call a special meeting shall make a request in writing and shall mail, e-mail or deliver it in person to the Chair or to the executive director. It shall be the duty of the executive director to promptly give notice to all members that a meeting will be held at a time and place to be fixed by the executive director. This notice shall state the purpose or purposes of the meeting and shall fix the date of the special meeting not less than one (1) week after the receipt of the request by the Chair or executive director.
  - c. No business may be transacted at a special meeting except as has been described in the notice.
  - d. Special meetings called by the Chair may be conducted by teleconference or videoconference.
6. Emergency Meetings: Notwithstanding any provision in these bylaws or the Act to the contrary, an emergency meeting of the Board may be called by the Chair or executive director under unusual circumstances without submitting prior notice as elsewhere provided by these bylaws. Board action shall be permitted at an emergency meeting so long as a quorum is present.

7. Notice of Meetings:

- a. Meeting notice as discussed in these bylaws shall be mailed or e-mailed to members and any designated recipients of notices identified by members for the purpose of communication efficiency and effectiveness at least five (5) days prior to the meeting.
- b. The e-mail or mail shall be sent to the last known mailing or e-mail address as the member's address appears in the last available MNRAAA records.

- c. Whenever provisions of the Minnesota Statutes or these bylaws require notice to be given, it shall not be construed to mean personal notice. Notice emailed or deposited, postage prepaid, in the United States mail shall be deemed sufficient upon such deposit.
8. Electronic Communications:
- a. Communication among members by any means through which members can simultaneously hear each other may constitute a meeting, so long as the same notice is given ~~of the conference~~ as would be required for a meeting as described above, and if the number of members participating ~~in the conference~~ would be sufficient to constitute a quorum at a meeting.
  - b. Participation in an audio meeting constitutes presence in person at the meeting.
9. Voting and Quorum:
- a. Members may vote in person at the meeting location or electronically.
  - b. Electronic participation depends on the meeting location having electronic participation capacity.
  - c. An affirmative vote of a majority of the members participating in the meeting shall be required before any action can be taken, provided a quorum is present at the time the vote is taken.
10. Conflict of Interest: See Attachment A.
- a. In order to avoid conflicts of interest, no persons may serve on the Board if he/she receives a salary or wage under a grant awarded by the Board.
11. Adjournments:
- a. Any meeting of the members may be adjourned from time to time upon a vote of a majority of the members present at the meeting.
  - b. No other notice regarding resumption of an adjourned meeting shall be required other than by announcement at the meeting at which adjournment is taken.
12. Minutes:
- a. The Secretary shall take minutes or cause them to be taken at all regular, ~~and~~ special and emergency meetings and distribute them when notice is given for the next meeting.

- b. The Secretary and Chair shall sign minutes and any corrections to them, when duly adopted by the Board. The minutes of the meeting shall not be deemed correct until adopted at a regular or special meeting of the Board.

13. Conduct of Meetings:

- a. Meetings shall proceed under "Robert's Rules of Order" or any other rules of order as may later be approved and adopted by a super-majority of the Board.

14. Removal of Board Members:

- a. A member may be removed at any time, with or without cause, by a super-majority vote of the members of the Board.

15. Appeal of Removal:

- a. A member may appeal his/her removal. Intent to appeal must be submitted in writing, to the Chair, or Vice-Chair in instances of removal of the Chair, within ten (10) days after removal by the Board.
- b. The current Board shall hear the appeal at its next regular meeting. The decision by the Board regarding the appeal shall be final.

**ARTICLE IV.  
OFFICERS**

- A. The officers of MNRAAA shall be a Chair, Vice-Chair, Secretary and Treasurer. All officers must be voting members of the Board. The same member may not hold multiple offices simultaneously.

**1. Chair:**

- i. The Board shall elect a Chair from its membership at its annual meeting. The Chair shall assume his/her duties on January 1.
- ii. The Chair shall be responsible for carrying out the policy decisions of MNRAAA and shall see that all resolutions of MNRAAA are carried into effect, and shall have an integral role in the hiring process of the executive director.
- iii. The Chair shall execute all contracts or instruments of MNRAAA above \$10,000 and shall have the powers and duties vested in the Chair established by the Board. In special circumstances, the board may empower the executive director or finance director, through board action that is recorded in the minutes, the ability to execute sub-contracts, purchase orders and/or payment requests above \$10,000 for specific contracts designated by the board.

## **2. Vice-Chair:**

- i. The Board shall elect a Vice-Chair from its membership at its annual meeting. The Vice-Chair shall assume his/her duties on January 1.
- ii. In the absence of the Chair at any meeting, the Vice-Chair shall preside. If both the Chair and Vice-Chair are not in attendance at a regular, ~~or~~ special or emergency meeting, a temporary Chair shall be chosen from among those members present at the meeting.
- iii. If at any time the Chair is unavailable, the Vice-Chair may execute all contracts or instruments of MNRAAA.

## **3. Secretary:**

- i. The Board shall elect a Secretary from its membership at its annual meeting. The Secretary shall assume his/her duties on January 1.
- ii. The Secretary shall take the minutes or cause them to be taken at all regular, ~~and~~ special and emergency meetings. Official signed minutes shall be maintained at the administrative office. The executive director and secretary shall share custody of and provide for the safekeeping of all Board meeting minutes.

## **4. Treasurer:**

- i. The Board shall elect a Treasurer from its membership at its annual meeting. The Treasurer shall assume his/her duties on January 1.
- ii. The Treasurer shall oversee the management and reporting of finances.

## **B. Removal of Officers:**

1. An officer may be removed at any time, with or without cause, by a super-majority vote of the members of the Board.
2. In the event of an officer's removal, the Board shall replace him/her within ninety days (90) after the disposition of any appeal.

## **C. Appeal of Removal:**

1. An officer may appeal his/her removal. Intent to appeal must be submitted in writing to the Chair, or to the Vice-Chair in instances of the removal of the Chair, within ten (10) days after removal by the Board.

2. The Board shall hear the appeal at its next regular meeting. The decision by the Board regarding the appeal shall be final.

D. **Vacancies:** In the event an office becomes vacant prior to the expiration of a member's term, the Board shall elect a replacement at its next regular meeting.

## **ARTICLE V. COMMITTEES**

A. The Board may establish as many committees as necessary to carry out its duties and responsibilities.

### **1. Executive Committee:**

- i. The Executive Committee shall be comprised of the Chair, Vice-Chair, Secretary and Treasurer. The executive director shall serve as staff to the Committee.
- ii. The executive committee shall serve as a sounding board for management on emerging issues, problems and initiatives.
- iii. The Executive Committee shall have all the powers and authority of the Board in the intervals between meetings of the Board, except the power to: amend the Articles of Incorporation; amend the bylaws; amend the Area Plan; remove a board member from a committee or the board; hire, discipline or fire the executive director. The Executive Committee is subject to the direction and control of the full Board and must report to the Board at the next Board meeting on any official actions it has taken.

2. **Finance Committee:** The Chair shall annually appoint a Finance Committee which shall include the Treasurer and at least two (2) other Board members. The finance director and executive director shall serve as staff to the Committee. The Committee may include non-Board members whose experience in accounting, finance or business may assist the Committee and the Board in the performance of their financial oversight responsibilities. The Treasurer shall chair the Committee. The Committee shall make recommendations regarding financial policies and procedures for financial operations and budgets. As the Board Policy Manual is reviewed, there will be discussion as to whether the responsibility of reviewing staff salaries and benefits package stay with the Nominating and Governance Committee or shift to the Finance Committee. (These responsibilities were done by the Finance Committee in 2017.) If the recommendations are moved to the Finance Committee, the highlighted sentence above would need to be revised.

3. **Audit Committee:** The Chair, with approval from the Board, shall annually appoint an Audit Committee consisting of one (1) Board member (not a member of the Finance Committee) and no fewer than three (3) non-Board members. The finance director shall serve as staff to the Committee. The Committee is not a policy-making body. It maintains lines of communication with management and the independent auditor.

4. **Nominating and Governance Committee:** The Chair shall annually appoint members to the Nominating and Governance Committee. It shall include a

maximum of five (5) Board members, including a minimum of one officer of the Board. The executive director and finance director shall serve as staff to the Committee. The Committee shall be responsible for matters related to board membership and human resources.

5. **Planning Committee:** The Chair shall annually appoint members to the Planning Committee. It shall include a minimum of one member ~~officer~~ of the Board and up to 8 non-Board members, approved by the Board. The executive director shall serve as staff to the Committee and may ask other staff to participate, based on the subject matter of a Committee meeting. This Committee is an advisory committee and is subject to the control and direction of the Board. The Board shall have the sole authority and discretion to decide whether it will act on any advice provided to it by the Committee. A key duty of the Committee is providing consultation and recommendations to the Board regarding the distribution/award of Federal Older Americans Act, state nutrition and other related funding that MNRAAA typically awards to direct service providers. Suggested change is from Program Development and Grant Director. At times, it's been challenging to find an officer that can spend 2 days meeting with the Title III grant/contract applicants during the annual funding-cycle process.

**B. Membership of Other Committees:** The members of any other committee established by the Board need not be made up entirely of members of the Board, so long as at least one (1) member serves on each committee.

**C. Committee Reports:** Each committee shall provide a written report to the Board at the annual meeting, unless the Board requests written reports more frequently.

The Board Policy Manual (8.5) states all committees will submit a written report to the MNRAAA office in adequate time for the report to be included in the meeting packet. We've only been submitting minutes to be included in the meeting packet and a written committee report at the annual board meeting. I (Linda) suggest leaving this section as is, and revising the Board Policy Manual to include the above language instead of its current language.

**D. Removal of Committee Members:**

1. A committee member may be removed at any time, with or without cause, by a super-majority vote of the members of the Board.
2. In the event of a committee member's removal, the Board shall replace him/her after the disposition of any appeal.

**E. Appeal of Removal:**

1. A committee member may appeal his/her removal. Intent to appeal must be submitted in writing to the Chair within ten (10) days after removal by the Board.
2. The Board shall hear the appeal at its next regular meeting. The decision by the Board regarding the appeal shall be final.

**ARTICLE VI.  
ADMINISTRATION**

**A. Annual Reports:**

1. The executive director along with other appropriate staff shall prepare an annual report of organizational health and services for the previous year.
2. The report shall be presented to the Board at the first meeting of each calendar year.

**B. Insurance:**

MNRAAA shall carry general liability insurance and other such insurance as is necessary to protect MNRAAA from exposure to liability.

**ARTICLE VII.  
FISCAL MATTERS**

**A. Fiscal Year:** The fiscal year of MNRAAA shall be from January 1 to December 31.

**B. Bonding:**

1. All members and contractors of MNRAAA who handle funds of MNRAAA or who are custodians of property shall be bonded.
2. Proof of bonding shall be provided at least annually.

**C. Financial Audit:** The Board shall ensure that a financial audit is conducted annually in accordance with Generally Accepted Accounting Principles of the United States.

**D. Policies and Procedures:** See Financial Policies and Procedures.

**ARTICLE VIII.  
AMENDMENT OF BYLAWS**

**A. Majority Vote:**

1. The Board may amend these bylaws by a majority vote at any of its regular or special meetings, provided that written versions of the proposed amendments are provided to each member thirty (30) days in advance of the meeting, the meeting notice states a summary of the proposed amendment(s), and indicates that the amendment will be voted on at the meeting.
2. Within thirty (30) days after adoption of the amendment, revised bylaws shall be provided to all current members.

**ARTICLE IX.  
CONFLICT WITH STATE OR FEDERAL LAW**

Where MNRAAA bylaws or policies are in conflict with changes in state or federal laws, the state or federal laws will prevail and supersede the MNRAAA bylaws or policies. The Board will promptly amend the bylaws to reflect the changes in state or federal laws.

Effective Date: \_\_\_\_\_, 2016

\_\_\_\_\_, Secretary



Name: Linda Giersdorf Position: Executive Director  
 Review Period From: \_\_\_\_\_ To: \_\_\_\_\_ Supervisor: Board of Directors

**Instructions to the respondent:** The response form is grouped into three sections corresponding with major responsibilities of the executive director. Each section includes several statements relating to particular performance objectives as well as an area for comments regarding strengths exhibited and opportunities for improvement in his/her performance. We encourage your responses. For each of the statements, please answer as follows:

Exceeds Major Requirements	1	Exceeds major requirements of this area of responsibility
Achieves Major Requirements	2	Achieves major requirements of this area of responsibility
Needs Improvement	3	Needs improvement in this area of responsibility
Fails to Meet Requirements	4	Fails to meet major requirements of this area of responsibility
Not Sure/ Not Applicable *	N/A	Not sure/not applicable; I lack sufficient firsthand knowledge in this area

Note: Ratings above do not match ratings below. Need to determine preference.

<b>SECTION ONE: LEADERSHIP</b> Check appropriate rating column. Enter N/A if performance dimension is not applicable/not observed. Supporting comments can be shared in Narrative section.	1 Almost Always	2 Often	3 Sometimes	4 Rarely	N/A Not Observed
1. Demonstrates substantive knowledge regarding the agency's programs and services.					
2. Recommends new programs, modification or discontinuance of existing programs as appropriate.					
3. Uses every opportunity to communicate to others the purpose and vision of the agency.					
4. Takes decisive action to ensure the achievement of MNRAAA's goals; changes strategy when existing approach proves ineffective.					
5. Projects an assurance in her own ability to be successful, to meet challenges and to overcome obstacles.					
6. Models commitment and develops positive attitudes through her/his presence and actions; leads by example.					
7. Helps others understand MNRAAA's goals and priorities and how they can be accomplished.					
8. Builds MNRAAA's funding movement, field and network through her/his leadership.					
9. Aligns, integrates and leads toward MNRAAA's vision and values as key spokesperson and ambassador of the agency.					
10. Makes good decisions (without considering how much time it takes) based upon a mixture of analysis, wisdom, experience and judgement; most of her/his solutions and suggestions turn out to be correct and accurate when judged over time; sought out by others for advice and solutions.					
11. Copes effectively with change; can shift gears comfortably; can decide and act without having the total picture; isn't upset when things are up					

in the air; doesn't have to finish things before moving on; can comfortably handle risk and uncertainty.					
COMMENTS:					

<b>SECTION TWO: COMMITMENT</b> Check appropriate rating column. Enter N/A if performance dimension is not applicable/not observed. Supporting comments can be shared in Narrative section.	1 Almost Always	2 Often	3 Sometimes	4 Rarely	N/A Not Observed
1. Embraces the goals of the organization and the spirit behind them through actions aimed at achieving those goals.					
2. Serves as an advocate for client population; pursues meaningful partnerships to advance client population.					
3. Creates and integrates as appropriate opportunities for the staff and the volunteers to express their hopes, visions, needs and expectations of MNRAAA.					
4. Celebrates achievements and sustains a learning culture.					
COMMENTS:					

<b>SECTION THREE: VALUES AND INTEGRITY</b> Check appropriate rating column. Enter N/A if performance dimension is not applicable/not observed. Supporting comments can be shared in Narrative section.	1 Almost Always	2 Often	3 Sometimes	4 Rarely	N/A Not Observed
1. Demonstrates integrity and ethical behavior in both words and actions.					
2. Ensures compliance with governmental laws and regulations, agency policies, professional standards and programmatic work plans.					
3. Ensures that MNRAAA's purpose and values remain the foundation for all program activities, communications and collaborations.					
4. Is forthright, fair and honest about decisions and needs; provides ideas, suggestions and honest feedback to the agency.					
COMMENTS:					

<b>SECTION FOUR: MANAGES ESSENTIAL RESOURCES</b> Check appropriate rating column. Enter N/A if performance dimension is not applicable/not observed. Supporting comments can be shared in Narrative section.	1 Almost Always	2 Often	3 Sometimes	4 Rarely	N/A Not Observed
1. Encourages and supports staff, works to build skills, confidence and leadership.					
2. Provides fair feedback, coaching and mentoring, and positive recognition for staff; effectively deals with performance issues.					
3. Selects and cultivates qualified senior staff, models effective behaviors and skills; builds morale among staff and volunteers.					
4. Delegates tasks and responsibilities effectively.					
5. Ensures clear and attainable performance standards are established for staff.					
6. Ensures annual performance reviews are conducted with staff.					

7. Collaborates to build teamwork among individuals; breaks down barriers that stand in the way of collaborative efforts, strategic partnerships and/or ventures.					
8. Inspires others to contribute necessary time, effort and resources to achieve objectives.					
9. Uses assets and resources effectively to support MNRAAA's strategic goals and objectives.					
10. Encourages and listens to input from board, volunteers, staff and others; adapts strategies based on input from others; supports all board decisions.					
COMMENTS:					

<b>SECTION FIVE: QUALITY DRIVEN</b> Check appropriate rating column. Enter N/A if performance dimension is not applicable/not observed. Supporting comments can be shared in Narrative section.	1 Almost Always	2 Often	3 Sometimes	4 Rarely	N/A Not Observed
1. Strives to continually ensure excellence in the development and implementation of delivery systems, program activities and resources.					
2. Monitors internal and external trends and encourages staff and board members to develop an in-depth understanding of the needs of client populations, the funding community and the nonprofit sector in order to deliver quality services.					
3. Finds opportunities to develop new and innovative program and services or expand them.					
COMMENTS:					

<b>SECTION SIX: DIVERSITY</b> Check appropriate rating column. Enter N/A if performance dimension is not applicable/not observed. Supporting comments can be shared in Narrative section.	1 Almost Always	2 Often	3 Sometimes	4 Rarely	N/A Not Observed
1. Communicates the organization's commitment to diversity.					
2. Respects and values individual differences; is able to work effectively with diverse groups. Demonstrates cultural competence.					
3. Fosters an understanding of the impact an individual's actions and decisions have on diverse groups.					
4. Fosters the delivery of values-based programming that attracts and retains a diverse board and staff which benefits all members of the community.					
COMMENTS:					

<b>SECTION SEVEN: TECHNICAL SKILLS</b> Check appropriate rating column. Enter N/A if performance dimension is not applicable/not observed. Supporting comments can be shared in Narrative section.	1 Almost Always	2 Often	3 Sometimes	4 Rarely	N/A Not Observed
1. Planning and Strategizing – demonstrates sound practice of the strategic planning process. Organized a strategic planning process as					

<p>a collaborative effort involving staff, volunteers, community leaders and potential donors; developed a written strategic plan, including measurable goals and objectives, consistent with the agency's mission. Knowledgeable of and ensures agency has sound financial reporting, audit disclosures, risk management, budgeting, cost accounting, financial analysis, cash management, 501 (c) (3) tax laws. Develops an annual budget consistent with strategic and operational objectives.</p>					
<p>2. Governance – applies knowledge of: roles, responsibilities, authority and relationships of the board of directors, chair, nominating committee and executive director; team-building relationship and boundaries among the board chair, executive director and staff; assessment process of the board; and assessment of internal and external challenges and strengths of MNRAAA; keeps the board fully informed so it can best fulfill its governance functions.</p>					
<p>3. Fund Development – proven success in: fund development, donor research and cultivation (individual and corporate); annual and planned gifts; special fund-raising events; endowments; foundation fundraising; and other sources of income. Sustains effective relationships with the funding and donor communities; effectively implements the agency's fundraising strategies.</p>					
<p>4. Public Relations and Marketing – demonstrated ability to increase awareness and visibility of MNRAAA in the community; uses media to reach targeted markets, including social media; sustains relationships with various media; serves as effective spokesperson for the agency.</p>					
<p>5. Diversity – demonstrates commitment to inclusion by composition of: board, staff and partnerships; uses research to access population data through Census and other sources; incorporates and implements diversity value in programming, research and in strategic and technical planning.</p>					
<p>COMMENTS:</p>					

<p>Total Overall Performance Rating</p>					
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Executive Director Performance Review Narrative

<p>Performance goals for coming year.</p>
<p>Goals for coming period:</p> <ul style="list-style-type: none"> <li>▪ XXX</li> <li>▪ XXX</li> <li>▪ XXX</li> </ul>
<p>Development goals for coming year.</p>
<p>Goals for coming period:</p> <ul style="list-style-type: none"> <li>▪ XXX</li> <li>▪ XXX</li> <li>▪ XXX</li> </ul>

I agree with this Evaluation

I do not agree with this Evaluation.\*

\* Written explanation may be attached.

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Employee Signature & Date

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Board Chair Signature & Date