

**Operating Guidelines
Cornell Cooperative Extension
Wayne County
As BOD approved 4-4-2012**

In accordance with Article XII of the Constitution of Cornell Cooperative Extension Wayne County, the following regulations identify the details of operation of the Board of Directors and Advisory Committees not contained in the Constitution.

The Board of Directors acts in compliance with the affirmative action plan of the Association and it is the Board of Directors' responsibility to determine the program scope and priorities.

In conjunction with Program staff, the Board of Directors shall:

1. Establish, review, and guide organization program goal setting and evaluate progress toward goals.
2. Periodically consider and determine total program needs in the County.
3. Review and approve Association Plans-of-Work for major programs and cooperative program efforts.
4. Prioritize programs within the Association with consideration to staffing and budget.
5. Establish ad hoc Program committees as needed.
6. Educator Staff shall be the ongoing communication link with the Program Advisory Committees. Members of Program Advisory Committees are welcome and encouraged to attend Board of Directors' meetings.

The Board of Directors will meet at least 5 times a year and determine the regular meeting date and time at the January organizational meeting. Regular meeting time will be posted to the CCE website. New members will be provided orientation materials prior to the organizational meeting.

COMMITTEES:

In order for it to carry out all of its duties, the Board of Directors establishes standing committees, if appropriate, at the organizational meeting. The Board of Directors is the general Program Advisory Committee for all Program Areas of CCE Wayne. The following are suggestions for Standing Committees:

- Personnel
- Finance
- Facilities
- Nominating

Committees are not required to be standing committees and may be established on an "Ad Hoc" basis throughout the year, as needed. Additional special committees may also be appointed. For any "Ad Hoc" Committee, outcomes will be determined at the establishment time. Committees can be disbanded as outcomes are accomplished.

Specific composition and duties of each Committee is detailed below. The Board President is an ex-officio member of all committees. The Executive Director is a non-voting ex-officio member

of all committees. All Committee members of each committee will be appointed by the Board President. The Board President shall designate Board members as the Chairperson and Secretary for each committee.

A person is not eligible to serve as a voting member of a Committee if:

1. Any of the following relationships (or in-law relationships) hold with a member of that Committee or any Association staff member: mother, father, son, daughter, brother, sister, husband, wife, or any person residing in the same household.
2. He/she currently is employed by the Association, or has been employed by the Association in the previous 18 months.

Minutes: Minutes of all meetings are required to be taken for the permanent records of the Association and submitted to the office within one week of meetings to ensure approved actions are taken in a timely manner.

Reporting: All committees will make periodic reports to the Board of Directors and make recommendations as appropriate.

Composition: A minimum of 3 Board members will be on each committee, with the number of additional non-Board members to be determined by the committee.

Quorum: Quorum shall consist of a majority of appointed members.

General Duties:

Personnel:

Reviews and makes recommendations regarding staffing plan. May take part in annual reviews of professional staff and the recruitment and hiring of said staff. Reviews the staffing and human resource needs of the Association in conjunction with the Executive Director.

Finance:

Reviews and makes recommendations regarding annual budget and budget reviews in coordination with Executive Director and appropriate staff. Explore and develop other Association funding ideas. The Board Treasurer is an ex-officio member of this committee.

Facilities:

Review and makes recommendations regarding up keep and capital improvements to building and property.

Nominating:

Makes plan for recruitment and nomination of members of the Board and Board officers. Provides slate of nominees to Board at the September meeting. Provides slate of officers to the Board at the January organizational meeting. Works with Executive Director for press release and application for board recruitment. Ensures that information is posted to CCE Wayne website.

PROJECT/GRANT ADVISORY COMMITTEES

As appropriate, staff shall form advisory committees as needed to carry out educational objectives and evaluation of programs. While none of these committees shall be committees of the Board, it is recommended that board members be invited to such committee meetings. Staff are expected to seek input from community members for project development, implementation and evaluation. Committee membership should reflect the diversity of Wayne County. Board shall appoint 1 at-large member to each committee as a liason between the committee and the Board.

The Board of Directors shall appoint Wayne County members to each Agriculture Specialist Advisory Committee as indicated in participating programs' Memorandum of Understanding.

The Board of Directors shall establish and review the plan of work on an annual basis. Each program area is expected to present impact reports and make a presentation to the Board at least once during the year. Staff will report on monthly accomplishments through reports sent to Board members prior to monthly Board meetings. Acceptance of program report will be recorded in the monthly meetings of the Board of Directors.

Board shall determine program areas, as identified in the Plan of Work, and approve grants applied for in support of programs

Minutes of all meetings are required to be taken for the permanent records of the Association and submitted to the office within one week of meetings to ensure approved actions are taken in a timely manner. A binder of all committee minutes, reports, agendas, members and RGE for each advisory committee will be kept in reference by the Records Officer of the Association.

BOARD OF DIRECTOR MEETINGS:

(The addition to the Operating Guidelines was approved at the BOD meeting on June 18, 2014.)

The Board usually meets on the same day and time each month. This meeting time is set at the Board's organizational meeting in January. In August, the Board usually meets on CCE Day at the 4-H Building during County Fair and is not a standard BOD meeting. The annual meeting is usually the first Friday of November. There may or may not be meetings in November and December, based on required business of the board. All meetings of the Board are public meetings, accessible for staff, volunteers and the public at large. Standard Roberts Rules of Order apply.

The board welcomes agenda items. A request to add an agenda item to the Board meeting must be made at least 10 days in advance of the meeting to either the Board President or the Executive Director. The Board President has final approval of the Board agenda. Participation in the meeting is limited to items on the agenda. Anyone is welcome to view the Board meeting, a viewing area will be made available. The Board agenda will be available at least 2 days in advance of the meeting.

The suggested Order of Business:

- Call to order
- Approval/Edits to Agenda
- Public Comment
- Approval of Minutes
- Acceptance of Financial Statements
- Communication
- Reports of Committees
- Old Business
- New Business
- Adjournment

Any person wishing to speak during our Board of Directors Meetings "At the Pleasure of the President", must sign into the meeting at least 15 minutes in advance of the start. Speaking "At the Pleasure of the President" is limited to a three minutes time period for individuals to present their comments. There shall be no replies or conversations with Board members during this time.

The Board President has the authority to take any necessary measure to control the floor and spontaneous comments from the floor are not permitted. Speaking "At the Pleasure of the President" cannot include any negative comments on or about Board Members, volunteers, youth, clients or staff. Any employee complaints or concerns should be addressed following procedures outlined in the employee manual.