

# Board of Directors Operating Guidelines

2025

# **CORNELL COOPERATIVE EXTENSION - MONROE COUNTY**

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## Introduction and Overview

These Operating Guidelines provide direction to the Association Board of the Cooperative Extension of Monroe County and have been developed in accordance with Article VII of the Association Constitution. They have been developed to highlight the important role played by the Association Board in policy development and organizational oversight. These Guidelines are valid only to the extent that they do not conflict with the Constitution.

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## I. Overview of Cornell Cooperative Extension

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Broadly speaking, Cooperative Extension is an outreach mechanism for the federal land-grant universities. The federal government supports these universities with an expectation that -- beyond teaching and research--they will extend and apply university-generated knowledge throughout the states they serve.

As New York's land-grant university, Cornell enters into formal agreements with the federal government to provide and administer extension work. But the federal government *doesn't* specify a county or regional structure; in fact, in most states the extension function is provided entirely by the universities themselves. It is actually New York State law that defines the unique structure of Cornell Cooperative Extension.

Specifically, County Law 224 authorizes the establishment of Cornell Cooperative subordinate governmental agencies. These agencies (local associations) consist of local or regional unincorporated organizations of citizens of the county(ies), and operate under form and administration approved by Cornell University.

Thus, County Law 224 sets up a unique and interesting relationship: although county associations exist for the purpose of extending the research-based knowledge generated by Cornell's Colleges of Agriculture and Life Sciences and Human Ecology, they are not, strictly speaking, a part of the university, though their form and administration must be approved by it.

There are a number of important implications of this unique relationship:

- Although tax-exempt under IRS code 501(c) (3) (because they are organized exclusively for educational purposes), associations are *not* not-for-profit corporations.
  - Governance comes from both Cornell (via Extension Administration) and from local Board of Directors.
  - Cornell University does not provide funding, legal support or liability insurance.
  - Associations are truly partnerships between the federal (US Department of Agriculture), state (with Cornell University as agent) and county governments.
  - Professional advisors and vendors such as attorneys, accountants, auditors, and insurance providers need to thoroughly understand the association's unique status.
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## II. Association Board of Directors – General Responsibilities, Individual Member Responsibilities, Meetings

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The Board of Directors of Cornell Cooperative Extension of Monroe County is the governing body for the Monroe County Association. Members are elected by the association's enrollment at the association's annual meeting. The Board is composed of 13 at-large, elected members plus the following appointed members:

1. One representative of the Monroe County Legislature (with voting privileges).
2. One representative of the Monroe County Executive (appointed without voting privileges),
3. One representative of the of the Director of Corenell Cooperative Extension (ex-officio without voting privileges).

Elected board members are elected to a 3-year term and serve no more than two consecutive terms.

### General Responsibilities of the Board of Directors

The Board of the Association fulfills its obligations by:

1. **Providing continuity for the Association** by representing the mission and advocating for the programs and services of the Association.
2. **Selecting and appointing a chief executive** to whom responsibility for the administration of the organization is delegated.
3. **Reviewing and evaluating the performance of the chief executive regularly** on the basis of a specific job description, including executive relations with the board, leadership in the organization, in program planning and implementation, and in management of the organization and its personnel.
4. **Offering administrative guidance and determine whether to retain or dismiss the executive.**
5. **Governing the organization by broad policies and objectives** formulated and agreed in collaboration with the chief executive employees, including organizational priorities and ensuring the organization's capacity to carry out programs.

6. **Ensuring sufficient resources for the organization's operations** and to finance the programs and services adequately.
7. **Accounting to the public and funders for the programs and services of the organization and expenditures of its funds.**
8. Board members carry out responsibilities through general Board meetings, Board committees, and through meetings and communications with the chief executive.

## **Financial Responsibilities of the Board of Directors**

The ultimate financial responsibility of the Extension association rests with the Board of Directors. As such, the following transactions require board action:

- Authorizing the opening and closing of bank accounts and naming the authorized signers on such accounts.
- Approving the association's annual budget.
- Approving transfers to and from all fund balances.
- Approving association financial statements.
- Incurring debt for the association.
- Binding the association under contract.

## **Board Meetings**

The Board of Directors meets at least five times each year. The Board of Directors meeting agendas are distributed in advance of meetings so that board members can be prepared to discuss the plans, problems, and issues. Careful and complete minutes are kept and distributed to directors following each meeting. There may be specific instances that warrant a portion of the meeting be conducted in executive session. Executive sessions are restricted to board members only and should only cover the items for which the executive session is held. When the issues have been discussed and resolved, then the board should return to the normal meeting. The action decided by the board should be reported in the minutes but may want to be phrased in a way that is sensitive to the fact that the minutes are a public document. All meetings are subject to Freedom of Information and Open Meetings laws.

### **Protocol for Community Residents to Speak at Board Meetings**

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 chief executive. The Board President has final approval of the Board agenda. Participation in the meeting is limited to items on the agenda. The Board agenda will be available at least 2 days in advance of the meeting.

Any person wishing to speak during our Board of Director meetings must sign into the meeting at least 15 minutes in advance of the start. Individuals will be limited to a 3 (three) minute time period 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. There cannot be any negative comments on or about board members, volunteers, youth, clients, or staff. Any employee complaints or concerns should be addressed by the c

## **Specific Responsibilities of Individual Members of the Board of Directors**

All members of the Board of Directors share in the responsibilities associated with the Board and act in the interest of the association and of all county Extension work. (See Appendix A - Board Member Job Description)

Individual members are expected to:

1. Be alert to community concerns that can be addressed with Extension's educational resources.
2. Be familiar with the history, purpose, and objectives of Extension and its educational programs, and help apply them to the county situations.
3. Provide an integrating and strategic-thinking influence in developing overall program in relation to county needs.

4. Study the current program and participate in some of the activities.
5. Help interpret Extension in general and its programs in particular to other community residents.
6. Become familiar with Extension's financial operations and budget, and the financial needs of the association.
7. Meet with government officials to advocate for Association programs.
8. Participate on standing and special committees of the Board of Directors.
9. Understand the policies and procedures of the association and the Director of Cornell Cooperative Extension.
10. Attend meetings regularly, take an active part and interpret and support actions taken or recommendations made.
11. Attend and participate in occasional regional and statewide meetings.

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## III. Officers of the Board of Directors

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### President

1. Is a member of the Board.
3. Is a partner with the chief executive in achieving the organization's mission.
4. Provides leadership to the Board of Directors, who sets policy and to whom the chief executive is accountable.
5. Chairs meetings of the Board after developing the agenda with the chief executive.
6. Encourages Board's role in strategic planning.
7. Appoints the chairpersons of committees, in consultation with other Board members.
8. Serves *ex officio* as a member of committees and attends their meetings when invited.
9. Discusses issues confronting the organization with the chief executive.
10. Helps guide and mediate Board actions with respect to organizational priorities and governance concerns.
11. Reviews with the chief executive any issues of concern to the Board.
12. Monitors financial planning, financial viability, and financial reports.
13. Conducts a formal annual performance evaluation of the chief executive in collaboration with the Executive Committee.
14. Chairs the Executive Committee.
15. Performs other responsibilities assigned by the Board.
16. Interface with Cornell Cooperative Extension Administration, principally the State Extension Specialist, and the Association Foundation.
17. Provide signature as required on various documents.

### Vice President

1. Is a member of the Board.
2. Performs President responsibilities when the President cannot be available.
3. Participates closely with the President to develop and implement officer transition plans.
4. Performs other responsibilities as assigned by the Board.

### Secretary

1. Is a member of the Board.
2. Ensures the maintenance of records of the Board.
3. Manages minutes of board meetings.
4. Ensures minutes are distributed to members shortly after each meeting.

### Treasurer

1. Is a member of the Board.
2. Acts as custodian of all funds and property of the Association.
3. Verifies the financial situation of the Association.
4. Ensures development and board review of financial policies and procedures.



## **Protocol for Electing New Officers of the Board of Directors in Absence of an Elected President**

The current Vice President shall preside over the initial portion of the board meeting that carries out the process for electing new board officers. In the event the Vice President is slated to become the President of the board, the Chair of the Governance Committee shall preside over the election process. Immediately thereafter, the newly elected Board Chair shall assume the office of president and preside over the remaining portion of the meeting.

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## **IV. Committees of the Board of Directors**

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The Committees of the Board are established each year at the Association Annual Meeting.

Standing Committees of the Board of Directors:

1. Executive Committee
2. Finance Committee
3. Governance Committee
4. Strategic Planning Committee

The President of the Board appoints members to committees annually and designates a chairperson for each committee.

### **Responsibilities of Committee Chairs**

1. Is a member of the Board.
2. Sets tone for the committee work.
3. Establishes strategic goals and plan for the committee.
4. Ensures that members have the information needed to do their jobs.
5. Oversees the logistics of committee's operations, including maintaining committee agendas and minutes of committee meetings, and distribution of minutes for record keeping.
6. Reports to the Board's President.
7. Reports to the full Board on committee's activities, decisions and recommendations.
8. Works closely with the chief executive and other staff as agreed to by the chief executive.
9. Assigns work to the committee members, sets the agenda, determines meeting locations, and runs the meetings, and ensures distribution of meeting minutes.

## **Committees**

### **Executive Committee**

**Formed:** In Association Constitution

**Composition:** President, Vice President, Secretary, Treasurer

**Staff Liaison:** Chief executive

**Purpose:** The purpose of this committee is to provide leadership to the Board of Directors.

**Duties:**

- Oversee operations of the Board.
- Handles personnel matters.
- Assures EEO and Affirmative Action compliance.
- Reviews MOUs with Cornell University and the Foundation and makes a recommendation for
- Oversees accreditation process.
- Acts on behalf of the Board during on-demand activities that occur between meetings, and these acts are later presented for full board review; performs annual evaluation of chief executive.
- Ensures risk management insurance coverage are in place including general liability, property, Director & Officers, and Employment Practices Liability Insurances.

### **Governance Committee**

**Composition:** Approximately 3-4 Board members, to be chaired by a Board member as appointed by the President of the Board

**Staff Liaison:** Chief executive

**Purpose:** The purpose of this committee is to ensure Board effectiveness and to ensure the Board engages in ongoing review to enhance the quality and future viability of the Board.

**Duties:**

- In consultation with other relevant committees regularly reviews and updates the Associations' Constitution at least once every three years, Board's policies, and operation guidelines annually.
- Leads the Board in regularly reviewing and updating the Board's statement of its roles and area of responsibility, and what is expected of individual Board members.
- Assists the Board in periodically updating and clarifying the primary areas of focus for the Board and helps shape the Board's agenda for the next year or two, based on the strategic plan.

- Assists the Nominating Committee in assessing current and anticipated needs related to Board composition, determining the knowledge, attributes, skills, abilities, influence and access to resources the Board will need to consider in order to accomplish future work of the Board.
- Develops a profile of the board as it should evolve over time. Maintains information on Board terms and Board composition.
- In cooperation with the Board President, works with each Board member to identify the appropriate role she or he might assume on behalf of the Association.
- Supports Board orientation and encourages Board mentor relationships.
- Working cooperatively with the Strategic Planning Committee, designs and implements an ongoing program of Board education and information.
- Initiates periodic assessment of the Board's performance and proposes as appropriate, changes in Board structure and operations.
- Provides ongoing counsel to the Board President and other Board leaders on steps they might take to enhance Board effectiveness.

## **Finance Committee**

**Formed:** In Association Constitution

**Composition:** At least three Elected Directors, one of whom shall be a Treasurer. The Treasurer may serve as Chairperson.

**Staff Liaison:** Chief executive; Chief Financial Officer or Finance Associate

**Purpose:** The purpose of this committee is to act on behalf of the Board of Directors in establishing and overseeing financial policy and direction.

**Duties:**

- Oversees development of the annual budget.
- Ensures accurate tracking, monitoring and accountability for funds. Ensures adequate financial controls.
- Reviews monthly and quarterly financial statements of the Association.
- Review and present annual financial statements.
- Reviews major grants and associated terms and compliance issues.

## **Strategic Planning Committee**

**Composition:** Combination of Board representatives and appropriate volunteers from the community with applicable skills; should include broad stakeholder representation. At least 3-4 members, to be chaired by a member of the Board of Directors as appointed by the President of the Board.

**Staff Liaison:** Chief executive with assistance from Management Team

**Purpose:** The purpose of the committee is to ensure that the Board is routinely participating in shaping the future of the organization. The committee will monitor progress towards accomplishing organizational and programmatic goals consistent with the mission of the organization. The committee will work with appropriate staff to assure that the future direction of the organization is consistent with external circumstances and reflective of the changing dynamics and needs of our stakeholders.

**Duties:**

- Oversee the ongoing planning needs of the organization and update the strategic plan on a three-year cycle.
- Ensure that strategic and business planning happen in a timely fashion, consistent with the needs of the organization.
- Engage in periodic assessment of external trends, indicators, and driving forces that may impact the work of the organization.
- Report to the full board at least four times per year.

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## V. Nominating Committee

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The Nominating Committee is a committee of the Association and its enrollees and is NOT a standing Committee of the Board of Directors.

**Formed:** In Association Constitution

**Composition:** At least three individuals, appointed by the Board President, who represent the broad interests of the residents of the county and the work of the Association, a majority of whom are not Board members.

**Purpose:** The purpose of the Nominating Committee is to ensure a robust Board membership, reflecting the interest of the residents of Monroe County and the major educational program areas of the Association as well as the diversity of the community.

**Duties:**

- Solicits potential board member nominees and prepares a list of nominees for all vacant or eligible elected positions.
- Supervises the conduct of the election in collaboration with association staff and in accordance with Constitution requirements.
- Reports the results of the election to Board President.

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## **VI. PROGRAM AND POLICY ADVISORY COMMITTEES**

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Program and Policy Advisory Committees provide advice and counsel for the strategic direction of the Association. The role of the Program Advisory committees is to ensure that the Association's program of evidenced-based research and education are relevant and based on current community needs and issues; to develop awareness, understanding, and support for the program among key community stakeholders; and to assure that community stakeholders are engaged in determining, implementing, and evaluating the programs that are conducted by the Association.

Membership, structure, and scope of the Program Advisory Committees will be approved by the Board of Directors upon the recommendation of the chief executive and the Association Program Leaders. Board members may be assigned as liaisons to the various committees by the Board President.

Agriculture

4-H and Youth Development

Nutrition

Horticulture/Master Gardeners

\*Ad Hoc Committees may be established as required

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## **VII. Foundation**

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The Board of the Association shall meet with representatives of the Foundation of the Monroe County Cooperative Extension at least one time per calendar year.

At least one member of the Association or Board of Directors shall serve as liaison and member of the Board of Directors of the Foundation.

The Board of Directors shall work with the Foundation to set fund raising goals and to plan and undertake fund raising initiatives.



## **APPENDIX A**

### **Board Member Job Description**

**Members of the Board of Directors of Cornell Cooperative Extension – Monroe County are expected to:**

1. Familiarize themselves with the Association mission.
2. Regularly attend board meetings, the annual meeting, and important related meetings, including regional and state-wide meetings.
3. Serve on at least one committee of the Board and make serious commitment to participate actively in committee work.
4. Contribute to the development of the strategic direction of the Association.
5. Volunteer for and willingly accept assignments and complete them thoroughly and on time.
6. Stay informed about association matters, prepare well for meetings, and review and comment on minutes and reports.
7. Get to know other Board and committee members and build a collegial working relationship that contributes to consensus.
8. Be an active participant in the Board's annual evaluation and planning efforts.
9. Participate in fund development (e.g. fundraising, individual giving, grant identification, corporate/business relationship development, etc.) for the organization.
10. Within their ability, make a personal contribution to the annual fund-raising campaign.
11. Regularly attend Association events.
12. Be familiar with Cornell Cooperative Extension's affirmative action plan, and carry out the spirit and letter of the policy.

#### **Term of Office**

Members of the Board of Directors of Cornell Cooperative Extension – Monroe County are elected for three-year terms. An Elected Director shall serve no more than two consecutive elected terms plus the portion of an unexpired term to which they may have been appointed.

#### **Time Commitment**

Ten to fifteen meetings each year; two hours per meeting

#### **Qualifications**

Board members must be residents of Monroe County and must have a desire to assist in providing Extension's educational programs to Monroe County residents.

**Service on the CCE Monroe Board of Directors is voluntary and without remuneration.**

# Cornell Cooperative Extension Monroe County

Education Center  
2449 Saint Paul Blvd  
Rochester, NY 14617  
t. (585) 753-2550  
f. (585) 753-2560  
e. monroe@cornell.edu  
<http://cce.cornell.edu/monroe>

**COMMITTEE Meeting**  
**DATE | LOCATION | TIME**

**Present:**

**Absent/Excused:**

**Approval of Previous Meeting Minutes:**

- A motion to adjourn was made by XXXX and seconded by XXXX.
- Voice Vote:

**Committee Meeting New Business: (only provide highlights, no specific discussion/names, etc.)**

**Adjournment:**

- A motion to adjourn was made by XXXX and seconded by XXXX. The meeting adjourned at \_\_\_\_ p.m.

*Meeting minutes respectfully submitted by XXXX.*

## **APPENDIX C**

### **Annual Board Action Checklist**

#### **January**

- Update of Board Operating Guidelines as required
- Orientation of new Board members
- Election of new Board officers
- Annual BOD Organizational Meeting
  - Motion for designating the chief executive as the Records Access Officer
  - Motion for designating the chief executive as Designee with ability to sign contracts
  - Revise and accept updated Affirmative Action, Diversity & Inclusion Checklist
  - Motion to authorize the Finance Manager to use Internet banking feature for all inter-bank transfers between Association accounts necessary to maintain balance sufficient to cover expenses previously authorized by the chief executive
  - Motion to authorize the use of Program Designated Fund Balances, when appropriate, to cover expenses submitted by the Program Leader and authorized by the chief executive
  - Motion to approve a mileage rate for staff travel reimbursement
  - Appointment of Recording Secretary
  - Establishment of standing and special committees, and appointment of membership by the President
  - Designation of official newspaper(s)
  - Designation of primary banking institution
  - Finalize Board Assignments & Appointments: Standing Committees, Special Committees, Program Advisories, Foundation, and Regional requirements
  - Other authorizations as required
- Conflict of Interest forms signed by each Board member
- Annual review of Association MOU

#### **February**

- Program presentation to the BOD
- Officer and Chair training as needed
- Committee schedules finalized
- Determine schedule for review of annual operating budget and quarterly reviews of financial statements (Treasurer)

#### **March**

- Cornell MOU requirements by 3/31 (President & chief executive)
- Appointment of (3) non-Board members to Nominating Committee by President
- Finance presentation to the BOD
- Review of year-end financial packet

#### April

- Nominating Committee meets; target: new Board member slate approved at September Board meeting
- Program presentation to the BOD

#### May

- Program presentation to the BOD
- Review Q1 Financials (unless an alternate schedule is determined by Treasurer)

#### June

- Association's County budget appropriation request for next year approved by President & Finance Committee; presented to the BOD
- Determine summer schedule for Board member/ED meetings with government officials

#### July

- County budget request for next year submitted to county (chief executive)

#### August

- Board social and networking event

#### September

- Nominating Committee new Board members slate submitted for approval
- Annual Meeting notice with new Board members slate publicly distributed
- Program presentation to the BOD
- Review Q2 Financials (unless an alternate schedule is determined by Treasurer)

#### October

- Annual Meeting, approval of minutes from previous year's Annual Meeting, election of new Board members, annual financial and program report, and various recognitions

#### November

- Program presentation to the BOD
- Review of draft Annual Meeting minutes from the current year
- Review Q3 Financials (unless an alternate schedule is determined by Treasurer)

#### December

- Schedule Orientation of new Board members for January
- Letters of request to Monroe County Executive and County Legislature President re: their respective Board representatives (as needed)
- County budget approved

- Finance Committee motion to approve the Association's Operating Budget for the upcoming year
- Cornell AR and BR Agreement signed
- Determine Board meeting schedule for the upcoming year
- Staff Holiday schedule for next year approval

Others as Needed

- Bank/Financial Authorization changes
- Strategic Plan update every three years
- Constitution revision every three years
- Annual performance review of chief executive – anniversary of hire month