

MEHER SPIRITUAL CENTER



BOARD GOVERNANCE POLICY MANUAL

Approved June, 2017

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INTRODUCTION

Avatar Meher Baba designated Meher Spiritual Center as His "Home in the West," and He gave its corporate Charter His approval. This Charter provides for non-profit corporate "governance," with a Board of Directors acting as steward. In an effort to develop an optimal structure for fulfilling the purposes of the Charter, the current Board of Directors has reviewed the workings of the Center, and the original Board Governance Document established in 2000, as well as the version of the governance document that was created in 2012. The most recent update was done in anticipation of a new era for the Meher Spiritual Center, Inc., in which a new role of Executive Director would be filled, and the resultant need to ensure sufficient clarity about this role and the relationship between the Executive Director and the Board. The result is the following revised Governance Policy Manual that summarizes the responsibilities of the Board, the Executive Director and the staff of the Center, and the processes by which the Center is to be governed.

The entire document is founded on the understanding that the MSC Board provides policy and direction, and that the implementation of that policy is carried out by an Executive Director who is accountable to the Board for the fulfillment of its policies and directives.

The Board's primary role is to act as steward of Meher Spiritual Center and the Meher Spiritual Center Corporation. The Board's purpose is to ensure that the purposes of both are fulfilled in a manner befitting the Avatar. The Board must always keep in mind Meher Baba's wish that the Center retreat be kept as a place for rest and for renewal of the spiritual life. The Board must act in accordance with His statement that the Meher Spiritual Center is "for those who love and follow Me and for those who know of Me and want to know more."

Ultimately, this document should be judged by the results it brings about, that is, the degree to which Baba's wishes, as expressed in the Center's Charter and other statements and directives, are fulfilled. May His Grace shine upon these efforts, and upon the efforts of all those who attempt to serve the Beloved through whatever involvement they may have in the care of His Home in the West.

Board of Directors
Meher Spiritual Center, Inc.
May 2, 2017

1.0 Vision, Values & Mission/Goals

The vision, values, and mission/goals are the foundation for the entire governance of the Center. The vision represents the aspiration which the Corporation aims to fulfill, the values are the core principles that the organization is committed to following in its pursuit of the vision, and the mission/goals represent the principle areas of effort that the Corporation is committed to achieving in fulfillment of its vision.

Vision:

Meher Spiritual Center, Meher Baba's Home in the West, where all who come can experience His love.

Values:

For the vision to be realized, efforts of the Board, staff and volunteers are guided by the following values:

Focus on Meher Baba: Avatar Meher Baba, His teachings and His Life of Love and Service underlie all we do to uphold His wish that the Meher Spiritual Center remain a place for rest and for renewal of the spiritual life.

Welcoming: Our responsibility toward all who come to Avatar Meher Baba's Home in the West is to be genuine, loving and receptive in all our interactions.

Shared Stewardship: As stewards of Avatar Meher Baba's Home in the West, we carefully and responsibly engage in a cooperative effort to ensure that the Center flourishes for all time.

Harmony: We embrace our individual and shared responsibilities, putting ourselves aside in service to Avatar Meher Baba and His Home in the West.

Attentiveness: We remain alert and responsive to any condition, action or inaction that may enhance or detract from the unique atmosphere of the Center.

Integrity: We align our behaviors with our vision, values and mission. Our conscious intent is to be honest, sincere and loving in all our actions and interactions.

Mission/Goals

The Meher Spiritual Center, Avatar Meher Baba's Home in the West, is a place of pilgrimage for all who love and follow Him and for those who know of Him and want to know more.

In a spirit of love and service and in alignment with the Corporation's vision and values, the Board, staff and volunteers are committed to fulfilling its mission as expressed in seven elements.

The Board will ensure there is a current strategic plan to provide guidance for the development of the Center in furtherance of the mission. In keeping with this plan, the Board will insert specific goals for some of the elements of the mission, which are listed as sub-elements under the mission statements.

1. Maintaining the intimate and unique atmosphere of Meher Baba's Home: a place

of retreat, rest, contemplation and renewal of the spiritual life

a. Provide handicapped access to the three primary spiritual sites on the Center (Barn, Meher Abode, Lagoon Cabin)

2. Providing a safe and welcoming experience for all

3. Offering information about the Avatar's teachings and His life of love and service without supplanting anyone's religious convictions or beliefs

4. Creating the shared stewardship opportunities that best serve the purposes of the Center

5. Ensuring the preservation and maintenance of the Center: all of its grounds, buildings, archival treasures and its natural environment

6. Developing the physical, human and fiscal resources in ways that best serve the purposes of the Center, and

7. Developing or supporting programs based on Avatar Meher Baba's example of love and service to those in need.

Strategic Plan and Goals:

The Board will ensure it has a current strategic plan to guide the development of the Center in furtherance of the mission. In keeping with this plan, the Board will maintain a list of specific goals that are retrained as a core part of the board calendar so as to maintain focus and awareness on these as the board sets its meeting agendas.

V/11/14/17

SECTION 2.0: RELATIONSHIP TO FOUNDER AND LINKAGE TO BENEFICIARIES

Meher Spiritual Center, Inc. was founded to fulfill the purposes that Avatar Meher Baba established. The beneficiaries of the Center include all of humanity, who are blessed by the very existence of the Center which was sanctified by His Presence. It is essential therefore that the governance of the Center be guided by the intention of the founder, and supported by the beneficiaries.

Relationship to Founder and Linkage to Beneficiaries 2.0

- 2.1 Avatar Meher Baba is the Founder of the Center and those who visit the Center or are served by the Center are the beneficiaries.
- 2.2 The Board, Executive Director, staff and volunteers serve as stewards for fulfilling Avatar Meher Baba's declared purposes as given through His Charter and related statements. The Center will be governed by its vision, values, mission/goals and governance policies inspired and aligned with the guidance and living example of the Founder.
- 2.3 The Board maintains a wide-range of diverse strategies for engaging with the beneficiaries.

SECTION 3.0 EXECUTIVE DELEGATIONS

The Board is the governing authority for the Meher Spiritual Center, Inc. and has the ultimate responsibility for the vision, mission, and direction of Center policies. The Executive Director is charged by the Board with the execution of Board policies, and is authorized to act in a prudent, ethical, legal and reasonable manner in fulfilling Center vision, values and mission/goals in keeping with Board direction. In doing so, there are a number of specific delegations that must be followed; and these are enumerated within this section. And while the Executive Director is expected to interpret these to the best of his/her ability, it is ultimately the Board's interpretation that must be followed. Further, these delegations will evolve over time as new conditions emerge.

The Executive Director will diligently maintain and preserve all property and possessions of the organization in an active and responsible way.

In doing so, the ED will:

3.1.1. Ensure buildings, building contents, structures, sites or grounds do not fall into disrepair (including any deviation from the Board's Preservation/Conservation Policy).

3.1.2 Ensure tools, vehicles, equipment and like property are maintained in such a way as to prolong their usefulness or longevity.

3.1.3 Ensure the pristine quality of the natural environment of the Meher Spiritual Center retreat property does not deteriorate in any way.

3.3.1 Enlist the help of skilled professionals in ongoing management and monitoring of the Center's ecological preservation.

3.1.4 Ensure that any development or physical change along the borders of the Meher Spiritual Center retreat property is noticed and brought to the attention of the Board.

3.1.5 Keep abreast of all changes in local, state, federal, or other governmental laws that would affect the security or longevity of all Center properties.

3.1.6 Maintain adequate insurance coverage for all Center properties.

3.1.7 Protect intellectual property, information and files from loss, significant damage, or unauthorized use (including any deviation from the Center's Preservation/Conservation Policy).

3.1.8 Protect the organization, its Board of Directors, staff and volunteers to claims of liability.

3.1.9 Avoid any action that jeopardizes the organization's federal and state nonprofit status.

V/11/14/17

EXECUTIVE DIRECTOR AVAILABILITY AND CONTINUITY/SUCCESSION 3.2

The Executive Director will either be readily available to Meher Spiritual Center, Inc. or must ensure executive coverage in his/her absence.

In doing so, the ED will:

3.2.1 Provide for regular, qualified, and adequate temporary staff coverage for brief absences of up to two weeks and to inform the Board and appropriate staff and volunteers in advance.

3.2.1.1. Arrange for an in-town Board member to serve as back-up for such temporary staff coverage

3.2.2 Give sufficient advance notice to the Board for anticipated extended absences so an interim Executive Director can be appointed by the Board.

3.2.3 Ensure continuity between changes in temporary and permanent Executive Directors through adequate exchange of information.

3.2.4 Ensure an adequate record of information and/or exchange of information is available to a permanent successor.

V/11/14/17

Considering the myriad issues that face Meher Spiritual Center, Inc. and the resources that are available through the love of His lovers, the Executive Director will ensure appropriate involvement and expertise of committees, teams and individuals in the planning and conduct of activities addressing these issues.

In doing so the ED will:

3.3.1 Keep apprised of the volunteer resources that exist in the local and greater Meher Baba communities.

3.3.2 Establish basic rules of conduct to be observed by committees and teams with an emphasis on treating one another with respect, fairness and dignity.

3.3.3 Inform interested individuals of opportunities to serve, and encourage committee chairs and team leaders to invite new people to volunteer.

3.3.4 Allow for the rotation of chairs of committees and team leaders, when appropriate.

3.3.5 Ensure that composition of all working groups is appropriate to the task.

3.3.6 Sufficiently monitor committees, teams, and individual volunteers in order to assist them in operating effectively.

V/11/14/17

COMMUNICATION AND SUPPORT TO THE BOARD 3.4

With respect to providing information and counsel to the Board, the Executive Director will ensure that the Board is kept properly informed in a timely way.

In doing so, the ED will:

3.4.1 Submit monitoring data required by the Board (see policy on Monitoring Executive Performance) in a timely, accurate and understandable fashion, directly addressing provisions of the Board policies being monitored.

3.4.2 Ensure the Board is aware of: serious incidents concerning any aspect of the organization and its operations; relevant trends and events; anticipated media coverage; issues of liability; and significant external and internal changes, particularly changes in assumptions upon which any Board policy has previously been established.

3.4.3 Advise the Board if, in the Executive Director's opinion, the Board is not in compliance with its own policies on Governance Process and Board-Staff Relationship, particularly in the case of Board behavior that is detrimental to the working relationship between the Board and the Executive Director.

3.4.4 Marshal for the Board as many staff and external points of view, issues and options as needed for well-informed Board choices.

3.4.4.1 Assist the Board in conducting consultations with staff, committees, key volunteers, and the Baba family as required.

3.4.5 Present information in clear and concise form.

3.4.6 Provide an effective and appropriate mechanism to facilitate communication between the Executive Director and the Board.

3.4.7 Take direction from the Board as a whole except when (a) fulfilling individual requests for information or (b) responding to officers or committees duly charged by the Board.

3.4.8 Report in a timely manner an actual or anticipated noncompliance with any policy of the Board.

3.4.9 Carry out established (i.e. written/formal) Board policy.

V/11/14/17

The Executive Director will ensure the availability and dissemination of information about Meher Baba's life and message, as well as about the Meher Spiritual Center organization and retreat.

In doing so the ED will:

- 3.5.1 Ensure that such materials are accurate in detail and appropriate in tone.
- 3.5.2 Gain Board approval when creating new or substantially revising existing literature, material, or information for dissemination
- 3.5.3 Ensure that any literature, materials or information distributed by the Center organization are done with Board approval.
- 3.5.4 Ensure that all literature, materials and information related to Meher Baba which are available on the Center retreat property are appropriate in tone and an accurate and balanced reflection of Meher Baba's life and message.
- 3.5.6 Follow Board Dissemination Policy that includes use of the Center's archival materials and appropriate technology, and ensure that all Center communications follow the Center style guide (to be given in winter 2017).

V/11/14/17

The Executive Director will ensure development and/or support of programs based on Meher Baba's example of love and service to those in need.

In doing so the ED will:

3.6.1 Only involve Meher Spiritual Center, Inc. in any charitable activity that promotes principles and purposes consistent with those held by the organization, as expressed in its Charter.

3.6.2 Observe all laws, rules, and regulations governing 501(c)(3) organizations.

3.6.3 Follow Board-established criteria that applies to all grants and gifts made by the organization to ensure that they are made on the basis of appropriate need.

3.6.4 Include appropriate documentation of all grants and gifts.

3.6.5 Communicate appropriate opportunities to volunteer for service activities in the greater Myrtle Beach community.

V/11/14/17

The Executive Director will adhere to sound and prudent fiscal and budgetary policies which do not jeopardize the financial strength and integrity of the Meher Center.

Therefor the ED will:

approval [believe this can be removed as Board investment policy is up to the Board]

3.7.2 Settle all payroll and debts in a timely manner.

3.7.3 Use restricted contributions only for the purpose that is required by the contribution.

3.7.4 Only share information about the financial operations of Meher Center, Inc. with those individuals directly involved in its financial activities.

3.7.5 Ensure that budgetary planning and subsequent spending conforms in any given fiscal year with the policies of the Board of Directors.

3.7.6 Endeavor to prevent budgeted expenditures from exceeding income, using conservative budget projections based on previous years' data; and if a budget overrun is reasonably anticipated, it is reported in a timely and clear manner to the Board, and a budget amendment is proposed to accommodate the over-run; and the amended budget is only implemented with board approval [this doesn't seem consistent with current practice]

3.7.7 [3.7.6 should be sufficient; I think this should be taken out]

3.7.8 Ensure budget planning and implementation allows for significant opportunity for review by the Board of Directors to determine compliance with and in furtherance of Board policy.

3.7.9 Anticipate emerging financial needs that will require expenditures beyond current budget policy.

3.7.10 Provide support for Board fund-raising efforts by developing and participating in those efforts, especially to meet emerging financial needs.

3.7.11 Follow Board Financial Policy.

Engage the Board in discussion of budget and make recommendations for filling any budgetary shortfalls

V/11/14/17

PHYSICAL DEVELOPMENT OF CENTER RETREAT PROPERTY 3.8

The Executive Director will ensure that all development of the physical property is done in a careful and responsible manner.

Therefore the ED will:

3.8.1 Ensure that any new projects are developed in such a way that maintains the aesthetic continuity of the Center retreat property, i.e., simple forms, sensitive scale, natural materials, and careful placement of structures.

3.8.2 Ensure that any new or renovation work proceeds in full compliance with all laws, codes, and ordinances of all agencies and jurisdictions that have regulating authority.

3.8.3 Ensure that implementation of any new projects are consistent with an overall master plan for land use approved by the Board of Directors.

3.8.4 Undertake any new physical development with a specified land use plan or impact study, to ensure the preservation of the Center's unique atmosphere and environment.

3.8.5 Get Board approval for any new physical structure project whose estimated cost exceeds \$20,000 in realistic time, materials and labor cost.

V/11/14/17

The Executive Director will ensure robust and dynamic programming focused on the life and message of Meher Baba.

Therefore the ED will:

3.9.1 Obtain Board approval for new programming or for any significant changes in existing programs.

3.9.2 Identify opportunities for new forms of programming, with input provided by an operational program committee.

3.9.3 Provide the necessary and appropriate logistical, staff and financial resources to support that programming.

3.9.4 Provide regular monitoring of programs for content and appropriateness.

3.9.5 Follow Board Policy regarding group gatherings at the Meher Center.

3.9.6 Regarding the Youth Sahavas, a program especially designed for youth, which provides them an opportunity to deepen their relationship with Meher Baba and the Baba family, the Executive Director must:

3.9.6.1 Ensure that the # of participants does not exceed the infrastructure capacity.

3.9.6.2 Ensure the primary focus of activities and programs at the Sahavas is on the life and message of Meher Baba.

3.9.6.3 Make available the opportunity to become aware and appreciative of the unique atmosphere of Meher Baba's presence at the Center.

3.9.6.4 Provide young people with information about Meher Baba, His life and His work.

3.9.6.5 Enforce the Center's policies and directives, and the Sahavas guidelines, with emphasis on appropriate behavior at the Center.

3.9.6.6 Ensure the physical safety and security of the participants, staff and volunteers.

3.9.6.7 Protect buildings, equipment, property and grounds from damage.

3.9.6.8 Communicate effectively to the participants, staff, volunteers, and Board all pertinent information regarding the Youth Sahavas.

3.9.6.9 Ensure that the Board is kept informed of major crises and issues as they arise during the Youth Sahavas preparation and conduct/execution.

3.9.6.10 Design monitoring strategies and opportunities for Board members to observe and be informed about everything covered by the Youth Sahavas Executive Delegations

V/11/14/17

Through supportive and engaging outreach, the Executive Director will ensure positive and supportive relationships with members of communities and groups that can help to protect Meher Spiritual Center Inc. and the Center retreat property.

Therefor the ED will:

3.10.1 Respond in a timely manner to legitimate inquiries from the media.

3.10.1. Develop and maintain an updated and relevant press kit, or other instruments, which reflect the nature and purposes of the Center retreat and organization,

3.10.2 Consult with the Executive Committee (or if that is not feasible, with the Presiding Officer prior to communicating with the media on sensitive or controversial issues.

3.10.3 Include in a proactive public relations effort the following persons: Horry County officials; Briarcliffe Acres officials; Horry County Police; North Myrtle Beach Police.

3.10.4 Ensure no action is taken by staff or volunteers which casts or which may cast the Center retreat and organization in a light which is inaccurate or detrimental.

3.10.5 Not fail to facilitate consistent appropriate communications with the nearby Baba community, the wider local communities, government officials, land owners, historical groups, environmental organizations, industry leaders, and other relevant parties relating to issues that affect Meher Spiritual Center, Inc..

V/11/14/17

The Executive Director will maintain a safe environment for retreat visitors, staff, and volunteers.

In doing so, the ED will:

3.11.1 Provide for and inform visitors, staff and volunteers of appropriate safety rules and safety precautions to be taken while on the retreat grounds.

3.11.2 Fully enforce the Center's guidelines and rules with regard to safety.

3.11.3 Reasonably provide for the physical safety and security of visitors, staff and volunteers, buildings, grounds, fixtures, and equipment of the Center.

3.11.3.1 Engage in a periodic review of safety and security threats, incidents and protocols and, when appropriate, engage professional resources to assist with such reviews.

3.11.3.2 Require new or changed policy, infrastructure, construction, re-purposing of assets and changes to external forces and ephemera to be reviewed for compliance with and impact upon current safety and security guidelines. Engage professional resources, as needed, to assist with identification of such changes, their review and remediation.

3.11.3.3 Ensure that policy and procedure changes are duly reflected in the Standard Operating Procedures Manual, and that corresponding changes to related procedures and protocols reflect the new status quo viz safety and security.

3.11.3.4 Ensure that periodic training is provided for and required of all staff and volunteers in current Center safety and security protocol and procedures, engaging professional resources as needed.

3.11.4 Establish and maintain a network of local resources (police, medical and psychiatric) available in emergency situations.

V/11/14/17

The Executive Director will maintain and develop an adequate and well-performing staff and team of volunteers in fulfillment of Meher Center's needs.

In doing so, the ED will:

3.12.1 Sufficiently and appropriately utilize staff and volunteer resources in a sustainable manner.

3.12.2 Ensure that staff and volunteers are treated in a respectful and dignified manner.

3.12.3 Ensure that opportunities for service are provided to volunteers.

3.12.4 Not allow staff and volunteers to be maintained who are not capable or willing to fulfill their core responsibilities.

3.12.5 Attend to any disharmony among staff and volunteers.

3.12.6 Provide safe and healthy working conditions for staff and volunteers

3.12.7 Provide for reasonable training and development of staff and volunteers to enable effective job performance.

3.12.8 Promote volunteer opportunities to those in the local community and beyond.

V/11/14/17

TREATMENT OF RETREAT CENTER GUESTS 3.13

The Executive Director will provide conditions which are fair, dignified, and consistent with the way Meher Baba would want us to treat His guests.

In doing so, the ED will:

3.13.1 Ensure that guests are treated in a loving manner.

3.13.2 Ensure the cleanliness and safety of living accommodations, kitchens, and public areas.

3.13.3 Provide reasonable protection of Meher Center's guests from offensive or disruptive behaviors that would interfere with their retreat experience.

3.13.4 Obtain safety, medical and/or psychiatric assistance when appropriate.

3.13.5 Maintain a system for obtaining and utilizing meaningful feedback from Center guests and visitors.

V/11/14/17

SECTION 4.0: GOVERNANCE PROCESS

As the guidance and policy making function of the Center it is essential that the Board follow a governance process that permits and encourages the exercise of leadership that furthers the vision, values, and mission/goals in an effective and proactive manner. This section addresses the nature of the governance process including: the Board's job description, criteria for Board membership, governance style, code of conduct, board officers and executive committee, board member selection/rejuvenation/development, agenda planning, and the Board's role in selecting and developing the Executive Director.

BOARD JOB DESCRIPTION:

4.1

In service to Avatar Meher Baba, the duty and responsibility of the Center Board of Directors, acting as the stewards of Avatar Meher Baba's Home in the West, is to ensure excellence in governance by:

- 4.1.1 Creating and monitoring policy guidelines that ensure operational alignment to the Center's vision, values and mission/goals.
- 4.1.2 Working in partnership with the Center Executive Director to ensure that Center operates in alignment with the vision, values, and mission/goals. In doing this, the Board is responsible for:
 - 4.1.2.1. Selecting the Corporation's Executive Director
 - 4.1.2.2. Determining the Corporation Executive Director's delegations and relating them to the most current mission/ goals.
 - 4.1.2.3 Providing the moral and professional support needed by the Executive Director to further the goals of the organization.
 - 4.1.2.4 Monitoring the performance of the Corporation Executive Director
 - 4.1.2.5 Ensuring that dynamic links exist between operational planning and long-term growth and sustainability planning.
- 4.1.3 Building a competent Board by articulating the criteria for candidates, recruiting and orienting new members, and periodically and comprehensively evaluating its own performance.
- 4.1.4 Enhancing the public's understanding and perception of the Center by creating and maintaining a proactive public interface process.
- 4.1.5 Ensuring that sufficient financial resources exist and are effectively managed for the organization to fulfill its vision and mission.
- 4.1.6 Ensuring that a significant number and variety of opportunities exist for communications between the Meher Baba family and the Center's leadership at all levels.

In addition, individual Board members will:

- 4.1.7 Commit to participate in at least one of the Board committees.
- 4.1.8 Commit to be present, whether in person, by phone or other digital process, at a minimum of 75% of the regularly scheduled and specially called Board meetings and any Board committee on which they serve.

CRITERIA FOR BOARD MEMBERSHIP: 4.2

The Board will ensure a membership of individuals who possess the commitment and attributes required to provide effective governance for the Corporation, who act in alignment to the Center's vision, values and mission and who have a relationship with Avatar Meher Baba and a commitment to the Center, its vision, values and mission.

When identifying, recruiting and selecting potential Board members, the Board will consider those who most closely demonstrate the following attributes:

- 4.2.1 Board members agree to honor and work to fulfill the duties and responsibilities identified in the Board Job Description, to act in alignment with the norms established by the Board for its meetings and to uphold the ideals identified in this governance document.
- 4.2.2 Board members have the leadership capabilities needed to effectively fulfill their role, including:
 - 4.2.2.1 Takes responsibility for decisions and assigned work.
 - 4.2.2.2 Follows through on tasks in a timely manner.
 - 4.2.2.3. Is willing to try new things. Seek out the knowledge, skills and abilities needed to be successful and to learn from mistakes.
 - 4.2.2.4 Has the ability to think conceptually: sees implications of direction, strategy and sets of facts and has a sense of the big picture.
 - 4.2.2.5 Possesses basic group skills including: participates in discussion without dominating, can assume leadership if the need arises and is able to adhere to the agreed upon norms and willing to confront others who operate outside these norms.
 - 4.2.2.6 Demonstrates the ability to build, influence and sustain relationships vital to the vision of the Center.
 - 4.2.2.7 Has the ability to communicate and collaborate successfully with other Board members, the Executive director, staff and the Center family.
- 4.2.3 Board members must be at least eighteen (18) years of age.
- 4.2.4 Board members possess enough fluency with English to allow them to carry out all of the duties outlined in this governance policy manual.
- 4.2.5 Board members, when possible, will engage in the life of the Center.
- 4.2.6 Board members have, or will be provided, the technology to allow for their participation in Board communications and meetings.
- 4.2.7 Board members are not familiarly (ties of blood, marriage, or adoption or has consented to an arrangement similar to ties of blood or marriage) related to any current member of the Corporate Board.

- 4.2.8 Board members are not paid employees of the Center.
- 4.2.9 Board composition also attempts to reflect the demographics of those that the Center directly serves, provided the above criteria can also be met.
- 4.2.10 Board composition will strive to have a majority of voting members to be residents of Myrtle Beach or nearby.
- 4.2.11 The Executive Director will also serve on the Board as a non-voting member.

CODE OF CONDUCT:

4.3

The Board commits itself and its members to practice ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members. A Board member is subject to immediate removal by the Board if a member is found to be in violation of the code of conduct.

- 4.3.1 Members must represent non-conflicted loyalty to the interests of the Center. This accountability must supersede any conflicting loyalty such as advocacy to, or interest in, other groups or membership on other Boards or staffs. It also must supersede any Board member's possible personal gains or self-interests that may occur either as a consumer of the Center's or other organizations' services.
- 4.3.2 Members must avoid any conflict of interest, or the appearance of a conflict of interest, with respect to their responsibilities, fiduciary or otherwise.
 - 4.3.2.1 There must be no self-dealing or any conduct of private business or personal services between any Board member and the organization except as procedurally controlled to assure openness, competitive opportunity, and equal access to inside information.
 - 4.3.2.2 When the Board is to decide upon an issue about which a member has an unavoidable conflict of interest, that member shall absent herself or himself without comment from not only the vote, but also from the deliberation.
 - 4.3.2.3 Board members must not use their positions to obtain Center employment for themselves, family members, or close associates. Should a member desire to become an employee of the Center, he or she must first resign.
 - 4.3.2.4 Board members shall disclose their involvement with other organizations, with vendors, or any other associations that might represent a conflict of interest.
- 4.3.3 Board members may not attempt to exercise individual authority over the organization except as explicitly set forth in Board policies.
 - 4.3.3.1 Members individually have no inherent authority over the Executive Director except when explicitly delegated by the Board.
 - 4.3.3.2 Members cannot speak on behalf of the Board when interacting with the public, press, or other entities, except when duly authorized or to state Board decisions.
 - 4.3.3.3 Members will not undermine the roles of the Executive director, staff or other Board members through the expression of individual judgments or behaviors.

4.3.4 When Board members interact they will commit to the following behaviors and hold one another accountable to them:

4.3.4.1 Adhering to a set of normative behaviors that drives its functioning while in regularly or specially scheduled meetings. These agreed upon meeting norms define agreeable meeting decorum and should be revisited prior to all meetings and reviewed periodically to ensure they still correctly identify the Board's desired behaviors.

4.3.4.2 Being fully prepared for meetings.

4.3.4.3 Dealing directly with one another with the intent of finding an accord concerning conflicts.

4.3.4.4 Following through on commitments in a timely manner; being accountable to the group.

4.3.4.5 Striving for consensus, but when unattainable, supporting the majority vote.

4.3.4.6 Honoring confidences.

4.3.4.7 Providing members a reasonable amount of time to explore, honor and openly express differences.

4.3.4.8 Honoring agreed upon methods to keep each Board member and the Executive director, when appropriate, informed on all significant matters of immediate or potential impact related to the Center and its beneficiaries.

4.3.4.9 Voting only by voice vote unless the Presiding Officer determines it necessary to have an email vote and then only after ground rules that include the voting procedure have been created and distributed to all. Voting by email is generally discouraged and will only be permitted when required by the circumstances as determined by a majority of the Board.

4.3.5 When the Board has formally taken a position or made a decision, members will always speak with a single voice when addressing the public, press, or other entities.

4.3.6 Board members must remain aware that their individual behavior outside of their work for the Board may also negatively impact the perception people have of the Center and/or the Board's ability to govern. The Board will, on a case-by-case basis, address any member's real or perceived actions that may negatively impact the Center and its ability to govern effectively.

GOVERNANCE STYLE: 4.4

The Board will govern with an emphasis on:

4.4.1 Vision, values, mission/goals

4.4.1.1 The Board will direct, control, and inspire the organization primarily through the careful establishment of written Board policies reflecting the Board's vision, values, mission/ goals

4.4.1.2 The Board will continuously use the vision, values and mission/goals as guidelines for decision-making.

4.4.1.3 The Board will create a set of normative behaviors that will drive its functioning while in its regularly or specially scheduled meetings. These agreed upon norms will define agreeable meeting decorum and should be revisited prior to all meetings and reviewed periodically to ensure they still correctly identify the desired behaviors of the Board.

4.4.2 Encouraging diversity in viewpoints

4.4.2.1 The Board, in its efforts to govern effectively, will strive to create opportunities to obtain viewpoints and feedback from the Executive Director, staff, guests and members of the Meher Baba community.

4.4.2.2 The Board will utilize individuals and groups with talents and insights that extend the effectiveness and efficiency of the Board's decision-making.

4.4.3 Strategic leadership

4.4.3.1 The Board will acquire the information, skills, disciplines and attitudes needed for maintaining excellence in governing.

4.4.3.2 The Board will lead with a focus on the vision, mission/goals, and strategically more than administratively.

4.4.3.3 The Board will determine which issues are under the Board or Executive Director's jurisdiction and then proceed accordingly.

4.4.3.4 The Board will be the proactive initiator of policy.

4.4.3.5 The Board will annually monitor its own development, process and performance and take the corrective actions indicated in a timely manner.

4.4.4 A clear distinction of Board and Executive Director roles

4.4.4.1 The Board will focus on creating policies that guide the implementation of the overall mission/goals of the Center and the Corporation.

4.4.4.2 The Board will rely on the Executive Director to implement the strategies needed to successfully achieve the Center's vision and mission.

4.4.4.3 The Board will monitor Executive Director performance to ensure that the mission of the Center is being fulfilled.

4.4.5 Making collective decisions in a timely manner

4.4.5.1 The Board, upon reaching a decision, will act with a single voice in all external actions and interactions.

4.4.5.2 The Board will not allow any officer, individual, or committee of the Board to hinder or be an excuse for not fulfilling Board commitments.

4.4.5.3 The Board will address in a timely and decisive manner, such governance issues as attendance, preparation, and the adherence to governing principles.

4.4.5.4 The Board will use the expertise of individual Board members to enhance its ability to work as a team.

4.4.5.5 All decision making will be entered into with a focus on finding the best collective answer.

4.4.5.6 The Board will cultivate a commitment to group responsibility.

4.4.5.7 The Board will create realistic timelines for the completion of its tasks.

4.4.6 An eye to the future

4.4.6.1 The Board, when making decisions, will begin with a review of historic documents and precedence, an assessment of the current realities, and, most importantly, the potential impact any decision will have on the long-term sustainability of the Center and achievability of the vision.

4.4.6.2 The Board will intentionally set aside the time to forecast and analyze international, national and local factors that may impact the Center or the Corporation.

BOARD OFFICERS AND EXECUTIVE COMMITTEE: 4.5

The Board, at the annual meeting, will select individuals, using a majority vote, to serve in leadership positions that will enhance its ability to govern. These leadership positions are Presiding Officer, Secretary and Treasurer. These individuals will also serve as members of the Executive Committee along with one voting, non-officer, Board member and the Center Executive Director as a non-voting ex officio member.

- 4.5.1 The Board Standing Nominating Committee will guide the board in a discussion of board officer positions and clarify role requirements and duties. The committee will receive nominations before the fall meeting when nominations will be discussed and voted on.
- 4.5.2 Presiding Officer: The Presiding Officer assures the integrity of the Board's process, serves on the Executive Committee and will, with direction from the Board, represent the Board to outside parties.
 - 4.5.2.1 The Presiding Officer ensures that the business of the Board is conducted in a manner that consistently aligns with the Center's vision, values and mission, and adheres to its policies and practices and those restrictions and responsibilities legitimately imposed upon it from outside the organization.
 - 4.5.2.2 The Presiding Officer will also:
 - 4.5.2.2.a Ensure the integrity of the Board's process
 - 4.5.2.2.b Facilitate meetings of the Board and Executive Committee
 - 4.5.2.2.c Facilitate follow-up Board activity in between meetings
 - 4.5.2.2.d Precipitate Board actions as needed (e.g., in emergencies)
 - 4.5.2.2.e Provide Board-level support to the Executive Director, and
 - 4.5.2.2.f Represent the Center to the Meher Baba community and to outside parties as appropriate.
- 4.5.3 Secretary: The Secretary is responsible for recording what occurs during all Board and Executive Committee meetings. The Secretary:
 - 4.5.3.1 Is responsible for finalizing and printing meeting minutes and storing them in a retrievable and safe location.
 - 4.5.3.2 Is responsible for disseminating the minutes, in a timely manner, to the entire Board as well as the Executive Director.
 - 4.5.3.3 Is charged with notifying Board members and any guests scheduled to attend about the date, time, duration and location of the upcoming meetings.
 - 4.5.3.4 Will distribute the agenda to all those who should be in attendance at least one (1) week prior to all regularly scheduled and specially called

Board meetings.

4.5.3.5 Will, prior to a meeting in which he or she will be unable to attend, identify and notify an interim Secretary.

4.5.4 Treasurer: The Treasurer shall oversee the financial dealings of the Corporation and Center. These dealings shall include the Corporation's alignment to all laws and financial regulations, fiduciary dealings, and the appropriate and timely use of restricted donations or grants. In addition the Treasurer shall:

4.5.4.1 Serve on the Executive Committee and on all Board committees dealing with financial matters. The Treasurer will be part of all financial reporting generated by these committees to the Board.

4.5.4.2 Oversee/ensure accuracy of all financial accounts of the Corporation.

4.5.4.3 Oversee annual internal audits of Corporation books under the guidance and direction of the Board.

4.5.4.4 Work with the Executive Director and Financial Officer to ensure that appropriate financial reports are made available to the Board.

4.5.4.5 Together with the Executive Director and Financial Officer, present the annual budget to the Board for approval.

4.5.4.6 Be bonded, along with all other signatories, at a rate established by the Board.

4.5.5 At-Large Board Member: Each year at the annual meeting, the Board will select a non-officer Board member to serve on the Executive Committee.

4.5.6 Center Executive Director: The Center Executive Director will serve on the Executive Committee as an ex officio non-voting member.

4.5.7 Executive Committee: The function of the Executive Committee is to support the Board, Board committees and the Executive Director in the implementation of the policies established by the Board.

4.5.7.1 The Presiding Officer will be responsible for facilitating the meetings of the Executive Committee.

4.5.7.2 A majority of the members of this committee must live in the Myrtle Beach area (within 50 miles).

4.5.7.3 All of the general and committee specific criteria for the operation of the Executive Committee will be followed. (See the Executive Committee's most recently approved Terms of Reference)

BOARD COMMITTEES:

4.6

Board committees work at the pleasure of the Board and are created or dissolved at the Board's discretion. They do not act independently of the Board or help or advise the Executive Director, staff, or volunteers. These policies do not apply to committees formed under the authority of the Executive Director. The Board may utilize three basic types of Board committees: ad hoc, standing and executive.

4.6.1 **General Board committee policies:** All Board committees are required to adhere to a set of general Board committee policies. These are:

4.6.1.1 Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order to not conflict with authority delegated to the Executive director.

4.6.1.2 Staff may be asked to serve on a Board committee. A staff member asked to serve on a Board committee may not have his or her job adversely impacted by a refusal to serve, an opinion they have, or a decision to remove himself or herself from a Board committee.

4.6.1.3 Creation of Board committees, selecting committee chairs and the appointments of committee members, both Board and non-Board, must be approved by a majority of the Board.

4.6.1.4 The Board will determine the number of individuals needed to successfully accomplish the committee's assigned tasks and responsibilities. Chairs of committee that need to adjust the makeup of their committee must make this request to the Board for approval.

4.6.1.5 Board committees, regardless of type, will only be formed to address a specific responsibility or set of tasks. The Board is responsible for establishing the specific guidelines within which a Board committee must operate. These guidelines are a Board committee's written Terms of Reference (TOR) and will be completed prior to the Board forming a committee.

4.6.1.6 Terms of Reference are the Board's written instructions to guide the committees' actions and goals. TOR, at a minimum, indicate:

- i. Desired outcomes for that committee
- ii. Timelines for accomplishing specific tasks,
- iii. Types and frequency of reporting, and
- iv. Allocated operational resources.

4.6.1.7 TOR will be comprehensive enough to be clear about what the Board desires. Within the TOR the Board will allow for reasonable and appropriate flexibility as well as creative thinking and action.

4.6.1.8 Board committee members agree to honor and work to fulfill the

duties and responsibilities identified in the Board committee's TOR. A failure to do so can result in a committee member being removed. Such a removal requires a majority vote of the Board.

- 4.6.1.9 Board members may be assigned to Ad Hoc Committees; two Board members are required to serve on each Standing Committee. Assigned Board members on any committee are to participate fully in the committee's proceedings with the following norms as guidelines:
- i. Offer information and perspective based on Board policies.
 - ii. Offer skills and expertise relevant to the committee's tasks.
 - iii. Assist the committee chair with communication to the Board (see 2.6.3.d), following the types and frequency detailed in the committee's TOR.
 - v. Remain sensitive, in the spirit of shared stewardship, to not use Board status to influence or over-ride the contributions of other committee members.
- 4.6.1.10 The Board will ensure that all South Carolina statutes governing Board committees are adhered to. Based on SC Code 1976 § 33-31-801 Board committees operating in South Carolina may not:
- i. Authorize distributions,
 - ii. Approve dissolution, merger, or the sale, pledge, or transfer of all, or substantially all, of the Corporation's assets,
 - iii. Select, appoint or remove Board members or fill vacancies on the Board or on any of its committees, or
 - iv. Adopt, amend, or repeal the charter, articles of incorporation, by-laws or any policy approved by the Board.
- South Carolina Code 1976 § 33-31-820 through 824 states that ongoing (standing and executive) Board committees must also adhere to the policies that govern the full Board regarding:
- i. Governance of meetings,
 - ii. Action without meetings,
 - iii. Notice and waiver of notice of meetings, and
 - iv. Voting and quorum procedures and requirements.
- 4.6.1.11 The Board commits to investing in the development of its own governance capacity by ensuring that those serving on Board committees have the skills, methods, and supports needed to assure it can operate with excellence. All individuals appointed to a Board committee for the first time will receive an orientation to allow them to excel.
- 4.6.1.12 The appointed chair of a Board committee is responsible for facilitating the committee's meetings, ensuring that committee logistics are satisfactorily addressed and that all reporting, as identified in the committee's TOR, is made in a timely manner.

4.6.1.13 The Board will establish and implement a Board committee communication system that ensures that both the Board and the Board committees are receiving the information they need in a timely and appropriate manner. This system will be shared as part of the committee member's orientation and will be stated in the committee's TOR.

4.6.1.14 Policies that address conflict of interest and familiarity for the Corporate Board will be applied when making standing Board committee appointments. These policies are found in the Criteria for Board Membership section 2.2.7 and in the Code of Conduct section 2.3.2.

4.6.1.15 At least each quarter, every Board committee will make a report to the Board using the report form provided by the Board; each committee or Chair will choose a Vice Chair/Secretary who will take minutes and will convene the committee when the Chair is unavailable; minutes will be taken at each meeting of Board committees, attached to the quarterly reports and distributed by the Board Secretary with the next Board meeting agenda.

NOTE THAT THIS POLICY WAS NOT ENFORCED FOR THE MASTER PLAN COMMITTEE

4.6.1.16 When creating the Board meeting agenda the Presiding Officer will include committee reports within the consent agenda unless the Board or the Board committee chair has requested a more formal presentation or if the report requires an immediate action or vote on the part of the Board.

4.6.2 **Ad hoc Board committee policies:** All ad hoc Board committees, with the exception of those that are designed to only meet once for a very specific task, are expected to adhere to the general policies listed above (4.6.1 all) as well as those that address ad hoc committees specifically. These are:

4.6.2.1 Ad hoc Board committees help the Board accomplish a specific goal, and once the goal has been achieved the Board terminates its operations. These Board committee policies apply to any ad hoc group that is formed by Board action, regardless of whether it is called a committee and regardless of whether the group includes Board members. Examples of groups the Board may convene include:

- i. Focus groups - a demographically diverse group of people assembled to participate in a guided discussion about a particular topic or issue prior to the Board making a decision or taking action.
- ii. Study groups - a group of people selected by the Board based on their expertise that meet to study an issue or topic with the goal of

reporting their findings or recommendations to the Board.

iii. Planning and action group – a group of people selected to plan an event or activity or to take action based on a decision made by the Board.

4.6.2.2 An ad hoc committee may be dissolved prior to it completing its tasks, based on a vote of the Board.

4.6.2.3 The Executive Committee monitors the progress and addresses the needs of the Board’s ad hoc committees. The Executive Committee will keep the full Board informed of their actions regarding ad hoc committees.

4.6.2.4 Using the TOR and committee reports to determine effectiveness, the Executive Committee will ensure that each ad hoc committee is operating effectively in alignment with the TOR. When this is not the case the Board may at any time choose to revise the TOR, dissolve the committee or make changes in the committee’s membership or chairmanship.

4.6.4 **Standing Board committee policies:** Standing Board committees address issues that are ongoing. Standing committees, therefore, remain in operation year round and from year to year. Standing committees are required to include appointed Board members. All standing Board committees are expected to adhere to the general policies listed above (4.6.1 all) and those that address standing committees specifically. These are:

4.6.4.1 Each standing Board committee is required to have two Board members serving on that committee.

4.6.4.2 When the Board creates a standing Board committee it also assigns the Board members to serve on that committee and selects a non-Board member to serve as chair of the committee.

I BELIEVE WE CHANGED THIS REQUIREMENT SO A BOARD MEMBER CAN SERVE AS CHAIR

4.6.4.3 To reach a quorum for a meeting at least one appointed Board member must be present.

4.6.4.4 The chair (and the appointed Board members)??? on a standing committee will be responsible for making formal, in person, reports to the Board whenever requested.

4.6.4.5 Once a year, at either the annual or mid-year meeting, the Board will assess the work of each of its standing Board committees. The Board will use the TOR and the committee’s reports to determine effectiveness. At that time, Standing Board committees may be:

- i. Confirmed in their charge and composition
- ii. Given revised terms of reference that will address needed changes or improvements,
- iii. Subject to changes in the committee’s composition, or
- iv. Dissolved.

Each year at its annual meeting the Board will inform still active standing committees of their TOR for the upcoming year.

- 4.6.4.6 Dissolving a standing Board committee requires a two-thirds vote of the Board. Dissolution of a standing Board committee will be discussed and voted on; it must be announced to all Board members at least two weeks prior to a meeting where action will be taken.
- 4.6.4.7 Standing Board committee members may be nominated by the members of the committee, reported through the chair, or by Board members, and must be approved by a majority vote of the existing Board.
- 4.6.4.8 If standing Board committee members are approved they are agreeing to serve for a term of four (4) consecutive years with the opportunity to serve a second four (4) year term. At the end of two consecutive terms a standing Board committee member must step down for at least four (4) years.

WHAT ABOUT IF THE BOARD MEMBER IS NO LONGER A BOARD MEMBER DURING THIS PERIOD?

- 4.6.4.9 The Board may fill any standing Board committee vacancy, regardless of reason, for the duration of the unexpired term. The four (4) year term begins after the new committee member has completed any remaining days left from the vacated position before the next annual meeting.

4.6.5 **Executive Committee policies:** The Executive Committee is expected to adhere to the general policies listed above (4.6.1 all) as well as those that address the Executive Committee specifically. The Executive Committee will:

- 4.6.5.1 Not act in a way that circumvents the responsibilities of the full Board.
- 4.6.5.2 Be responsible for overseeing ongoing operations of the Board and act on behalf of the Board during on-demand activities that occur between meetings, notifying the Board immediately of the action needed and taken.
- 4.6.5.3 Is comprised of five Board members: Presiding Officer, Secretary and Treasurer, plus one non-officer Board member appointed annually and the Center Executive director who serves as a non-voting, ex officio member. REDUNDANT; CAN BE ELIMINATED
- 4.6.5.4 Along with its powers, must be identified in the Corporation bylaws. NOT NEEDED IN GOVERNANCE POLICY
- 4.6.5.5 Act in alignment with its Board-approved TOR. WHAT IS THE BOARD APPROVED TOR; ISN'T THIS JUST BUILT INTO THE POLICY?
- 4.6.5.6 Be assessed by the full Board twice a year, at the annual and mid-year meetings. The Board will use the TOR and Executive Committee's reports to determine effectiveness. If the Executive Committee is not meeting the Board's expectations it may:
 - i. Be given revised Terms of Reference that will address needed changes or improvements,

- ii. Be dissolved, or
- iii. Choose to make changes in the committee's membership.

The Board will at this time inform the Executive Committee of its TOR for the upcoming year.

THIS HASN'T BEEN DONE RECENTLY

BOARD MEMBER SELECTION, REJUVENATION AND DEVELOPMENT: 4.7

- 4.7.1 To ensure that the Center's Board operates at the most effective level possible, the Board will select and rejuvenate itself using the following procedures:
 - 4.7.1.1 The Board will be self-perpetuating.
 - 4.7.1.2 The Board may change the number of directors at any time. Although South Carolina law mandates a minimum of three members of a Board, the policy of the Board is that there shall not be less than seven (7) nor more than eleven (11) members.
 - 4.7.1.3 New Board members will be voted on at the FALL special election meeting, and will begin their first four (4) year term at the following January meeting. (NOT ON JANUARY 1?)
 - 4.7.1.4 Each elected Board member will serve a four (4) year term and will have the opportunity to be reelected for a second four (4) year term immediately after the completion of the first four (4) year term; thus, having the potential of serving for eight (8) consecutive years.
 - 4.7.1.5 Any Board member up for re-election will notify the Board in writing of their interest in serving a second four (4) year term by the July regular meeting, and will be voted on at the November special election meeting.
 - 4.7.1.6 After the completion of two four (4) year terms, the Board member is required to wait at least four years before the possibility of reelection for a single additional four (4) year term.
 - 4.7.1.7 Directors will be appointed or reappointed for the ensuing year at the annual meeting except when a director dies, resigns or is removed. This vacated director's position will be filled as soon as practical following the position opening. If the vacated position's unexpired term is two years or less, the person selected to finish that term may be selected to serve an additional two four-year terms. If the vacated position's unexpired term is more than two years, the selected person may only be selected for one additional four-year term.
 - 4.7.1.8 New and reappointed directors must be approved by at least a two-thirds vote of the full Board.

- 4.7.1.9 While off the Corporate Board, former Board members may serve the Center as committee members, as other volunteers or as part- or full-time staff.
 - 4.7.1.10 When sufficient cause exists for the removal of a director from the Board, said director may be removed by a two-thirds vote of the directors then in office. The basis for removal will be determined by the directors then in office on a case-by-case basis. Removal of a Director will be in accordance with the laws of the state of South Carolina. Any proposal to remove a Director shall be stated in the notice of the meeting serving this purpose.
 - 4.7.1.11 The terms of office will be staggered in an attempt to reduce the likelihood that more than twenty-five percent (25%) of the Board will be replaced in any year.
- 4.7.2 The Board commits to investing in the development of its own governance capacity.
- 4.7.2.1 Efforts will be made to ensure the existing members of the Board of Directors and those serving on standing Board committees have the skills, methods, and support needed to assure they can effectively govern.
 - 4.7.2.2 New Board and standing Board committee members will receive orientation.
 - 4.7.2.3 The board will maintain a standing board committee identified as the nominating committee. The committee will assist the board in the completion of an analysis to identify current board needs and member requirements during the summer of each year in which there are board vacancies. The committee will solicit and receive nominations, contact and interview candidates approved by the board, complete the candidate matrix, and present a full report to the board. Candidate resumes and applications will be obtained by the nominating committee and made available to the full board along with the completed matrix. The nominating committee will not nominate candidates, however, based on needs at the time of the analysis the nominating committee may provide names of persons that Board members are asked to consider nominating. Using prior completed matrices, they will also report on those persons who scored high but were not elected in previous years, for the board's re-consideration. Members of the nominating committee will remain objective during the interview process. They are permitted to cast a vote for new Board members during the fall election.

AGENDA PLANNING:

4.8

- 4.8.1 To fulfill its role with a governance style consistent with Board policies, the Board will:
- 4.8.1.1 Create and follow an annual agenda from which subsequent meeting agendas are developed; THIS AGENDA WILL BE PROPOSED BY THE EXECUTIVE COMMITTEE AND VOTED UPON BY THE BOARD
 - 4.8.1.2 Review and revise the annual agenda, if needed, at midyear,
 - 4.8.1.3 Ensure that all Board generated meetings follow an agreed upon protocol that allows for enriched input and deliberation while honoring the importance of time management,
 - 4.8.1.4 Assist Board created committees in their efforts to successfully complete their instructions??? in a timely and effective manner, and
 - 4.8.1.5 Assess the Board, staff and volunteers' success with regards to the mission/goals. HOW IS THIS DONE??
- 4.8.2 **Annual Meeting:** The Center's annual Board meeting will be conducted in January of each year, unless circumstances do not permit this to occur. If the meeting needs to be postponed it will be rescheduled as close to the beginning of the calendar year as possible.
- 4.8.2.1 The annual meeting will be, at a minimum, a two-day event.
 - 4.8.2.2 The annual, midyear and regularly scheduled Board meeting cycle will allow planning and budgeting to be based on accomplishing a one year segment of the Board's most recent statements of long term goals as identified in the mission/goals and the strategic plan.
 - 4.8.2.3 All information to be covered at all meetings and retreats must be received by Board members at least one (1) week prior to the date of the meeting/retreat.
- 4.8.3 While the content of the annual meeting will change from year to year, the elements to be addressed should remain the same. At a minimum, these elements are:
- 4.8.3.1 Conduct year-end assessments
 - i. Board (on a bi-annual basis)
 - ii. Executive director (to include salary adjustments if appropriate; the Executive director will not be present during his or her evaluation) (this is to be delivered by the presiding officer to the Executive Director outside of the board meeting)
- THIS IS DONE ON THE FALL
- 4.8.3.2 Formally appoint and welcome to the Board any new members. New members are not able to vote regarding assessments or during the election of officers.
 - 4.8.3.3 Present budget for upcoming year. (Approved prior to end of the previous calendar year).

- 4.8.3.4 Receive year-end reports of the Executive director, Executive Committee, all standing committees and those ad hoc committees with final report dates in January.
- 4.8.3.5 Review and revise, when needed, Terms of Reference including committee chairmanships and members, for all active committees
 - i. Executive
 - ii. Standing
 - iii. Ad Hoc
- 4.8.3.6 Reaffirm or revise mission/goals
- 4.8.3.7 Determine the Board's meeting calendar for the upcoming year.

Other elements of the annual meeting may include:

- 4.8.3.8 Board development determined to be needed.
- 4.8.3.9 A "town hall" type meeting to gather beneficiary input. DONE IN OCTOBER/FALL RETREAT
- 4.8.3.10 A Board event designed to thank or celebrate a group, committee or effort that excelled in the previous year. NOT NECESSARY

4.8.4 **Midyear Retreat:** The Center's midyear Board meeting will be conducted in June of each year, unless circumstances do not permit this to occur. If the meeting needs to be postponed it should be rescheduled as close to the middle of the calendar year as possible.

- 4.8.4.1 All information to be covered at the midyear retreat must be received by Board members at least one (1) week prior to the date of the meeting.
- 4.8.4.2 The midyear meeting will be at a minimum a two day event.

4.8.5 While the content of the midyear meeting will change from year to year, the elements to be addressed should remain the same. These elements are:

- 4.8.5.1 Review the status of the priorities set at the annual meeting and revise if deemed appropriate.
- 4.8.5.2 Address policy or planning issues or concerns that have surfaced since the annual meeting.
- 4.8.5.3 Revisit the analysis of the mission statement done at the annual meeting.
- 4.8.5.4 Begin the nomination process when new members will need to be appointed at the next annual meeting.

Other elements of the annual meeting may include:

- 4.8.5.5 Board development determined to be needed.
- 4.8.5.6 A Board event designed to gather information relevant to the strategic plan.

4.8.6 **Regularly Scheduled Board Meetings:** In addition to the annual and midyear meeting retreats, the Board will meet a minimum of four (4) times a year as determined by the schedule adopted at the annual meeting. There will be no additional regular Board meeting in the months of the annual and midyear retreat meetings.

4.8.6.1 The Board will use the Center's charter, corporate bylaws, the governance policy manual and the agreed upon meeting norms as operational guidelines for these meetings.

4.8.6.2 These regularly scheduled Board meetings serve as opportunities for the Board to discuss and make decisions on those issues that, according to Board policy, clearly belong to the Board to decide.

4.8.6.3 Deliberation will be fair, open, and thorough, but also timely, orderly, and kept to the point.

4.8.6.4 All information to be covered at a regularly scheduled meeting must be received by Board members at least one (1) week prior to the date of the meeting.

4.8.6.5 The Presiding Officer, or his or her designee, will serve as the meeting facilitator. Using the following agenda format as a general guideline, the regularly scheduled meeting agendas will be created by the Board's Executive Committee with each item numbered and clearly marked if a vote is being requested:

- i. Remembering Meher Baba
- ii. Recognition of a quorum
- iii. Reach agreement to follow the meeting norms
- iv. Consent Agenda
 - a. Approval of agenda
 - b. Approval of minutes
 - c. Executive director's report (those not needing a vote)
 - d. Committee reports (those not needing a vote)
 - e. Informational materials
 - f. Routine correspondence
 - g. Other items where discussion seems to be un-necessary
- v. Guest presentations by individuals/groups invited by the Board to make short presentations on issues or topics (Optional)
- vi. Consideration of any urgent business
- vii. Pending business requiring a decision
- viii. New business for consideration
- ix. Summary of decisions, assignments and timelines made
- x. Remembering Meher Baba and adjournment

4.8.6.6 A quorum to conduct business at any meeting of the Center's Board of Directors will be 2/3 of the number of Board members serving at the time of the vote. Exceptions to this policy are the following that require a 3/4 majority:

- i. Requests to revise the articles of incorporation
- ii. Requests to amend the bylaws

- iii. Mergers
- iv. Sales of assets other than in the regular course of business
- v. Removal of a director

4.8.6.7 A consent agenda is a bundle of items that is voted on, without discussion, as a package. Consent agenda items are routine, procedural decisions, and decisions that are likely to be noncontroversial. The following is the consent agenda procedure:

- i. When preparing the meeting agenda, the Executive Committee determines whether an item belongs on the consent agenda and prepares a numbered list of these items as part of, or as an attachment to, the meeting agenda.
- ii. The list, along with any supporting documents, is included in the Board's agenda package in sufficient time to be read by all members prior to the meeting.
- iii. To begin the consent agenda portion of the meeting the Presiding Officer will ask members what items, if any, they wish to be removed from the consent agenda to be discussed individually.
- iv. If any member requests that an item be removed from the consent agenda, it must be removed. Members may request that an item be removed for any reason. They may wish, for example, to discuss the item, to query the item, or to register a vote against the item.
- v. Once it has been removed, the Presiding Officer can decide whether to take up the matter immediately following the vote on the consent agenda, place it elsewhere on the regular meeting agenda or move it to a future meeting agenda.
- vi. When there are no more items to be removed, the Presiding Officer reads out the numbers of the remaining consent items. Then the Presiding Officer asks for a motion to accept the consent agenda; once seconded, the Presiding Officer calls for a vote of members.
- vii. When preparing the minutes, the Secretary includes the full text of the resolutions, reports or recommendations that were adopted as part of the consent agenda.

4.8.7 **Specially Called Board Meetings:** The Executive Committee, or any Board member, can request that an additional meeting be called to deal with an emergency issue or an issue that should not be held until the next regularly scheduled meeting. When such a request is made, the Presiding Officer will poll Board members to determine if a majority of the Board supports such an action. If so the meeting will be called with an agenda that is limited to only the issue for which the meeting was called.

SECTION 5.0: BOARD - EXECUTIVE DIRECTOR LINKAGE

The success of the Corporation will rest largely on establishing an effective and productive linkage between the Board and the Executive Director. This section identifies the nature of the Board/Executive Director relationship, the accountability of the Executive Director to the Board, monitoring of the Executive Director, and the Unity of Control principle that ensures clarity to Board action relative to the Executive Director.

EXECUTIVE DIRECTOR RELATIONSHIP 5.1

The Executive director shall act in a prudent, ethical, legal and reasonable manner in fulfilling the specified results or ends of the Corporation, Meher Spiritual Center, Inc. and its Vision, Values and Mission/Goals

5.1.1 The Board will guide the Executive director in fulfilling the Vision, Values and Mission/Goals. The Board will limit the latitude the Executive Director may exercise in practices, methods, conduct, and through Executive Delegations policies in section III.

5.1.2 As long as the Executive director uses any reasonable interpretation of the Executive delegations, the Executive director is automatically authorized to establish all further policies, make all decisions, take all actions, establish all practices, and develop all activities. However, the final interpretation of the Executive delegations, and the Vision, Values and Mission is reserved to the Board of Directors; and the Executive delegations must be observed, and the Vision, Values and Mission must be accomplished by the Executive director to the satisfaction of the Board.

5.1.3 The Board may change the Executive delegations policies at any time. But so long as any particular delegation is in place, the Board and its members will respect and support the Executive Director's choices (so long as they are reasonable, prudent, and ethical). This does not prevent the Board from monitoring in the delegated areas.

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ACCOUNTABILITY OF THE EXECUTIVE DIRECTOR 5.2

All authority and accountability of staff and volunteers, as far as the Board is concerned, is considered the authority and accountability of the Executive director.

Accordingly,

5.2.1 The Board will refrain from evaluating, either formally or informally, any staff or volunteers other than the Executive director.

5.2.2 The Board will view Executive director performance as identical to organizational performance, so that organizational accomplishment of the Vision, Values and Mission/Goals (Executive delegations) will be viewed as successful Executive director performance.

5.2.3 In fulfilling his/her role as a steward of the Meher Center, any Board member should feel free to observe or inquire about any facet of Center operations or records. Requests for information and assistance by Board members, acting as individuals in the conduct of Board business, should be honored unless these are seen by the Executive Director as excessive, unreasonable or disruptive, in which case the Board should be notified.

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EXECUTIVE DIRECTOR SELECTION AND DEVELOPMENT 5.3

An Executive director will be selected and developed to ensure the effective and responsible implementation of Board policy.

Accordingly,

5.3.1 The Executive director will be selected based on the following criteria:

- a. An extensive commitment to, knowledge about, and familiarity with Meher Baba, His ways and teachings, and His specific mission for the Corporation and the Center.
- b. Ability to successfully organize and supervise the work of paid and volunteer staff.
- c. Credibility with the Board, staff, and community.
- d. Communication skills in dealing with matters inside and outside the Center.
- e. A high level of responsibility, reliability, and integrity.
- f. Fundamental knowledge and skills for administering a nonprofit corporation.

5.3.2 Understanding that no Executive director will be fully competent in all areas and the evolving nature of the Executive Delegations, the Board is fully committed to the ongoing development of the Executive director through:

- Performance feedback.
- Relevant job-related training.
- Other assistance as needed.

5.3.3 The Board is responsible for determining compensation, assessing and monitoring Executive Director performance, and taking corrective action, including termination when necessary.

5.3.4 The Board will appoint an interim Executive Director should he or she be no longer able to fulfill the required duties.

MONITORING EXECUTIVE DIRECTOR PERFORMANCE

5.4

Monitoring Executive Director performance is synonymous with monitoring organizational performance against Board policies on Vision/Values/Mission/Goals, and on Executive delegations. Any evaluation of the Executive Director's performance, formal or informal, may be derived only from these monitoring data:

- 5.4.1 The purpose of monitoring is primarily to determine the degree to which Board policies are being fulfilled. Information that does not do this will not be considered to be monitoring. Monitoring will be as automatic as possible, using a minimum of Board time so that meetings can primarily be used to create the future rather than to review the past.
- 5.4.2 A given policy may be monitored in one or more of three ways;
 - a. Internal report: Sharing compliance information to the Board from the Executive Director.
 - b. External report: Discovery of compliance information by an independent external auditor, inspector, or individual who is selected by and reports directly to the Board. Such reports must assess Executive Director performance only against the policies of the Board, not those of the external party unless the Board has previously indicated that party's opinion to be standard.
 - c. Direct Board inspection: Discovery of compliance information by a Board member, Board committee or the Board as a whole.
 - d. All reporting by the Executive Director for the purposes of monitoring should:
 - reflect appropriate input from relevant staff, volunteers, committees and individuals.
 - be provided in a manner that meets the Board's informational needs.
 - be presented in a manner that allows this information to be digested as efficiently as possible.
 - be presented in a manner conducive to its value exceeding its burden.
- 5.4.3. Upon the choice of the Board, any policy can be monitored by any method at any time. For regular monitoring, however, each Executive delegation, and the Vision, Values and Mission/Goals will be determined by the Board according to frequency and method.

5.4.4 . At each annual meeting or at such other times annually as the Board designates, the Board will have a formal evaluation of the Executive Director. This review will be a comprehensive evaluation of the Executive director's executive performance relative to the Vision, Values and Mission/Goals, Executive Delegations, and any other factors that the Board deems essential to the Executive director's successful fulfillment of the job.

5.4.4.1 In addition, interim reviews of the Executive director's performance may take place at any time the Board deems necessary.

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POLICY TITLE: UNITY OF CONTROL

5.5

Only decisions of the Board acting as a body are binding on the Executive director.

Accordingly,

4.3.1. Only decisions of the Board acting as a body are binding upon the Executive director. Decisions or instructions of individual Board members, officers, or committees are not binding, except in rare instances where the Board gives specific authorization.

4.3.2. Decisions or instructions of individual Board members, officers, or committees are not binding on the Executive Director except in rare instances when the Board has specifically authorized such exercise of authority.

4.3.2. The Board (individually or collectively) will refrain from giving binding orders to persons who report directly or indirectly to the Executive director.

4.3.2. The only exceptions are the rare emergency situations where no other source of authority is readily available, or in cases of clear violation of Board policy.

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