

# Board Committees Operating Procedures

The Council for the Spanish speaking, Inc., is a nonprofit corporation governed by the state of Wisconsin and subject to all its laws and related constructing litigation.

As a nonprofit organization, it was established, and has evolved, as a community-based organization that operates to meet selected community needs through service and engagement, and it promotes self-sufficiency. It also partners with other organizations and institutions to promote its programs and services and to meet its goals; it collaborates in the economic development of the geographical areas that affect, in particular, the Latino community; and it engages in significant advocacy to promote and protect the interest of Latinos and other poor residents of its target areas.

As a nonprofit organization, the Council also operates in representation of the members of the corporation and the community, its board of directors, and it is ultimately responsible to the community. Its board of directors is accountable to the community served by the organization, and has programmatic and fiduciary responsibility as it steers the organization towards the effective use of resources and accountability to supporters and funding sources. The organization must also function in complete and transparent collaboration with the Management Officer and staff that the board of directors hires to implement the programs, mission and vision of the organization.

To ensure that all board members are well aware of the activities and practices of all board appointed committees; to ensure appropriate protocol in the functioning of committees; and to be very transparent and responsible to all concern, including corporation members, other board members, staff, and community, and funding sources, board appointed committees will adhere to the following:

- Charter:** Each Board Committee should have a charter describing the committee, its functions, its powers, and charge or goals.
- Documentation:** A Board Committee shall have a meeting agenda established in collaboration with the organization's staff; it shall take minutes of its meetings; approve them in future meetings; prepare a written or oral report for the full board; and request staff to maintain a record of its proceedings and actions.
- Notice of Meetings:** A Board Committee shall coordinate all of its meetings with the Management Officer (President/CEO) of the organization. Once meetings and dates are determined, they shall be announced to all members of the board and posted on the organization's web page. All board members, staff and the public shall feel free to attend, but only board appointed board members can vote. If a Board Committee plans to go into closed or executive session, it should state this in their notice and agenda, and explain the purpose of the item(s) that will be discussed in closed session.
- Location of Meetings:** To the extent possible, Board Committee meetings, with proper notification given, shall be held at the premises of the Council. If a meeting must be held in an alternate location, the Board Committee shall explain why this is necessary in its notice to the full board and public.
- Role of Staff:** Organizational staff members are represented in all Board Committees, but do not vote. The Management Officer (President/CEO) shall be a nonvoting member of all Board Committees, serve as a resource, and will designate staff to assist Committee members in their deliberations and to provide the Committee with access to essential information/documents.

**Source:** This document incorporates into one and updates items included in several documents: the Council's Board Training Manual; the CSS Bylaws; board discussions on Governance; the training materials provided by Les Weil; and best practices in the research on the best functioning of boards.