

Welcome!

This manual is designed to answer questions that often arise as you begin conducting Action for Eastern Montana (AEM) business. We hope this manual will be a useful tool for you.

You are a very important member of AEM. As a group we work together to promote the philosophy of Community Action within the state as well as regionally and nationally.

We need your input, your ideas and most of all your enthusiasm to promote the AEM programs.

The AEM Governing Board consists of fifteen (15) members; five (5) Public Official Representatives, five (5) Low-income Representatives, and five (5) Private Official Representatives.

You will have the opportunity to work on committees and make policy decisions that will affect the agency agenda. The current standing committees of the AEM Governing Board are: Executive Committee, Finance Committee and Personnel Committee. The Governing Board may create additional committees for specific purposes when needed.

As a Board member of AEM you may be asked to participate in networking with other state and local agencies with which AEM collaborates.

The central office for AEM is located at 2030 North Merrill in Glendive, Montana. We also have offices in Malta, Glasgow, Sidney and Miles City. Please feel free to call for information or assistance that you may need regarding AEM Governing Board participation or other AEM activities. In the back of this manual you will find addresses and phone numbers for the agency offices.

Action for Eastern Montana Mission/Vision/Values

MISSION

Action for Eastern Montana is committed to strengthening and enhancing the quality of life within the communities it serves by promoting education, advocacy and dignity for achieving independence.

VISION

Action for Eastern Montana will empower people of all ages to build on their dreams, live with dignity and achieve independence.

VALUES

An organization's values are reflected in how its employees perform their duties, how they interact with one another and how they interact with their clients and with the larger community. Values give an organization a reference point from which to measure its success.

WORTH OF EVERY INDIVIDUAL.... AEM believes in the fundamental value of each individual; that all people are deserving of respect. AEM seeks to empower individuals so that they recognize and achieve their full potential.

FAMILY.... Families are the building blocks of society. Individuals learn to relate to one another within families. Families guide children into full participation in society, into becoming successful parents of future generations and create healthy societies for those future generations.

GROWTH AND DEVELOPMENT.... Discovery, learning, growth and change are the means by which individuals and organizations reach their full potential. AEM believes in nurturing self-esteem and self-reliance in our clients and our staff, forming partnerships which build healthy, motivated individuals. Responsibility lies within the individual.

OPPORTUNITY.... AEM empowers families to overcome the barriers which limit their opportunities, to acquire the skills with which to learn and grow, to reclaim their right to dream of a better future and to pursue their share of the best their community can offer.

PARTNERSHIPS.... AEM does not work alone; it is part of a strong, trusting network of community organizations with similar missions and goals.

COMMUNITY.... AEM believes that all people should feel they are a part of their community; that all individuals, families and organizations need to be treated as valuable members of a community if they are to grow and succeed.

INNOVATION.... In our role as advocates for the families with whom we work and in the communities we serve, AEM continually seeks out advances in theory and practice to achieve its mission.

EXCELLENCE.... Giving one's best! We achieve excellence with honesty, integrity, a sense of humor, a sense of enjoyment and an optimistic attitude. **THE ONLY FAILURE IS NOT TRYING!**

Action for Eastern Montana History/Programs

Action for Eastern Montana, Inc. (AEM) is established as a nonprofit corporation under the laws of the State of Montana. The Board of Directors is established as the authority to operate AEM in accordance with the corporation's Articles of Incorporation and Bylaws. AEM has operated human service programs in eastern Montana since 1965. Counties served include Sheridan, Daniels, Valley, Phillips, Roosevelt, Richland, McCone, Dawson, Prairie, Wibaux, Custer, Fallon, Powder River, Carter, Rosebud, Treasure and Garfield. Included in these counties are two Indian Reservations. This area is approximately 48,000 square miles which is larger than Tennessee, Massachusetts and Connecticut combined and is about one-third the state of Montana.

AEM contracts with the following State and Federal agencies to provide services to disadvantaged individuals in eastern Montana: U.S. Department of Housing and Urban Development (Rural Housing and Economic Development); the Montana Department of Commerce; the Montana Department of Labor; the Montana Department of Public Health and Human Services; and the U.S. Department of Health & Human Services. In addition to administering the contracts, AEM also serves as an advocate for the low-income and elderly programs which benefit those individuals. We strive to bring new essential services within reach to those in need, to put control of those services in the hands of people who know best how to administer them and to act as an advocate for those who have been neglected. Due to the extreme rural nature of eastern Montana resources are limited. AEM is one of the very few agencies in rural Montana aware of the human service needs impacting rural eastern Montana.

AEM is the sponsoring agency for community programs geared primarily towards empowering low-income individuals, seniors and families. Programs include: Senior Companions, Home Delivered and Congregate Meals, Ombudsman, Youth Employment & Training, Head Start, Weatherization, Section 8 Housing Assistance, Energy Assistance, Emergency Assistance, and the Emergency Shelter Grants program.

Rental Assistance: The Section 8 Rental Assistance Program assists households with rent. Staff in the seventeen county area perform inspections of the rental units and work with landlords and tenants to meet the housing needs of the participants.

Weatherization: The Weatherization Program has several funding sources including Department of Energy, LIEAP Block Grant, Montana Dakota Utilities and special state grants.

Youth Employment and Training: The Youth Program works to assist participants in their employment and skill development. The Program also addresses parenting, life skills, educational plans, and fatherhood issues.

Low Income Energy Assistance: LIEAP staff coordinate services with a variety of providers to problem solve the energy/heating needs of participating households.

Energy Share of Montana: Households are assisted with their energy/heating needs. A local committee, with membership from the local area, works with staff to assist those who have either exhausted their LIEAP benefits or have not received LIEAP to address the heating/energy needs of the household.

Emergency Food and Shelter Grants Program: These funds are distributed to a variety of organizations in the district to assist homeless families and individuals. Two shelters and emergency service programs are

funded with these funds, as well as food banks which process requests for hotel/motel lodging. The AEM staff act as referral agents to existing providers and provide assistance when no other provider is available. AEM is part of an extensive network of organizations that routinely meet to plan and provide for services to the homeless.

Area Agency on Aging Programs: AEM is the lead agency for the Area I Agency on Aging. AEM provides support to local board to provide services to the elderly population, including congregate meals, home delivered meals, in-home services, legal assistance and other needed services. In addition, AEM provides information and assistance, Ombudsman and Senior Companion Services.






Head Start: AEM operates the Head Start program in four communities; Glendive, Miles City, Glasgow, and Malta, providing literacy, fatherhood services, family support services, child development, nutrition and health services to 149 children and their families.

AEM is the only organization that provides critical support to the family as a unit. It is extremely supportive of community-based initiatives that impact families. We provide services from preschool to retirement in cooperation with other providers to help families stay together and improve the conditions in which they live.

Basic Responsibilities of the Governing Board

A healthy board focuses outward, upward, and forward. The board defines the goals the organization should achieve and the results and impacts it wants to bring about. It has both clarity of purpose and a strong sense of mission.









A healthy board spends time defining its role in developing and implementing strategies to achieve agency goals. It maintains a strong oversight role, yet avoids micro-managing the agency. A healthy board's work plan includes:

-  Mobilizing the media, the community, elected and appointed officials, and other elements on behalf of the agency mission;
-  Mobilizing new resources to assist low-income clientele;
-  Identifying policies and activities in other organizations that have a negative impact on low-income people and take steps to change them;
-  Seeking to create new relationships with other organizations that will benefit low-income people;
-  Enhancing its influence where it has little or no power (legislature).

The board sets broad goals...directs the CEO to reach those goals...the CEO organizes the work of the staff to achieve the goals.

Board Member Commitment




Serving as a board member of AEM requires a very special commitment. To meet that commitment, a board member expected to:

-  Ensure adherence to AEM's mission;
-  Attend and actively participate in all board meetings and notify the CEO or Board Chairperson of anticipated absence;
-  When absent from a meeting, review minutes of the missed meeting;
-  Do your homework to be prepared to participate fully in board and committee meetings;
-  Act only with the full board, not individually unless authorized to do so by the full board;
-  Speak for the full board only when the full board sanctions doing so;
-  Actively advocate for AEM in your community.
-  Maintain utmost confidentiality and professionalism.







Individual Board Member Legal Responsibilities

The legal obligations of board members are succinctly defined: *“To avoid individual liability you must operate in accordance with the principle that you act as a reasonably prudent person, and use the principle of good faith.”*

The reasonably prudent person avoids:

-  **Mismanagement.** This is defined as failure to follow fundamental management principles, e.g., failure to ensure that planning occurs; failure to review reports to identify problems.
-  **Nonmanagement.** This is defined as failure to use existing opportunities for good management, e.g., failure to use available control systems, such as periodically checking to make sure that existing fiscal, personnel, and other systems are being used.
-  **Self-dealing.** This is defined as board members voting on decisions from which they may receive possible unfair personal gain. Let the record show that you abstained from voting on anything that might benefit you or a relative or a friend.

The principle of good faith states that board members should:

-  Attend board and committee meetings regularly.
-  Have a thorough knowledge of the organization's articles and bylaws.
-  Heed organizational affairs and keep informed of general activities.
-  Ensure that minimum legal/technical requirements are met.
-  Avoid any semblance of self-dealing.
-  Make no financial gain except as may be provided for in the bylaws.

Governing Board Membership

The AEM Governing Board consists of fifteen (15) members; five (5) Public Official Representatives, five (5) Low-income Representatives, and five (5) Private Official Representatives.

This is referred to as a *Tri-partite Board* and is required by the Community Services Block Grant (CSBG) Act of 1981 which is a federal funding authority for Community Action Agencies (CAA).

Composition of Directors. The Directors shall be divided into three (3) groups as follows:

- (a) Public Official Directors. One third (1/3) of the Directors shall be Public Official Directors. The individuals appointed as Public Official Directors shall represent either elected or appointed public officials with general government responsibilities or responsibilities which require them to deal with poverty-related issues. The Public official must hold position on the date of selection to the Board, however, he or she may continue to serve the remainder of his or her term as a Director even if it extends past his or her term of public office.
- (b) Low-income Representative Directors. At least one-third (1/3) of the Directors shall be Low-income Directors. Low-income Directors need not, themselves, be low-income, so long as they are representatives of the low-income residents served by the Corporation. The Board of Directors shall approve a procedure for the democratic selection of Low-income Directors to be carried out by the Chief Executive Officer of Action for Eastern Montana.
- (c) Private Sector Directors. The remainder of the Directors shall be Private Sector Directors.
- (d) Because of the Head Start Reauthorization act of December 12, 2007 Action for Eastern Montana is required to seat as voting members of its Board individuals who meet the following requirements as put forth by Public Law 110-134:
 - 1) Not less than 1 member shall have a background and expertise in fiscal management or accounting.
 - 2) Not less than 1 member shall have a background and expertise in early childhood education and development.
 - 3) Not less than 1 member shall be a licensed attorney familiar with issues that come before the governing [Board].
If a person described in items 1, 2, or 3 is not available to serve as a member of the governing [Board], the governing [Board] shall use a consultant, or another individual with relevant expertise, with the qualifications described in items 1, 2, or 3, who shall work directly with the governing [Board].
 - 4) Head Start Representatives shall be two (2) *parents* of children who are currently, or were formerly, enrolled in Head Start programs; and who are selected for their expertise in education, business administration, or community affairs.
- (e) As a result of the above requirements in item (d) these five (5) individuals shall all traditionally be seated as Private Officials. This is necessary due to the fact that the Private Official segment of the Board is selected by the Board, thus the Board is able to

specifically select individuals that will allow them to keep the Board in compliance with Public Law 110-134.

However, the Head Start-required positions may be filled by any member of the Board. If these positions are filled by a member of the Board serving as a Public Official or as a Low-Income Representative, the Governing Board shall have the ability to fill the Private Official seats with individuals that the Board feels would best help Action move forward in fulfilling its mission and purpose.

In order to maintain Action's CHDO certification, no more than 1/3 of the Governing Board may be elected officials, or be employed by any organization funded in whole or in part by federal, state or local funding.

Governing Board Elections

Governing Board Elections and Nominations

Board members shall be selected in the following manner:

Public Official and Private Sector Board Members.

The Board of Directors shall elect representatives to serve as Public Officials and Private Sector Directors from those individuals nominated by the appropriate Board nominating committee. The nominating committee for Public Official Representatives will be all currently-seated Board Members except for the currently-seated Public Officials. The nominating committee for Private Sector Board Members will be all currently-seated Board members except for the currently-seated Private Sector Board Members. For the Private Sector positions, it should be noted that these seats are traditionally used to fulfill the Head Start-required positions; however, the Head Start positions may be filled by any member of the Board. If a Head Start position is filled by a Public Official or a Low-Income Representative, the Governing Board's Low Income Representatives and Public Officials shall follow the same procedure of nominating as they would to nominate a Head Start-required person to fill a Private Official seat.

When the Board needs to fill a position that is designated for parents of current or former Head Start Parents the nominating committee will have names provided to them by the Head Start Policy Council in June of the year in which Private Sector Representatives are up for election.

Nominations shall occur in July of the necessary election years for Public Officials and Private Sector Board Members.

Elections shall occur every year in August to fill all terms that are expiring.

Low-income Representatives

Low-income Representatives are nominated and elected by Action for Eastern Montana's Section 8 clients.





In May of the year in which Low-income Representatives are to be elected Action for Eastern Montana will send a letter out to Action's Section 8 clients (along with a self-addressed return envelope) asking them to nominate an individual or individuals from Action's service area that they feel would be a good representative for low-income issues facing Action's Board. The Section 8 clients will also be provided a list of Action's current Low-income Representatives so that they know who is currently on the Board. One of the choices on their nomination ballot will be "I wish to keep all of Action's current Low-income Representatives on its Board". If the majority of people who return the nomination ballots select this option no further action will be taken and the current Low-income Representatives will be retained. If the majority do not choose this option a ballot consisting of the names that the Section 8 clients did nominate will be compiled and sent back out as the final ballot and the Section 8 clients will then be able to elect five names from off of the ballot. In the event of a tie, Action's Board will cast confidential votes regarding the tied names. If a currently-seated Board members is one of the individuals in the tie situation they must not participate in any Board discussions or elections relative to this situation.

Terms for Governing Board representatives shall be on a rotating schedule as follows:

- 2014- Low-income Representatives
- 2015 – Public Officials
- 2016 – Private Officials
- 2017 – Low Income Representatives
- 2018 – Public Officials
- 2019 – Private Officials

Board Member Rights

Members of the AEM Board are granted certain specific rights. All Board members have the right to:

-  Receive notice of board meetings and the agenda;
-  Attend and participate in board meetings;
-  Examine meeting minutes, financial statements and program information and statistics;
-  Place items on the board meeting agenda at the appropriate time.

Open Meetings. Montana open meeting law requires that all board meetings of Action for Eastern Montana shall be open to the public. 2-2-203, Montana Code Annotated. The public's right to attend meetings of Action is also grounded in the Montana constitution, which provides that "No person shall be deprived of the right to examine documents or to observe the deliberations of all public bodies or agencies of the state government and its subdivisions, except in cases in which the demand of individual privacy clearly exceeds the merits of public disclosure" and that "the public has the right to expect governmental agencies to afford

such reasonable opportunity for citizen participation in the operation of the agencies prior to the final decision as may be provided by law. Montana Constitution Article II – 8 & 9. There should be reasonable notice under the circumstances to permit public participation. All regular meetings of the Board will have a public notice of five (5) days. For special meetings of the Board 48 hours notice will be given unless there is a health and safety emergency where the Board needs to meet with no public notice available.

(a) What Meetings Must have a Public Notice?

1. Any “convening of a quorum of the constituent membership,” whether corporal (face-to-face) or by means of electronic equipment, to hear, discuss, or act upon a matter over which the organization has supervision, control, jurisdiction, or advisory power. This includes regular meetings, special meetings, meetings intended to be closed, and meetings between the Board and its staff (2-3-202, Montana Code Annotated).

2. Any board-appointed committees and subcommittees meeting to conduct organization business. 2-3-203(5), Montana Code Annotated.

3. Public meetings can be recorded or videotaped by any member of the public: no notice is required. 2-3-211, Montana Code Annotated.

Specific Notice Requirements When Convening in Executive Session.

1. The Board must follow all notice requirements applicable to open meetings when convening in executive session. (See Article IV Sections 11 and 12 of these by-laws).
2. The agenda should be formulated in such a way to protect the privacy interests justifying an executive session. Use of case numbers or agenda item numbers, etc.
3. In addition to the responsibilities of notice applicable to open session meetings, the Board has an additional responsibility of individual notice to any individual who will be discussed in executive session. *Goyen v. City of Troy*, 276 Montana 213, 915 P.2d 824 (1996). *Goyen* involved the right to waive individual privacy in 2-3-203, Montana Code Annotated, and instructs that the right is meaningless unless the person about whom the discussion pertains is notified in advance of the discussion and given an opportunity to waive individual privacy thereby having the discussion held in open session.

(g) Closure of meetings. All meetings, including Board Committee meetings, are open unless closed for a specific purpose. Allowable purposes to close are:

1. During the time the discussion relates to a matter of individual privacy and then only if the presiding officer determines that the demands of individual privacy clearly exceed the merits of public disclosure. If the party with the privacy interest waives his or her right of privacy, the meetings must be held in open session. Montana Constitution Article II Section 9.

2. Discussion of strategy to be followed with respect to litigation between a private party and the organization.

(h) Individual Privacy

1. Cases in which the demands of individual privacy have been found to clearly exceed the merits of public disclosure:

a. Performance evaluations (*Missouliau v Board of Regents*, 207 Montana 513, 675 P.2d 962 (1984)).

b. Grievance seeking discipline of administrators. (*Flesh v. Joint School District No. 2*, 241 Montana 158, 786 P.2d 4 (1990)).

c. The family health, personal finances, weaknesses, personal opinions, beliefs and attitudes of employees or applicants for employment. (*Missouliau*, 207 Montana 513, 675 P.2d 962).

2. Closure for personal privacy reasons does not mean the person discussed cannot be present. There is no basis to exclude the person about whom the discussion centers. An employee has the right to be present during board deliberations regarding his or her future with the employer. (*Jarussi V. Board of Trustees*, 204 Montana 131, 664 P.2d 316 (1983)).


3. Where there are competing rights, i.e. an employee wants a disciplinary hearing open, but individuals testifying want privacy, the Board must weigh each person's right in accordance with the law, and close those portions of a meeting during which the discussion affects a protected privacy interest.


4. All actions taken during public meeting will be made a matter of public record but care will be taken to keep private matters private by carefully wording public actions so as to not disclose the individuals discussed.


a. Minutes for closed meetings may, but are not required to, be kept; however, because these meetings often address personnel issues, it is a good idea to keep minutes of closed meetings. Since the public's right to examine public documents does not extend to cases where the demands of individual privacy clearly exceed the merits of public disclosure (Montana Constitution Article II Section 9), these minutes should be sealed and maintained separately. References may be made to their existence in the public minutes (see Article IV Section 12(h)(4) above).


Board Member Conflicts of Interest





Board members have a duty to subordinate personal interests to the welfare of the organization and those we serve. Conflicting interests can be financial, personal relationships, status or power.

 All Board members and employees are prohibited from receiving gifts, fees, loans, or favors from suppliers, contractors, consultants, or financial agencies which obligate or induce them to compromise their responsibilities to negotiate, inspect or audit, purchase or award contracts on behalf of the organization.

 Board members and employees are prohibited from knowingly disclosing information about AEM to those who do not have a need to know or whose interest may be adverse to AEM, Nor may board members or employees in any way use such information to the detriment of AEM.

 Board members and employees may not have a significant financial interest in any property which AEM purchases, or a direct or indirect interest in a supplier, contractor, consultant or other entity with which AEM does business.

 No board member or policy group member may be a permanent employee of AEM. Nor can a board members immediate family be employed by AEM.





-  Since it is impossible to cover all potential conflicts, board members and employees are expected to be alert for and avoid situations which might be construed as conflicts of interests.
-  Any possible conflict of interests on the part of any board member should be disclosed to the other board members and made a matter of record.
-  A board member having a conflict of interests or possible conflict of interests should not vote or use his/her personal influence on the matter, and he/she should not be counted as part of a quorum for the meeting. The minutes of the meeting should reflect that a disclosure was made, that the board member abstained from voting and that they were not counted in determining a quorum.
-  These restrictions should not be construed as preventing the board member from briefly stating his/her position in the matter, nor from answering pertinent questions of other board members, since his or her knowledge could be of assistance to the deliberations.

Competition

A board member may not use his or her position on the Board to prevent AEM from competing with the board member's business. It is expected that board members, even after they complete their board service, will not use client lists or other confidential information acquired by virtue of being a member of the board.

Removal of Board Members

The AEM Governing Board has authority and responsibility to remove board members who fail to perform the expected duties of a board member. A board member may be removed from the board due to:

-  Negligence of board duties and responsibilities;
-  Failure to attend board meetings regularly;
-  Illegal activity as a member of the board;
-  Acting in a manner detrimental to AEM.

A Board Member may be removed with a two-thirds (2/3) majority vote of all currently serving board members. The motion to remove will state clearly and specifically the cause for removal.

Compensation

Board members will not be compensated for service on the AEM Board. Board members will be accorded reimbursed expenses at the same rates accorded the AEM staff as stipulated in the AEM Personnel Manual. Claimed expenses must be documented on an AEM Travel Claim form. No expenses will be reimbursed for friends or relatives accompanying a board member on AEM business. No expenses will be reimbursed for non-AEM business travel or for extension of stay beyond completion of AEM business.

At the discretion of the Board of Directors some expenses may be deemed unreasonable, unnecessary or extravagant. Such charges will be considered personal and not reimbursable.

Board Correspondence







Correspondence from the board will be approved by the entire board or the Board Chairperson. All written correspondence from the board will go out with the Board Chairperson's name/signature and will be written on AEM letterhead. Use of AEM letterhead is limited to official agency business only.

Individual board members may not speak to the public or the media on behalf of the board unless authorized by the board to do so.

When speaking about the organization or about a board action, board members must be careful to clarify when their remarks represent personal opinion and when their remarks represent official board position. Board members must be aware that they are always seen as a board member even when they designate comments as personal.

Staff or Public Concerns

If a board member is contacted by a staff member, client or private citizen who has a concern or complaint about AEM or persons working at AEM, the board member will adhere to the following procedures:

-  Listen to the person's concern;
-  Explain that the board and management have established a process for handling concerns or complaints and that the first step in that process is to discuss the concern with the person immediately responsible and refer them to that person;
-  If they have a more general concern refer them to the appropriate Program Director or the CEO;
-  Assure them that the CEO will be informed of their concern;
-  Inform the CEO of the concern or complaint.
-  Refer AEM staff members to **Section 166 'Problem Resolution'** in the agency Personnel Manual.

Legitimate complaints on the part of the public or AEM clients may occur. Complaints must be addressed immediately so a solution can be found. Any private citizen/client must be provided the means to file a complaint. Complaint forms may be requested from the administrative office in Glendive. All complaint forms must be signed by the person bringing the complaint. The nature of the complaint must be clearly stated as well as the relief being sought by the complainant.

Remember that individual board members have no power or authority to speak or act for the full board.

Board Meetings

Regular meetings of the AEM Board will be held a minimum of two (2) times each quarter at the administrative offices in Glendive or at such place as the Board Chairperson may determine. The board will determine day, date, time of each regular meeting at the preceding board meeting and the Board Secretary will set forth in the minutes of the meeting.

Staff members will attend board meetings at the invitation of the CEO.

A record of all board actions will be set forth in the minutes of the meeting. Minutes will be kept on file in the administrative offices of the organization. The Board Secretary will be custodian of the minutes.





Meetings of the AEM Board will be governed by the parliamentary rules as outlined in “The Modern Rules of Order: A Guide for Conducting Business Meetings”, by Donald A. Tortorice.

Governing Board Officers

Officers of the Governing Board consist of the Chair, Vice Chair and Secretary. Officers are appointed at the annual meeting in August and serve for one (1) year. They are eligible to run for re-election in subsequent years. No officer will have the authority to speak or act on behalf of the board other than that authority specifically granted in the AEM Board Bylaws or by majority vote of the Board of Directors.

If a vacancy occurs in any office because of resignation, death, ineligibility to hold office, or formal removal by the board, the board will proceed to fill the vacancy as soon as possible.

The AEM Board has the authority to remove any officer from that position. Officers may be removed from office for:

-  Gross or willful neglect of the duties of the office;
-  Lack of public support for the AEM mission, staff or programs;
-  Failure to inform the board about issues that might impact board decisions;
-  Failure to report a possible conflict of interest.

Any officer may be removed by a two-thirds (2/3) majority vote of directors present at a regular or special board meeting at which a quorum has been established.

Chairperson: The board chairperson will collaborate with the CEO to prepare board meeting agendas, preside at board meetings, appoint committees and committee chairs, sign official documents and represents the board in public and official capacities as instructed by the board. The chairperson also serves as chair of the Executive Committee.

Vice-Chairperson: The board vice-chairperson presides at board meetings in the absence of the chair and assumes the office of the chair when the Board determines that the chairperson can no longer serve. The Vice-Chairperson also serves on the Executive Committee.

Secretary: The board secretary will oversee the records of the board, including meeting minutes, Articles of Incorporation, bylaws and historical documents. The Secretary may also be required to sign notes, contracts or other official agreements on behalf of the corporation and at the direction of the board.

Committees

It is the purpose of any committee to assist the board to carry out its duties more efficiently. A board committee is not designed to do staff work. Committees will investigate, deliberate and analyze special issues on behalf of the board. Committees will be expected to report their work to the full board on a regular basis. Each committee will be expected to make recommendations to the board; such recommendations will be made by a member of the committee in the form of a motion at a board meeting.

Any board committee will have only the authority specifically delegated to it by the board. Functions of each *standing committee* are listed below; functions of any other committee established by the board will be recorded in the minutes of the meeting at which the committee was established.

The Board Chairperson will appoint the chairperson of each committee and all committee members, taking into consideration the preference of the board member for committee assignment. Board members will be polled as to their committee preference.

In the event there are not enough qualified, willing, available board members to serve on the various committees the Board Chairperson may appoint non-board members.

Standing Committees

Executive Committee

The Executive Committee is composed of the Chair, Vice Chair, and three (3) at-large board members, one of which will be a member of the Finance Committee. This committee manages the business of the organization to the extent determined by the board. It should act only in intervals between meetings of the full board and at times as directed by the board. Usually used in emergencies when a quorum of board members cannot quickly be brought together. The CEO serves in an advisory capacity to this committee.

Finance Committee

The Finance Committee shall be composed of no less than three (3) Board members appointed by the Board Chair and approved by a majority vote of the Board. This committee considers the details of budgets, monitors the organization's financial condition and reports to the Governing Board. It ensures that the organization employs generally accepted accounting principles based upon uniform accounting procedures. It is cognizant of and seeks out additional available funds. The CEO and Chief Financial Officer serve in an advisory capacity to this committee.

Personnel Committee

The Personnel Committee is composed of three (3) at-large board members. This committee establishes policies and procedures regarding salaries, fringe benefits, hours, and working conditions that permit employment and retention of quality staff and foster high productivity and quality services. The CEO and Human Resources Director serve in an advisory capacity to this committee.










Annual Agency Audit

Action for Eastern Montana has an annual audit conducted at the end of each fiscal year and makes a formal presentation to the Board of Directors. The agency does an RFP (Request for Proposal) every five years to assure that that we are receiving objective, unbiased audits.

Annual Board Self-Evaluation

The Action for Eastern Montana Governing Board will conduct an annual self-evaluation. A Board evaluation gives members a chance to discuss board shortcomings and set achievable goals for improvement. Evaluations not only identify core problems, they also reenergize a Board and point out things it is already doing well. Once the evaluation process is completed, the results can be built into the work plan for the

coming year. All Board members are required to participate in the evaluation process. The purpose of the Board self-evaluation is as follows:

-  Clarify what Directors expect of each other;
-  Review and renew the Board's sense of purpose and mission;
-  Develop agreement on specific organizational priorities;
-  Improve the effectiveness of Board meetings;
-  Pinpoint organizational problems needing corrective action;
-  Improve the composition of the Board;
-  Heighten the quality of Board information;
-  Determine Board training needs;
-  Enhance recruitment techniques for future Board members.

All board members will annually complete a self-evaluation questionnaire. The questionnaires will be distributed at a regular Board meeting. The results will be tabulated and presented at the next regular Board meeting. The Board will discuss the results and incorporate those results into the agency strategic plan.

All Governing Board members will annually sign the AEM *Code of Conduct* and review its contents.

Results-Oriented Management and Accountability ROMA

ROMA is an approach to management which builds accountability into the daily activities of employees and the daily operations of the organization. ROMA provides a means for organizations to continually evaluate the effectiveness of their programs and plot a course for improvements in agency capacity and performance. ROMA was created to respond to the Government Performance and Results Act (GPRA) of 1993 which requires that federally funded programs demonstrate measurable outcomes. In August of 1994, the Director of the Office of Community Services (OCS) chartered the Community Services Block Grant (CSBG) *Monitoring and Assessment Task Force*. The task force created six broad goals and a list of direct measures to be used by the Community Action Network when responding to GPRA. Two goals emphasize family level outcomes, two goals emphasize community level outcomes and two goals emphasize agency level outcomes:

- 1) Low-Income People Become More Self-Sufficient. (Family Level)
- 2) Low-Income People, Especially Vulnerable Populations, Achieve Their Potential by Strengthening Family and Other Supportive-Systems. (Family Level)
- 3) The Condition in Which Low-Income People Live Are Improved. (Community Level)
- 4) Low-Income People Own a Stake in Their Community. (Community Level)
- 5) Partnerships With Providers of Services to Low-Income People are Achieved. (Agency Level)
- 6) Agencies Increase Their Capacity to Achieve Results. (Agency Level)

The spirit of ROMA is succinctly captured in the following statement from the federal Information Memorandum #49 (which can be viewed at: <http://www.roma1.org>):

The most successful community Action Agencies have come to understand that Community Action not only survives, but thrives, when it engages in continuous self-examination. Our "star players"

ask and answer, again and again:

Why are we here? Who are we helping? What are we helping them to become? How will we know and describe success, both theirs and ours?

CEO

The CEO is designated as the corporate agent having the authority to sign all document and to obligate the corporation except where prior Board approval is required. The CEO is designated as the Registered Agent for the corporation. The CEO is empowered to seek legal counsel as he/she may deem necessary.

The Board Expects Its CEO To	The CEO Expects The Board Will
Serve as Chief Operations Executive of the organization.	Provide council and advice giving the benefit of its judgment, expertise, and familiarity.
Serve as professional advisor to the Board.	Consult with the Executive on all matters which the Board is considering.
Recommend appropriate policies for consideration.	Delegate responsibility for executive functions.
Implement the policies adopted by the Board.	Refrain from handling administrative details.
Keep the Board fully and accurately informed regarding the organization's programs.	Make the Staff responsible to the CEO.
Develop a budget in connection with the Finance Committee. Keep the Board up-to-date on budget issues.	Share all communication with the CEO.
Interpret the needs of the programs and present professional recommendations on all problems and issues considered by the Board.	Provide support to the CEO and Staff in carrying out their professional duties.
Recruit and supervise the best personnel and develop a competent Staff.	Support the CEO in all decisions and actions consistent with policies of the Board and the Standards of the organization.
Assist the Board in developing and conducting community information programs.	Hold the CEO accountable for supervising the organization. Evaluate the work of the CEO.

CEO Hiring

In the event a vacancy for the position of CEO occurs, the current CEO, if available, will be responsible for posting the position and will follow the Hiring Procedures outlined in the Director's Manual (*procedure #101*). If the CEO is not available, the Human Resource Director will be responsible for the posting. In addition to placing the posting in the appropriate newspapers and with the Job Service it will also be placed on the Community Action Partnership Website at <http://www.communityactionpartnership.com/jobs.asp>.

In the event that there are numerous applicants, or the CEO is not available to screen applicants, the Board Chair will appoint Board members to a screening committee to screen the applicants. The CEO, if available, will prepare both the supplemental questions (to be sent out with the application packets) and the interview questions. If the CEO is not available to prepare these questions, the screening committee will be responsible for preparing both the supplemental questions and the interview questions.

The Board will determine who will make up the interview team. The interview team should ideally include Board members, the Chief Financial Officer, the Human Resource Director and 1-2 Program Directors (provided they are not applying for the position).

Prior to the interviews, the CEO or a member of the screening committee will provide an overview of the interviewing process and procedures. It is very important that each candidate be interviewed by the same interview team and that the interview team adheres to the same procedures to ensure that each candidate is treated fairly and equitably. The Board will determine what checks will be completed (reference, background, credit) and will inform each candidate that these checks will be conducted if they are selected for the position.

After the interviews have been conducted, if the Board is interested in offering the position to one of the candidates they will determine how that offer will be presented and who will do the reference checks. The Human Resource Director will do the background and credit checks.

If a new CEO is not hired before the current CEO becomes unavailable the Board will choose a current agency Director to act as Interim CEO.

Schedule of events for Board action and oversight
Things that take place at the time of joining the Board:
Sign off on the reception of the WIPFLI Board training DVD
Sign off on the reception of the Bylaws
Sign off on the reception of the Board Manual
Sign off on the Code of Conduct and Conflict of Interest documents
Sign off on orientation within the first six months: This will include a training on how to understand the financial documents; a review of the Bylaws and Board Manual; a review of the Conflict of Interest and Code of Conduct statements; a review of the ROMA Workplan and Progress Report; a brief overview of the Fiscal Manual (especially relating to matters requiring Board approval); a brief overview of Action's programs; a brief overview of Action's organizational structure and service area; and a brief overview of the history of Community Action and Action for Eastern Montana.
Things that take place on an ongoing and as-needed basis:
Review and approval of changes to the Personnel Manual - all changes must be approved by an attorney
Review and approval of changes to the Fiscal Manual
Review and approval of every agency contract or contract amendment/task order
Review and approval of all changes to the Strategic Plan
Things that take place every year:
CEO Evaluation
Approval of the CEO Compensation
Review and Approval of the CEO Succession Plan
Board sign-off on the Code of Conduct and Conflict of Interest statements
Seating of one-third of the Board based on the approved schedule
Election of Board Officers
Review of the Strategic Plan and its progress
Review and approval of any changes to the Fiscal Manual
Review and approval of the agency audit
Review of any funding source monitoring reports that are made available that year
Review of the agency outcomes as reported on the ROMA Progress Report and IS Report
Things that take place every two years (years 2015, 2017, 2019, etc):
Creation of the Strategic Plan
Approval of the ROMA Workplan
Review and sign off on the reception of the Bylaws
Review and sign off on the reception of the Board Manual
Review and approval of the Community Assessment data (i.e. survey data, focus group/listening sessions)
Review and approval of key demographic data for the service area
Things that take place every three years (2015, 2018, 2021, etc):
Review of the Personnel Manual
Things that take place every five years (2015, 2020, 2025, etc):
Review and approval of the mission
Have an attorney review the Bylaws
Have an attorney review the Personnel Manual

**ACTION FOR EASTERN MONTANA
JOB DESCRIPTION
CEO**

This position is organized into major areas of responsibility with the duties detailed under each area. The job description is the basis for classification and pay, recruitment and selection, and performance appraisal.

Each position must have a job description that is developed for the position not the individual. The supervisor will review this job description with the employee upon hiring. Management may revise this description if there are substantial changes in the duties or if management feels there is a need for an update. If this occurs, the employee will have an opportunity to provide input.

JOB TITLE: CEO

FLSA STATUS: Exempt

IMMEDIATE SUPERVISOR: Governing Board Chair

SUPERVISION EXERCISED: Directly Supervise 10 FTE Program Directors/Administrative Personnel; Indirectly Supervise additional 75+ Agency Personnel.

SALARY RANGE: Grade 26

The following statements are intended to describe the general nature and level of work being performed. They are not intended to be an exhaustive list of responsibilities, duties and skills required of personnel so classified.

GENERAL STATEMENT OF DUTIES:

This position has responsibility for the overall management and operation of the organization including financial and personnel management, implementation of Board directives and policies and creation and ongoing development of a team-based learning organization. This position is responsible for taking a leadership role in creating and maintaining a high performance organization. Work is oriented toward achieving the organization's goals and objectives through the development of new strategies and resources. The CEO customarily and regularly exercises discretionary authority and serves at the will of the Governing Board.

MINIMUM QUALIFICATIONS:

A Bachelor's Degree in Management, Business Administration, Public Administration or Human Services. A minimum of four (4) years of validated work experience in management, supervision and/or human services or equivalent combination of education and experience. Budget and organizational skills required. Experience in community relations/public affairs/public

information. Grant-writing experience preferred. Knowledge of the mission and goals of Community Action Agencies.

ESSENTIAL FUNCTIONS:

Program Development and Oversight

- Responsible for the development and evaluation of programs, including the strengthening of existing programs, the phasing out of completed or ineffective programs and/or the development of new programs.
- Effectively negotiate, implement, and monitor contracts between agency and public or private organizations.
- Develop and oversee operating budgets.
- Approve expenditures for agency programs, ensuring appropriateness, allowability and accuracy.
- Facilitate the agency service area Needs Assessment and help develop and execute agency program goals and objectives based on that assessment and recommend necessary program changes (ROMA).
- Facilitate agency strategic planning and provide leadership for that planning.
- Oversee the Commodity Supplemental Food Program. (this is a new addition)

Staff Supervision and Training

- Responsible for the design and implementation of effective staffing structure for agency and programs.
- Responsible for the hiring and firing of personnel.
- Resolve personnel issues when necessary.
- Assure that Program/Department Directors conduct their supervisory responsibilities.
- Annually complete Performance Evaluations for Administrative/Program Directors.
- Annually review and update Administrative/Program Director job descriptions.
- Responsible for the development of training programs for staff, Board.

Agency Oversight/Fiduciary Duties

- Responsible for guiding staff in mission of agency.
- Assess the organization's financial status.
- Responsible for an appropriate and effective agency accounting system.
- Ensure compliance with all pertinent federal, state and local laws, contractual obligations, rules and regulations regarding programs and 501(c) 3 requirements.
- Responsible for an appropriate and effective computer network system.

Development of Agency Policies and Procedures

- Develop personnel policies for Board consideration and approval.
- Develop procedures to administer personnel policies.
- Develop fiscal/administrative policies for Board consideration and approval.
- Develop procedures to administer fiscal/administrative policies.

- Develop agency policies for consideration and approval of the Governing Board.
- Develop procedures to administer agency policies.

Personal Relations, Communication and Coordination

- Initiate and maintain effective communication with community agencies and groups, local, state, and federal governments, appropriate state and federal agencies, and the public at large.
- Maintain effective communication and coordination with all agency funding sources and potential funding agencies.
- Serve as an advocate for the agency, programs and communities served.
- Participate in and report at agency meetings such as annual meeting, Directors meetings, and staff meetings.

Board Coordination and Communication

- As Board Liaison responsible for keeping the Board well informed and knowledgeable about the agency's operations.
- Ensure implementation of Board decisions, policies, and strategy.
- Assure Board compliance with Board Bylaws and Board Policies and Procedures Manual.
- Facilitate annual Board Self-Evaluation.
- Facilitate Board annual meeting.
- Assure Board nominations and elections are timely and comply with Community Action mandates and Board Bylaws.

KNOWLEDGE, SKILLS AND ABILITIES:

- Knowledge of and experience with public and private community, State and Federal agencies and resources.
- Ability to work effectively under pressure
- Ability to analyze complex information, define and solve problems.
- Ability to keep abreast of changes and properly interpret federal, state, local and other relevant laws, rules, regulations and guidelines.
- Ability to work effectively with a wide-range of individuals, especially the low-income population.
- Ability to supervise and provide effective leadership and direction to Agency staff and volunteers.
- Ability to work independently and with others, exercising a high degree of tact, judgment and confidentiality regarding individual needs.
- Ability to gather and analyze data and make concise, accurate reports and recommendation.
- Skill in writing effective grants, letters, goals and objectives.
- Skill in the use of computers with proficiency in word-processing and spreadsheets.
- Effective written and oral communication skills.
- Strong interpersonal and communication skills.

PHYSICAL DEMANDS AND WORKING CONDITIONS:

The physical demands described here are representative of those that must be met by an employee to successfully perform the essential functions of this job. Reasonable accommodations may be made to enable individuals with disabilities to perform the essential functions.

- Ability and willingness to work under pressure.
- Must be able to lift a minimum of 25 pounds.
- Regularly required to sit for long periods of time, talk and hear.
- Frequently required to stand, walk, use hands and reach with hands and arms.
- Occasionally required to climb stairs and stoop, kneel or crouch
- Specific vision abilities include close and distant vision.
- Freedom to travel extensively, valid Drivers License and liability insurance.
- May be exposed to inclement weather conditions from time to time.
- The noise level in the work environment is usually moderate.

I have reviewed this job description and understand the position/job description and have been provided the opportunity to ask questions and receive appropriate answers.

Employee:

Signature _____ Date _____

Administrative Review & Approval:

EEO Signature _____ Date _____

Governing Board Chair:

Signature _____ Date _____

