The National Coalition for Hospice and Palliative Care is governed by Bylaws which supersede all other policy documents. The following policies supplement the Bylaws but do not in any way replace them.

All policy and governance decisions will be made by the board of directors as a whole. No single member or committee may decide any issue of policy, represent the entire board, or direct staff actions except where explicitly spelled out in board policies or when board authority is documented in meeting minutes.

**Board Meetings:** Board meetings are held at the call of the President. Every board member has an obligation to make a priority of attending board meetings and to come prepared to discuss and decide the issues on the agenda. Board meetings will be characterized by civil discussion guided by the President who will open and adjourn each meeting. The President will move from agenda item to agenda item at a pace which respects each board member’s time as well as the importance of each decision.

**Agenda Planning:** The President shall establish the agenda for each meeting in consultation with the officers and executive director. Any board member may request that a discussion or decision item for old or new business be placed on the agenda by contacting the President or executive director at least seven days prior to the board meeting, providing such documentation as the board may need to decide the question. When urgent, board members may request at the beginning of a board meeting that an issue be added to the agenda. Such items will be considered if the board consents.

**Decision-Making Process:** Before any decision is brought to the board, the President will publish the decision items on a meeting agenda and ensure that all board members have received adequate and timely information about each issue at hand. Following discussion, all decisions will be made by a majority vote of board members present at any meeting at which a quorum is present. Quorum is defined in the Bylaws as a majority of board members. The Board strives for consensus; however, on occasion Board votes are necessary.
**Action Without a Meeting:** NCHPC bylaws provide that board decisions may be made without a meeting so long as a majority of board members consent to the decision in writing. To initiate a decision-making process, the board president or secretary shall submit the question in writing, including via electronic mail, to all board members. Such communication shall include a proposed position (motion) and such supporting documentation as the board may need to make an informed decision. The person submitting the question for decision shall respond to board member questions and discussion shall continue until at least a majority of the board have responded with the same position (in favor or opposed). The secretary shall keep record of such decision-making and enter a note in the minutes to be adopted at the next board meeting.

**Implementation of Board Decisions:** Board members are responsible for carrying out and publicly supporting every decision made by the board of directors.

**Board Elections:** New board members are elected by existing board members following nomination by the Governance Committee (Described below.) All board members shall be representatives of member organizations and shall complete a board member application which will be provided to board members prior to the date of the election (typically the first board meeting of each new year which is also known as the annual meeting.) Board members who disaffiliate with a member organization (such as through resignation or retirement) shall subsequently resign from the NCPHC board, thereby creating a vacancy. The board may then fill the unexpired term.

**Terms:** Board members are elected for two-year terms and may serve a maximum of three full terms. The board secretary or designee shall maintain a record of when each board member’s term shall expire. For board members elected to a vacant term, or re-elected at the end of an existing term, the term shall end at the first full meeting of the board (annual meeting) two years hence. Board members elected to fill an unexpired term shall serve to the end of that term and thereafter be eligible for election for a full two-year term. Officers elected in the second year of their final board term may serve the entire two-year officer term. Board officers who have completed their officer term may be reelected to the board so long as they have not served more than three full terms.

**Orientation:** Each new board member shall receive an orientation to the board led by the secretary, who is also the chair of the Governance Committee. The executive director will assist with scheduling, pulling together materials, and present information, but the bulk of the orientation session shall be conducted board member to board member. The orientation should cover the expectations of board members, the organization’s mission and programs, its strategic plan, finances, the structure of the board and staff, and the board’s relationship to the member organizations. This is also the time to go over the board’s role, workgroups/task forces and job descriptions.

**Board Member Expectations:** Board members serve as decision-makers, developing policies to govern the operations of the National Coalition for Hospice and Palliative Care and monitoring
the finances, programs, and performance of the organization. Obligations and duties are further outlined below.

**Obligations of the Board:**
- Establish objectives and priorities for organizational activities.
- Define policy and program outcomes and monitor their effectiveness.
- Hire, establish goals for, and evaluate the work of the executive director.
- Secure adequate funds.
- Monitor finances and ensure the financial health of the organization.

**Obligations of Individual Board Members:**
- Serve on at least one board committee, Workgroup and/or in an officer role.
- Read and understand all board policies and program plans.
- Be well-informed and prepared for meetings, including reviewing all documents and meeting materials.
- Contribute skills, knowledge, and experience and listen carefully to other viewpoints.
- Assume leadership role in board activities with special emphasis on those undertaken by a Workgroup on which the board member serves.
- Support all decisions made by the Board and represent NCHPC in a positive light to the public, member organizations, and the community.
- Respond to communications from board colleagues and staff.
- Hold fellow board members and officers accountable for performing according to board policies.

**Expected Meeting Attendance:**
- Regularly attend and participate in scheduled Board meetings (about 6 per year; 3 in-person all day/overnight meetings, 3 one hour conference calls).
- Attend and participate in committee meetings if applicable (Finance for Treasurer, Nominating for Secretary, Workgroups (varies)).
- Notify colleagues whenever another commitment or illness will prevent attendance at one of the above.

**Obligations of Officers and Committee Chairs:**
- Be aware of the officer role’s or committee’s annual responsibilities and implement annual duties as outlined in board policies and plans.
- Provide timely notice of all committee meetings, if applicable.
- Inform the board President or executive director of any action items that must go before the board at least seven days prior to any regularly scheduled board meeting.

**Board Officer Expectations:** Board officers shall be familiar with the specific duties for which

<table>
<thead>
<tr>
<th>Title</th>
<th>President</th>
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<tr>
<td>Elected By:</td>
<td>Board of Directors</td>
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<tr>
<td>Length of Term:</td>
<td>One two-year term, elected in odd-numbered years</td>
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Purpose: To serve as the senior leader of NCHPC presiding at all meetings of the board and other meetings as required. The president is an ex officio member of all committees. The board president is the primary resource for the executive director, with whom the president works closely.

Key Responsibilities:

- Works with board officers, committee chairs, and executive director to develop the agendas for regular and special board meetings, ensures that material related to all expected board action is provided to board members, and presides at meetings.
- Appoints volunteers to key leadership and committee positions.
- At the discretion of the board, may legally sign legal instruments including financial transactions, contracts, correspondence, and grant applications.
- Works with the board and executive director, in accordance with NCHPC bylaws, to establish and maintain systems for planning, administration, public relations, and ensuring adherence to board policies.
- Represents NCHPC at business and social functions, and, with Board input and approval, speaks on behalf of the NCHPC on internal and external matters.
- Supervises the Executive Director in accordance with board policy, plans, and decisions.

Qualifications:

- A commitment to NCHPC and its principles; an understanding of NCHPC’s objectives, organization, and services.
- Willingness and ability to dedicate time and effort needed to meet responsibilities.

Title: Treasurer
Elected By: Board of Directors
Length of Term: One two-year term, elected in even-numbered years
Purpose: To lead the board’s efforts to ensure effective fiscal oversight of the organization by working with the executive director or designee to maintain accurate records of accounts, develop recommendations for an annual budget, oversee compliance with that budget, and provide for annual filing of tax returns and other legally-required documents.

Key Responsibilities:

- Together with executive director or designee, maintains accurate and complete records of all bank accounts, including all revenues and expenditures, making regular reports to the board.
- Together with executive director or designee, ensures the timely payment of all board-authorized obligations including taxes, utilities, rent, purchases, etc.
- Chairs the finance committee which:
  - Develops annual budget recommendation and presents it the board for consideration and adoptions
  - Ensures completion of IRS Form 990 and presents it to the board for review prior to timely filing.
  - Ensures compliance with all legal requirements including state and federal filings.
Qualifications:

- A commitment to NCHPC and its principles; an understanding of NCHPC’s objectives, organization, and services.
- Willingness and ability to dedicate time and effort needed to meet responsibilities.
Title: Secretary
Elected By: Board of Directors
Length of Term: One two-year term, elected in odd-numbered years.
Purpose: To keep the corporate record of decisions made and actions taken, conduct correspondence, and assure the effective flow of communications among and between board members. The board secretary chairs the Governance Committee.

Key Responsibilities:
● Takes notes at all board meetings and compiles the minutes for timely review and approval by the board.
● Ensures that a record of all corporate transactions is kept in a central location in accordance with state and federal laws and the NCPHC Document Retention and Destruction Policy.
● Provides for communication between board members by providing meeting notices and other notices as required by the bylaws, board policies, or to ensure effective information flow to all board members.
● Conducts correspondence on behalf of the board as authorized.
● Chairs the Governance Committee and nominates people to the board and officer positions.

Qualifications
● A commitment to NCHPC and its principles; an understanding of NCHPC’s objectives, organization, and services.
● Willingness and ability to dedicate time and effort needed to meet responsibilities.

Committees: The board may establish standing committees or ad hoc task forces/workgroups, as needed to conduct board business. When committees are established, the board shall spell out their purpose and responsibilities. Unless specifically authorized, committees do not act on the board’s behalf but rather conduct research, prepare recommendations for the board, and implement board decisions.

Finance Committee
Chair: Treasurer
Members: Board Members appointed by the Board; others at the invitation of the committee. The executive director or a designee may attend meetings and be included in communications, along with the accountant.
Purpose: To ensure the financial health of the organization, implement financial policies, be a resource for finance-related information for all board members, and ensure NCHPC is compliant with federal and state financial laws and regulations.

Key Annual Responsibilities:
● Develop and present an annual budget to the board for adoption.
● Monitor income and expenses and make bi-monthly reports to the board.
● Update projections and make reports to the board as needed.
● Reviews the Form 990 and subsequently files with the IRS in a timely manner.
• Ensure all annual documentation is filed with relevant state and federal authorities.
• Review Directors and Officers Liability Insurance and renew contract.

**Board Governance Committee**

**Chair:** Secretary  
**Members:** Board Members appointed by the Board. At least two members chosen by the committee from among representatives of member organizations who either volunteer or are asked to serve. The executive director or a designee may attend meetings and be included in communications.

**Purpose:** To ensure a continuous flow of engaged, trained, committed, effective and fulfilled board members to carry out the mission of NCHPC and to provide for the best possible board experience.

**Key Annual Responsibilities:**
- Compile and update analysis of existing board interest, characteristics and skills.
- Make nominations to fill board positions.
- Conduct orientation of new board members.
- Prepare and conduct board development or annual planning retreat.
- Conduct board self-evaluation.
- Review and recommend revisions (if needed) to bylaws and other board governance policies.
- Prepare for smooth transition of officers by ensuring that potential successors have been identified and are being mentored into their future roles.

**Attachments:**
- Board Member Application (Consultant Draft 2020)

**Additional NCHPC Policy Documents:**
- Conflict of Interest Policy and Disclosure Form (Consultant Draft 2020)
- Document Retention and Destruction Policy (Consultant Draft 2020)
- Whistleblower Protection Policy (Board Adopted January 2018)
- Waiver of Certain Conference Registration Fees (Board Adopted March 2018)
- Coalition Operations Policy (Consultant Draft 2020)