

Board Governance Manual



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Policy Title:	Global Executive Constraint	Policy 1.1
Policy Type:	Executive Limit	
Effective Date:	September 27, 2010	
Revised:	September 17, 2018	

The Executive Director shall not cause or allow any practice, activity, decision, or organizational circumstance that is either unlawful, imprudent or in violation of community accepted business, governmental and professional ethics.

Policy Title:	Treatment of Consumers	Policy 1.2
Policy Type:	Executive Limit	
Effective Date:	September 27, 2010	
Revised:	September 17, 2018; August 15, 2022	

With respect to interactions with consumers or those applying to be consumers the Executive Director shall not cause or allow conditions that are unsafe, undignified, unnecessarily intrusive, or that fail to provide appropriate confidentiality or privacy.

- 1. Collect information for which there is no clear necessity.
- 2. Avoid the use of methods of collecting, viewing, transmitting, or storing client information that are compliant with the Health Insurance Portability and Accountability Act, (HIPAA).
- 3. Fail to maintain facilities that provide a reasonable level of privacy, both visual and aural, and are compliant with HIPAA and the Americans with Disabilities Act (ADA).
- 4. Fail to establish with consumers a clear understanding of what may be expected and not expected from the service offered.
- 5. Fail to provide a grievance policy/process to all served by AAHSD and to ensure that they have been accorded a reasonable interpretation of their rights under this policy.
- 6. Fail to implement procedures for service planning that elicits and incorporates needs voiced by consumers and family members and ensures service and delivery which:
 - a. Strive to meet every level of need in a manner which is easily accessible.
 - b. Strive to provide options which encourage family involvement and participation.
 - c. Respect the preferences, choices and interests of the persons receiving services.

Policy Title:	Treatment of Staff	Policy 1.3
Policy Type:	Executive Limit	
Effective Date:	September 27, 2010	
Revised:	September 17, 2018	

With respect to the treatment of paid and volunteer staff, the Executive Director may not cause or allow conditions that are unfair or undignified.

- 1. Operate without written personnel policies that clarify personnel rules for staff, provide for effective handling of grievances, and protect against wrongful conditions such as nepotism and grossly preferential treatment for personal reasons. All policies must be in compliance with Civil Service rules as they relate to classified and unclassified civil servants.
- 2. Discriminate against any staff member for expressing an ethical dissent.
- 3. Fail to acquaint staff with their rights under this policy.

Policy Title:	Financial Planning and Budgeting	Policy 1.4
Policy Type:	Executive Limit	
Effective Date:	September 27, 2010	
Revised:	September 17, 2018; August 15, 2022	***

Financial planning for any fiscal year or the remaining part of any fiscal year shall not deviate materially from the Board's Ends priorities, risk fiscal jeopardy, or fail to be derived from an annual plan.

Accordingly, the Executive Director shall not allow budgeting which:

- 1. Contains too little information to enable credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions.
- 2. Plans the expenditure in any fiscal year of more funds than are conservatively projected to be received in that period.
- 3. Hinders board development training and monitoring during the year that is provided at a fiscally responsible cost.

Policy Title:	Financial Condition and Activities	Policy 1.5
Policy Type:	Executive Limit	
Effective Date:	September 27, 2010	
Revised:	September 17, 2018; August 15, 2022	

With respect to actual, ongoing financial condition and activities, the Executive Director shall not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from board priorities established in Ends policies.

- 1. Use any Escrow reserves in a manner that does not comply with Escrow Policy (see below).
- 2. Fail to maintain integrity in expenditures of categorical funding services.
- 3. Acquire, encumber, or dispose of real property except as and according to state and federal law.
- 4. Fail to aggressively pursue accounts receivable after a reasonable grace period.

^{** (}Please see appendix pages 1-5.)

Policy Title:	Executive Director Succession	Policy 1.6
Policy Type:	Executive Limit	
Effective Date:	September 27, 2010	
Revised:	April 20, 2014; September 17, 2018;	
	August 15, 2022	

In order to protect the Board from the sudden loss of Executive Director services, the Executive Director may have no fewer than two other executives familiar with Board and Executive Director issues and processes. The succession policy ensures the continuous coverage of the executive's duties critical to the ongoing operations of the District upon the Executive Director's absence.

^{** (}Please see appendix pages 6-8.)

Policy Title:	Asset Protection	Policy 1.7
Policy Type:	Executive Limit	_
Effective Date:	September 27, 2010	
Revised:	September 17, 2018; August 15, 2022	

The Executive Director will not cause or allow agency assets to be unprotected, inadequately maintained, or unnecessarily risked.

- 1. Subject the facilities and equipment to improper wear and tear or insufficient maintenance.
- 2. Unnecessarily expose the organization, its board, or staff to claims of liability.
- 3. Make any purchase that fails to comply with applicable State regulations & laws.
- 4. Fail to protect intellectual property, information, and files from loss or significant damage.
- 5. Receive, process, or disburse funds under controls that are insufficient to meet the auditor's standards.
- 6. Endanger the organization's public image or credibility, especially in ways that would hinder its accomplishment of the mission.

Policy Title:	Compensation and Benefits	Policy 1.8
Policy Type:	Executive Limit	
Effective Date:	September 27, 2010	
Revised:	September 17, 2018	

With respect to employment, compensation, and benefits to employees, the Executive Director shall not cause or allow jeopardy to fiscal integrity or public image.

- 1. Fail to comply with all applicable Louisiana State Civil Service provisions.
- 2. Fail to inform the Board of the percentage of employee turnover within the agency upon request.

Policy Title:	Communication with and Support to the Board	Policy 1.9
Policy Type:	Executive Limit	
Effective Date:	September 27, 2010	***************************************
Revised:	September 17, 2018; August 15, 2022	

The Executive Director shall not permit the Board to be uninformed or unsupported in its work.

- Neglect to submit monitoring data required by the Board in a timely, accurate, and understandable fashion, directly addressing the provisions of Board policies being monitored.
- Let the Board be unaware of relevant trends, anticipated adverse media coverage, material external and internal changes, and particularly changes in the assumptions upon which any Board policy has previously been established.
- Fail to advise the board in a timely manner if, in the Executive Director's opinion, the Board is not in compliance or is anticipated to be in noncompliance with its own policies, including the Board's Bylaws.
- 4. Fail to assemble for the Board as many staff and external points of view, issues, opinions, and options as needed for fully informed decisions.
- 5. Present information in an unnecessarily complex or lengthy form.
- 6. Fail to provide a mechanism for official Board, Officer, or Committee communications.
- 7. Fail to deal with 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.
- 8. Deal with the board in a way that favors or privileges certain board members over others except when fulfilling individual requests for information or responding to officers or committees with respect to duties charged to them by the board.

Policy Title:	Ends Focus of Grants or Contracts	Policy 1.10
Policy Type:	Executive Limit	
Effective Date:	September 27, 2010	
Revised:	September 17, 2018; August 15, 2022	

The Executive Director may not enter into any grant or contract arrangements that fail to emphasize primarily the production of Ends and, secondarily, the avoidance of unacceptable Means.

- 1. Fail to prohibit particular methods and activities to preclude grant and/or contract funds from being used in imprudent, unlawful, or unethical ways.
 - a. Fail to notify at least the AAHSD Board members' representative of that affected parish within fourteen days prior to a termination letter being sent to a provider, their Board Chairman or other representatives.
- 2. Fail to assess and consider a contractor's or vendor's capability to produce appropriately targeted efficient results.

Policy Title:	Global Governance Commitment	Policy 2.1
Policy Type:	Governance Process	
Effective Date:	September 27, 2010	
Revised:	September 17, 2018; August 15, 2022	

The purpose of the Board, on behalf of the Acadiana Area Human Services District, is to ensure the District:

- 1. Achieves appropriate results consistent with the Ends.
- 2. Functions consistently with the approved Ends statements and performs in a fiscally responsible manner.
- 3. Avoids unacceptable risks and situations.

Policy Title:	Governance Style	Policy 2.2
Policy Type:	Governance Process	
Effective Date:	September 27, 2010	
Revised:	September 17, 2018; August 15, 2022	

The Board will govern with an emphasis on: outward vision rather than internal preoccupation; diversity in viewpoints; strategic leadership rather than administrative detail; distinct Board and Executive Director roles; collective rather than individual decisions; future rather than past or present; and pro-action rather than reaction.

- The Board will cultivate a sense of group responsibility. The Board, not the staff, will be responsible for excellence in governing. The Board will be the initiator of governance policies, not merely a reactor to staff initiatives. The Board will use the expertise of individual members to enhance the ability of the Board as a body rather than to substitute individual judgments for the Board's values.
- 2. The Board will allow no Officer, individual, or Committee of the Board to hinder or be an excuse for not fulfilling Board commitments.
- 3. The Board will guide and inspire the organization through the careful establishment of broadly written Ends policies reflecting the Board's values and perspectives about Ends to be achieved and Means to be avoided. The Board's major Ends policy focus will be on the intended long-term effect outside the organization, not on the administrative or programmatic means of attaining those effects.
- 4. The Board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation, policy-making principles, respect of roles, and ensuring the continuance of governance capability.
- 5. Continual Board development will include orientation of new members in the governance process and periodic discussion of process improvement.
- 6. The Board will monitor and discuss the process and performance in accordance with the board agenda calendar. Self-monitoring will include a comparison of Board activity to policies in the Governance Process and Board-Executive Director Linkage categories.

Policy Title:	Board Job Description	Policy 2.3
Policy Type:	Governance Process	-
Effective Date:	September 27, 2010	
Revised:	September 17, 2018; August 15, 2022	

The job of the Board is to represent the AAHSD in encouraging and determining appropriate organizational performance.

- 1. The Board will produce the link between the District and the community.
- 2. The Board will produce written governing policies that, at the broadest levels, address each category of organizational decisions.
 - a. Ends: Organizational products, effects, benefits, outcomes, recipients, and their relative worth, relative to the mission, contract, regulations and requirements of a political subdivision.
 - b. Executive Limits: Constraints on executive authority that establish the prudence and ethics boundaries within which all executive activity and decisions must take place.
 - c. Governance Process: Specification of how the Board conceives, carries out, and monitors its own task.
 - d. Board-Executive Director Linkage: How power is delegated and its proper use monitored; the Executive Director's role, authority, and accountability.
- 3. The Board will produce assurance of the Executive Director's performance.

^{** (}Please see appendix pages 10-16.)

Policy Title:	Agenda Planning	Policy 2.4
Policy Type:	Governance Process	
Effective Date:	September 27, 2010	
Revised:	September 17, 2018; August 15, 2022	

To accomplish its job products with a governance style consistent with Board policies, the Board will follow an annual agenda that completes the re-exploration of Ends policies annually and continually improves Board performance through education and enriched input and deliberation.

- 1. The cycle will start with the Board's development of its agenda for the coming year.
 - a. Consultation with selected groups in the ownership or other methods of gaining ownership input will be determined.
 - b. Governance education and education related to Ends determination will be held throughout the year.
- 2. Throughout the year, the Board will attend to consent agenda items as expeditiously as possible.
- 3. Executive Director monitoring will be included on the agenda if monitoring reports show policy violations or if policy criteria are to be debated.

Policy Title:	Chairperson's Role	Policy 2.5
Policy Type:	Governance Process	-
Effective Date:	September 27, 2010	
Revised:	April 28, 2014; September 17, 2018	

The Chairperson assures the integrity of the Board's process, and secondarily, occasionally represents the board to outside parties.

- 1. The job result of the Chairperson is that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
 - a. Meeting discussion content will be only those issues, which, according to Board policy, clearly belong to the Board to decide, not the Executive Director.
 - b. Deliberation will be fair, open, and thorough but also timely, orderly, and kept to the point.
- 2. The authority of the Chairperson consists in making decisions that fall within topics covered by Board policies, Governance Process and Board-ED Linkage, except where the Board specifically delegates portions of this authority to others. The Chairperson is authorized to use any reasonable interpretation of the provisions in these policies.
 - a. The Chairperson is empowered to chair Board meetings, with all the commonly accepted power of that position (for example, ruling, recognizing).
 - b. The Chairperson has no authority to make decisions about policies created by the Board within Ends and Executive Limits policy areas. Therefore, the Chairperson has no authority to supervise or direct the Executive Director without the consent of the majority of the Board.
 - c. The Chairperson may represent the Board to outside parties in announcing boardstated positions and in stating chair decisions and interpretations within the areas delegated to her or him.
 - d. The Chairperson may delegate this authority but remains accountable for its use.

Policy Title:	Board Members' Code of Conduct, Ethics, Conflict of Interest	Policy 2.6
Policy Type:	Governance Process	
Effective Date:	September 27, 2010	
Revised:	September 17, 2018; August 15, 2022	

The Board commits itself and its members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members.

- 1. Board members may not attempt to exercise individual authority over the District except as explicitly set forth in Board policies.
 - a. Members' interactions with the Executive Director or with staff must recognize the lack of authority vested in individuals except when explicitly Board-authorized.
 - b. Members' interactions with the public, media or other entities must recognize the same limitation and the inability of any individual member to speak for the Board as a whole except to repeat explicitly stated Board decisions.
 - c. Members will give no consequence or voice to individual judgments of Executive Director or staff performance.
- 2. Board members must adhere to the Louisiana Code of Governmental Ethics (as promulgated by the Louisiana Board of Ethics); which also includes conflicts of interest. Board members will sign a conflict of interest policy annually.
- 3. Board members must complete the annual Tier 2:1 Financial Disclosure Form.

Policy Title:	Board Committee Principles	Policy 2.7
Policy Type:	Governance Process	
Effective Date:	September 27, 2010	
Revised:	September 17, 2018	

Board committees, when used, will be assigned so as to reinforce the wholeness of the Board's job and so as never to interfere with delegation from the Board to the Executive Director.

This policy applies to any group that is formed by Board action, whether or not it is called a committee.

- The Board may appoint committees, task forces, or workgroups as needed to carry out the Ends of the District.
- 2. Board committees are to help the Board do its job, never to help or advise the staff. Committees ordinarily will assist the Board by preparing policy alternatives and implications for Board deliberation. In keeping with the Board's broader focus, Board committees will normally not have dealings with current staff operations. Requests made to staff will be directed through the Executive Director.
- 3. When ad hoc committees are appointed they will be provided:
 - a. what results are expected, and;
 - b. what authority they are given to accomplish those specified results.
- 4. 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 not to conflict with authority delegated to the Executive Director.
- 5. Board committees cannot exercise authority over staff.
- Board committees are to avoid over-identification with organizational parts
 rather than the whole. Therefore, a Board committee that has helped create
 policy on some topic will not be used to monitor organizational performance
 on the same topic.
- 7. Committees will be used sparingly and ordinarily in an ad hoc capacity.

Policy Title:	Cost of Governance	Policy 2.8
Policy Type:	Governance Process	•
Effective Date:	September 27, 2010	
Revised:	September 17, 2018; August 15, 2022	4,

Because poor governance costs more than learning to govern well, the Board will invest in its governance capacity.

- 1. Board skills, methods, and support will be sufficient to assure governing with excellence.
 - a. Education and continuing education may be used liberally to orient new members and potential nominees for membership, as well as to maintain and increase existing member skills and understandings.
 - b. Outside monitoring assistance may be provided by those governmental bodies with authority to audit fiscal, policy, contract, civil service activities, and safety.
 - c. Outreach mechanisms such as town meetings, may be used as needed to ensure the Board's ability to listen to community viewpoints and values.
- 2. Cost will be prudently incurred, though not at the expense of endangering the development and maintenance of superior capability.
 - a. Funding will be made available to cover costs of governance activities including routine operational expenses and Board training, conferences and workshops, third-party monitoring, and activities to connect to our stakeholders.

Policy Title:	Global Linkage	Policy 3.1
Policy Type:	Board-Executive Director Linkage	
Effective Date:	September 27, 2010	
Revised:	September 17, 2018	

The Board's sole official connection to the operation of the District, its achievements, and conduct will be through an Executive Director.

Policy Title:	Unity of Control	Policy 3.2
Policy Type:	Board-Executive Director Linkage	
Effective Date:	September 27, 2010	
Revised:	September 17, 2018	

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

Accordingly:

1. In the case of members or Committees requesting information or assistance without Board authorization, the Executive Director can refuse such requests that require, in the Executive Director's opinion, a material amount of staff time or funds, or are disruptive, unless the records requested are subject to the Louisiana Public Records Law.

Policy Title:	Accountability of the Executive Director	Policy 3.3
Policy Type:	Board-Executive Director Linkage	
Effective Date:	September 27, 2010	<u> </u>
Revised:	September 17, 2018; August 15, 2022	

The Executive Director is the Board's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the Board is concerned, is considered the authority and accountability of the Executive Director.

- 1. The Board will never give instructions to persons who report directly or indirectly to the Executive Director.
- 2. The Board will refrain from evaluating, either formally or informally, any staff other than the Executive Director.

Policy Title:	Delegation to the Executive Director	Policy 3.4
Policy Type:	Board-Executive Director Linkage	
Effective Date:	September 27, 2010	
Revised:	September 17, 2018; August 15, 2022	

The Board will instruct the Executive Director through written policies that prescribe the organizational Ends to be achieved and describe the organizational situations and actions to be avoided, allowing the Executive Director to use any reasonable interpretation of these policies.

- 1. The Board will develop policies that limit the latitude the Executive Director may exercise in choosing organizational Means. These policies will be developed systematically from the broadest, most general level to more defined levels, and will be called Executive Limits.
- 2. As long as the Executive Director uses any reasonable interpretation of the Board's Ends and Executive Limits, the Executive Director is authorized to establish all further policies, make all decisions, take all actions, establish all practices, and develop all activities.
- 3. The Board may change its Ends and Executive Limits, thereby, shifting the boundary between the Board and Executive Director domains. By doing so, the Board changes the latitude of choice given to the Executive Director. But as long as any particular delegation is in place, the Board will respect and support the Executive Director's choices.
- 4. The Board will be made aware of, the strategic/ operational plan that is used to achieve certain results, for certain recipients, at a specified cost within the guidelines of the contract and the District's resources (Ends).

Policy Title:	Monitoring Executive Director Performance	Policy 3.5
Policy Type:	Board-Executive Director Linkage	W. Carlotte
Effective Date:	September 27, 2010	`
Revised:	September 17, 2018; August 15, 2022	-

Systematic and rigorous monitoring of Executive Director job performance will be directed solely on the expected Executive Director job outputs: the organizational accomplishment of Board policies on Ends and organizational operation within the boundaries established in board policies on Executive Limits.

The Board will view Executive Director performance as identical to organizational performance, so that organizational accomplishment of board-stated Ends and avoidance of board-proscribed Means will be viewed as successful Executive Director performance.

- 1. Monitoring is simply to determine the degree to which Board policies are being met.
- 2. The Board will acquire monitoring data by one or more of three methods:
 - a. by the internal report in which the Executive Director disclosed compliance information to the board;
 - b. by the external report in which an external, disinterested third party selected by the Board assesses compliance with Board policies, and;
 - by direct inspection in which a designated member or members of the Board assess compliance with the appropriate policy criteria using audits and other reports provided by authorized governmental agencies.
- 3. In every case, the standard for compliance shall be any reasonable interpretation of the Board Policy being monitored as mutually agreed on by the Executive Director and Board of Directors.
- 4. All policies that instruct the Executive Director will be monitored at a frequency and by a method chosen by the Board. The Board can monitor any policy at any time by any method but will ordinarily depend on a routine schedule.
- 5. The Board will view Executive Director performance as identical to organizational performace so that organizational accomplishment of board-stated Ends and avoidance of board-proscribed Means will be viewed as successful Executive Director performance.

- 6. The evaluation process will take place throughout the year. Each month board members will determine whether the Executive Director has exceeded an Executive Limit or met the limit. Additionally, organizational Ends policies will be reviewed and evaluated at every meeting to determine how the accomplishment of the Ends has met with overall organizational performance. The Executive Director's monthly report will be the mechanism used to evaluate both Ends and Executive Limits.
- 7. Voting will take place each month outside of the consent agenda.
 - a. The secretary will provide an official copy of the completed Executive Director's review at the June meeting.
 - b. At the June AAHSD board meeting, the Board will meet in executive session without the Executive Director present, where the Board will discuss the compiled evaluations and compensation package of the Executive Director.
 - c. In accordance with open meetings law, any formal action will be voted on in an Open Session.
 - d. The Chair will provide a written report noting the board's decision to provide a salary adjustment as well as comments regarding professional accomplishments and professional opportunities.

^{** (}Please see appendix pages 9-47.)

Policy Title:	Global Ends	Policy 4.1
Policy Type:	Ends Policy Statement	
Effective Date:	August 15, 2022	

The Acadiana Area Human Services District exists so individuals with behavioral health and/or intellectual/developmental disabilities residing in the parishes of Acadia, Evangeline, Iberia, Lafayette, St. Landry, St. Martin, and Vermilion are able to live a hopeful, meaningful, and satisfying life. This will be accomplished by utilizing the resources made available through the State budgeting process; grant allocation/award; self-generated revenue; or other resources developed through legal means.

Policy Title:	Global Ends	Policy 4.1.1
Policy Type:	Operational Priority	
Effective Date:	August 15, 2022	

Individuals/families will have access to cost-effective evidence-based services that are responsive to their needs so that:

- Individuals with acute conditions may quickly resume optimal functioning;
- Individuals with chronic conditions may focus on hope, personal growth, and wellness;
- Individuals may utilize personal strengths, needs, abilities, and preferences in their recovery.

Policy Title:	Global Ends	Policy 4.1.2.
Policy Type:	Governance Priority	
Effective Date:	August 15, 2022	

AAHSD will make use of best practices in implementing, evaluating, monitoring, and modifying existing services so that quality is assured, services meet the needs of those served, and the variety of services available adequately address the range of behavioral health and developmental disabilities issues identified, or that services are further developed to address service gaps.