



PNAVA Policies and Procedures

Executive Board Meeting Policy

Policy Number: 2.2 Reviewed: 10/2021 Revised: 2021 EB Reviewed & Approved: xx/2022 Original Date: 1995
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PURPOSE

To provide guidelines for Executive Board Members to carry out the strategic plan according to the mission and purpose of the association.

POLICY

- A. The General Assembly and Executive Board meetings are held in alternating months (CBL Article VII Section 1A).
- B. The President or his/her designee shall appoint a parliamentarian at every meeting (CBL Article VIIIA).
- C. Robert's Rules of Order Newly Revised shall govern this Association for meetings and elections and in all cases not covered by these Bylaws (CBL Article VIIIB).
- D. The quorum shall be 50% plus 1 of the members of the Executive Board present (odd number for voting purposes) (CBL Article VII Section 2C).

PROCEDURE

- 1. The Executive Board shall meet every two months (ie. January, March, etc.) and emergency meetings** as necessary.
- 2. The President shall schedule a meeting on the calendar at the beginning of his/her term.
- 3. Meetings may be in the form of a face-to-face or virtual platform.
- 4. The president shall preside over the meeting, but may grant this role to the president-elect.
- 5. The secretary shall provide meeting information to join the meeting and promote attendance.
- 6. Agenda, relevant issues and unfinished business information shall be given to member's prior to teleconference.



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7. The secretary must provide information on the process of teleconference, how and when the teleconference will take place and enhance participation of members.
8. The secretary shall establish quorum/sign in to teleconference. Quorum shall be 50% +1 of the Executive Board members.
9. The president shall call the meeting to order at the set time, when a quorum is present. A motion to adjourn is called at the closure of the meeting and a second is needed.
10. The Executive Board shall hold this meeting as scheduled.
11. A board meeting must have a quorum in order to vote on any matter, even convening the meeting.
12. Non-members or ex-officio members of the board may participate in discussion or present reports at the discretion of the president, but may not make motions or vote.
13. Results of the meeting shall be reported during the general meeting.
14. Minutes of the meeting shall be emailed to the board members.

****Procedure for an emergency meeting**

1. When the president calls an emergency meeting, she/he informs the secretary to send an email and corresponding secretaries to call the executive board members and advisory Board.
2. The president may call the Executive director and president of PNA for advice.
3. Members of the president circle maybe invited at the discretion of the president.
4. Privacy and confidentiality are expected.

REFERENCE (S)

Robert's Rules of Order Newly Revised in Brief (6th ed.)

Robert, H. M., & Robert, H. M. (2004). *Robert's rules of order, newly revised, in brief*. Cambridge, Mass: Da Capo Press.



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ATTACHMENT(S)

1. Revision History
2. Tool for action items – Resource only



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Attachment 1: Revision History

Adopted from PNA Policy & Procedures, 1995

Reviewed: 2017 P&P Committee

President: 2017-2018 Hilo Laxa

Reviewed: 10/2021 P&P Committee

President: 2020-2022 Catherine Palar



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Attachment #2

Tool for Action Items – Resource Only

The following lists priority items for the calendar year and is not intended to be an exhaustive list of actions that the executive board must take but rather a useful tool.

January

- Financial Review – Review and discuss the past year’s financial reports (pro forma) and how the organization’s financial performance informs the plans for the current year and beyond.
- *Generative Topic*: “Decide what to decide” – Identify 5 questions the board should ask itself this year.

March

- Review of Form 990 – Convene and authorize an *ad hoc* board committee to review the Form 990 (due May 15), and instruct board members on what they should know about the Form.
- Program Review – Review and discuss the organization’s major programs and how the organization’s programmatic performance informs the plans for the current year and beyond.
- *Generative Topic*: Focus on the board’s performance and areas for improvement.

May

- Legal Compliance – Evaluate past and potential issues regarding employment practices, internal policy compliance, required licenses and permits, nonprofit and 501(c)(3) compliance, facilities and real property, and intellectual property. Ensure all annual filings have been or will be completed and that the organization’s status with the relevant government authorities is all in good standing.
- *Generative Topic*: Focus on the organization’s impact in advancing its mission.

July

- Review Mission – Reflect on the organization’s mission and purpose statements and compare them against its activities, governing documents, and communications.
- Board and Committees – Review the board’s composition; appoint and authorize committees, as necessary; delegate duties; discuss board training/development; determine adequacy of oversight and planning activities.
- *Generative Topic*: Focus on the organization’s assets and opportunities.

September



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- Risk Management – Review internal policies, risk areas, and take appropriate follow-up action.
- Elections – Hold elections of officers consistent with applicable provisions in the bylaws.
- Fundraising/Networking/Communications – Review board’s role in fundraising and developing key contacts for the organization; review board and organizational communications policies.
- *Generative Topic*: Focus on the organization’s challenges.

November

- Budget – Review and approve the budget for the coming year.
 - Programmatic Plans – Review and amend, as necessary, the organization’s programmatic plans.
 - *Generative Topic*: Focus on the environment, competition, and opportunities for collaboration.
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- Board members are the fiduciaries who steer the organization towards a sustainable future by adopting sound, ethical, and legal governance and financial management policies, as well as by making sure PNAVA has adequate resources to advance its mission (CBL Article VI Section 1)
 - **Duty of Care**: Take care of PNAVA by ensuring prudent use of all assets, including facility, people, and good will.
 - **Duty of Loyalty**: Ensure that PNAVA’s activities and transactions are, first and foremost, advancing its mission; Recognize and disclose conflicts of interest; Make decisions that are in the best interest of the nonprofit corporation; not in the best interest of the individual board member (or any other individual or for-profit entity).
 - **Duty of Obedience**: Ensure that PNAVA obeys applicable laws and regulations; follows its own bylaws; and that the nonprofit adheres to its stated corporate purposes/mission.