

# Kiwanis

Cal-Nev-Ha Foundation

Building a Better Future for Our Children

[www.cnhfoundation.org](http://www.cnhfoundation.org)



## Duties and Responsibilities of a Foundation Director

*What to expect when you are elected*

(Approved October 23, 2005; Revised March 2019)



*Building a Better Future for Our Children*

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## **INTRODUCTION**

This overview has been prepared to let you know what is expected of a Kiwanis Cal-Nev-Ha Foundation Director. It will answer questions about time requirements, expenses, travel, board meetings, training and other topics. A Foundation Director is expected to fulfill the obligations and responsibilities outlined in this document. If you have questions not addressed in this overview, please contact the Foundation President or Executive Director.

## **WHAT IS A FOUNDATION DIRECTOR?**

A Foundation Director:

- is an unpaid, elected volunteer; with an interest in supporting programs of the Kiwanis Cal-Nev-Ha Foundation;
- is a member of the Kiwanis Cal-Nev-Ha Foundation Board of Directors;
- serves for a term of three years (unless elected to fill a prematurely vacated position with less than three years remaining);
- represents the Kiwanis Cal-Nev-Ha Foundation throughout the District;
- promotes the programs and activities of the Kiwanis Cal-Nev-Ha Foundation throughout the District;
- actively serves on assigned committees, supports and develops fund-raising activities;
- participates in seeking and recruiting qualified candidates for Foundation Board membership;
- is a member in good standing of a chartered Kiwanis club in the Cal-Nev-Ha District.

## **WHAT IS THE FUNCTION OF THE FOUNDATION DIRECTOR?**

The primary purpose of the Kiwanis Cal-Nev-Ha Foundation is expressed in our Mission Statement: *“The Kiwanis Cal-Nev-Ha Foundation Is Building a Better Future for Our Children.”* As a Director, your direct role is to assist in developing resources, promoting programs, and raising funds for the Foundation’s primary programs: Scholarships & Leadership Training; Grants; and our Pediatric Trauma Program.

The Kiwanis Cal-Nev-Ha Foundation Board establishes Policies and Procedures, and maintains Bylaws, which govern the organization. Policies and Procedures are defined as basic principles by which the Foundation Board guides the affairs and organization of the Kiwanis Cal-Nev-Ha Foundation.

The Foundation Board of Directors also has full administrative authority in all matters of the Kiwanis Cal-Nev-Ha Foundation as outlined in the Bylaws.

## **WHEN DO MY RESPONSIBILITIES BEGIN?**

As a newly elected Director, your responsibilities begin when the new administrative year starts on October 1, and last through the term of office for which you have been elected. You are expected to attend the Foundation Board Retreat scheduled as part of the Fall Board Meeting. The Retreat is considered part of your orientation and is critical to your success as a Foundation Director.

## **HOW WILL I BE PREPARED TO SERVE AS A FOUNDATION DIRECTOR?**

Your training to serve as a Foundation Director begins with your orientation as part of the Annual Retreat. This orientation will focus on everything the new Director will need to know to fulfill his/her new duties. After election, you will be invited to attend Board meetings as an observer until officially taking office on October 1, of the new administrative year.

Resource materials are posted online at Box.net (<https://cnhkiwanis.box.com/s/fzbdjiftadufzp8s4jc>) and will include copies of bylaws, policies and procedures, committees, financial statements, and Board meeting minutes. Any questions you may have during the year should be addressed, according to the subject, either to the Foundation President or the Executive Director, who can either give you an immediate answer or research the matter, as necessary. Additionally, you will be copied on all electronic newsletters and email marketing to club officers.

## **HOW DOES THE FOUNDATION BOARD OPERATE?**

Approximately ten (10) days before each Board meeting, a Board packet, including the meeting agenda, is electronically transmitted to each Director, together with supporting documentation, such as Financial Statements, committee minutes and other materials required for business to be conducted at the Board meeting.

The agenda contains the schedule for the Board meeting, agenda items to be considered and committee reports scheduled for presentation. Modifications to the published agenda may be made as required through established Robert's Rules procedures and formats.

At the Board meeting, Directors meet to conduct the business of the Foundation, including acting upon recommendations of the various committees.

Approximately thirty (30) days after the Board meeting, minutes are compiled by staff and posted to Box.net, reflecting action taken at that Board meeting.

### **WHEN DOES THE FOUNDATION BOARD MEET?**

The Foundation Board meets at least three times each year. The first meeting usually takes place in conjunction with the District Convention immediately prior to when your term takes effect. The second meeting, the Annual Retreat, usually takes place in late October or early November. The third meeting generally takes place in conjunction with a Mid-Year Conference, alternating between the north and south regions of the District. The fourth meeting takes place in late Spring or early Summer, prior to the International Convention, and is usually held at the Kiwanis Professional Center. Additional meetings may be scheduled by the Foundation President as required. Meeting dates are generally established and announced 9 to 12 months in advance so Directors may calendar these dates.

### **WHAT ARE THE MEETING ATTENDANCE REQUIREMENTS?**

A Foundation Director is required to attend all scheduled meetings. Excuses for non-attendance can only be granted, on an individual basis, by the Foundation President. Missing two unexcused regular meetings in an administrative year is considered a voluntary resignation.

### **WHAT ARE BOARD COMMITTEES?**

The Foundation President appoints Board committees to study and act on broad topics of concern to the Foundation. The current standing committees are:

- |              |                             |
|--------------|-----------------------------|
| 1. Executive | 3. Development and Programs |
| 2. Finance   | 4. Governance               |

The President assigns every Director to serve on one or more of these committees. Additional committees or task forces will be appointed by the President with the approval of the Board.

Committee meetings are scheduled as required by the chair of the committee and usually held via teleconference.

### **HOW MUCH TRAVEL IS REQUIRED?**

Travel to and from scheduled meetings may be reimbursed up to \$150 per meeting. If a meeting of the Board is held in conjunction with a retreat or other function at which the annual budget provides for the expenses of Directors, the \$150 reimbursement may not be claimed. Travel for committee assignments or as part of the role of promoting the District Foundation and its programs are not reimbursable. For more information, please review Foundation Policy Section 146.1. Reimbursement vouchers are located on the Foundation website, under Document Downloads/Ambassador Resources.

### **ARE MY EXPENSES PAID?**

A Foundation Director is an unpaid volunteer; however, travel expenses, up to \$150 per Board meeting may be reimbursable. Incidental expenses are not reimbursable, including stamps, telephone calls, etc. Foundation Policy Section 146 specifies in detail exactly what is reimbursable as to travel.

### **WHAT IS MY RELATIONSHIP WITH THE FOUNDATION OFFICE STAFF?**

The role of the Kiwanis Cal-Nev-Ha Foundation Board is to develop policies and to establish the general direction for the programs of the Foundation. Staff is responsible for implementing the decisions of the Foundation Board, under the supervision of the Executive Director. Should a Director have a matter that would require staff work; the matter must be brought to the attention of the Executive Director rather than directly to staff members.

## **IS ANYTHING REQUIRED OF MY SPOUSE?**

Spouses are invited and encouraged to attend Board meetings, including the annual retreat, at their own expense; attendance at these events is optional, not mandatory. When spouses are invited to events, special group activities may be arranged for them. Participation in these group activities is encouraged but not required.

## **SIGNED CONFLICT OF INTEREST / DISCLOSURE AGREEMENT REQUIRED**

No Director shall be prevented from pursuing personal interests, business or otherwise, individually, or as an officer, director, employee, or independent contractor of any for-profit or nonprofit entity so long as said interests or activities do not result in a conflict of interest between that Director and the activities and purposes of the Kiwanis Cal-Nev-Ha Foundation. Each Director shall make a full and complete disclosure of each and every circumstance in which a reasonable person would believe a possibility of a conflict of interest exists between the Director and the Foundation. If the Director has or acquires any conflicting interest, he/she shall immediately declare the conflicting interest and not vote on any issue that touches upon the conflict. Upon such a vote, neither the affected Director nor any other Director with the potential for pecuniary benefit from the transaction shall vote on it.

Any Director who is or has been convicted of a felony, commits any offense that results in a loss of his or her professional license, or is charged with any act that reflects adversely on the good name of the Kiwanis Cal-Nev-Ha Foundation shall immediately notify the Foundation President or Executive Director, who will investigate and report to the Executive Committee of the Foundation.

Should the conflict or offense be of such serious nature so as to affect the Director's ability to participate in the majority of the activities of the Board of Directors of the Foundation, then, at the discretion of the Board of Directors, said Director may be asked to resign.

## **SUMMARY**

In summary, as a Foundation Director, you are expected to fulfill the following basic responsibilities each year:

- Attend all Board meetings;
- Actively participate in and fulfill committee assignments;
- Participate in and support fund development for Foundation programs;
- Promote and assist in recruitment of qualified candidates for Foundation Board membership;
- Promote and support Kiwanis Cal-Nev-Ha Foundation programs throughout the District.

**AGREEMENT  
BY  
KIWANIS CAL-NEV-HA FOUNDATION DIRECTORS  
TO PERFORM THE DUTIES OF THE OFFICES  
OF THE KIWANIS CAL-NEV-HA FOUNDATION BOARD**

**IMPORTANT NOTE:** If you have any questions about the “Duties and Responsibilities of a Foundation Director” or this agreement, please contact Jennifer Chaves, Executive Director, before signing this agreement (909-989-1500, ext. 126).

I, **(please print)** \_\_\_\_\_, have thoroughly reviewed the “Duties and Responsibilities of a Foundation Director.” I understand those duties and responsibilities are set forth in the Bylaws and in Foundation Policies and Procedures as currently prescribed, or as may be amended in the future, to include but not be limited to, the following summary:

- Attend all meetings of the Kiwanis Cal-Nev-Ha Foundation Board each year;
- Fulfill committee assignments, as appointed to do so;
- Attend the Foundation orientation conducted during the Annual Retreat;
- Promote and financially support the Kiwanis Cal-Nev-Ha Foundation programs, and
- Sign the Conflict of Interest/Disclosure Agreement.

I agree to perform the duties and responsibilities as required by the Kiwanis Cal-Nev-Ha Foundation.

Signed: \_\_\_\_\_ Date: \_\_\_\_\_

**PLEASE SIGN THIS FORM AND RETURN THE ORIGINAL VIA MAIL TO:**

Jennifer Chaves, Executive Director  
Kiwanis Cal-Nev-Ha Foundation  
8360 Red Oak Street, Suite 201  
Rancho Cucamonga, CA 91730

**PLEASE DO NOT SUBMIT THIS FORM VIA FAX OR E-MAIL.**

**THANK YOU!**

## **Conflict of Interest Policy / Disclosure Agreement**

No Director shall be prevented from pursuing personal interests, business or otherwise, individually, or as an officer, director, employee, or independent contractor of any for-profit or nonprofit entity so long as said interests or activities do not result in a conflict of interest between that Director and the activities and purposes of the Kiwanis Cal-Nev-Ha Foundation. Each Director shall make a full and complete disclosure of each and every circumstance in which a reasonable person would believe a possibility of a conflict of interest exists between the Director and the Foundation. If the Director has or acquires any conflicting interest, he/she shall immediately declare the conflicting interest and not vote on any issue that touches upon the conflict. Upon such a vote, neither the affected Director nor any other Director with the potential for pecuniary benefit from the transaction shall vote on it.

Any Director who is or has been convicted of a felony, commits any offense that results in a loss of their professional license, or is charged with any act that reflects adversely on the good name of the Kiwanis Cal-Nev-Ha Foundation shall immediately notify the Foundation President or Executive Director, who will investigate and report to the Executive Committee of the Foundation.

Should the conflict or offense be of such serious nature so as to affect the Director's ability to participate in the majority of the activities of the Board of Directors of the Foundation, then, at the discretion of the Board of Directors, said Director may be asked to resign.

Date: \_\_\_\_\_

Director's Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_