

**HENRICO COUNTY CASA, INC.
BOARD OF DIRECTORS
REGULATIONS**

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Board Member Forms

The Board Member Job Description is included in Attachment A.

The Board Member Nomination Form is included in Attachment B.

Conflict of Interest

No Board Member may participate in any decision-making process as to any transaction when either the Board Member or any member of his/her Immediate Family (defined as the Board Member's spouse, parent, child or sibling) has a direct or indirect personal financial interest in the transaction. A Board Member has an indirect personal financial interest in a transaction when he or his Immediate Family owns a material interest in, controls or is an officer or director of any group or entity that is a party to the transaction.

Board Members shall immediately disclose to the Board any potential conflict of interest and any and all relevant information pertaining to the potential conflict and may not participate in any decision-making process related to the matter in which there may be a conflict of interest.

A transaction in which a Board Member has a direct or indirect conflict of interest is neither void nor voidable if:

- A. The material facts of the transaction and the Board Member's interest were disclosed or known to the Board and the Board authorized, approved or ratified the transaction;
- B. The material facts and the Board Member's interest were disclosed to the Board and the Board Members without conflicts voted to authorize, approve or ratify the transaction; or
- C. Under all of the facts and circumstances, the transaction was fair to the Corporation.

Henrico CASA recognizes that its Board Members are or may be active in other organizations within our community and encourages Board Members to devote time to serving various needs of the community. Henrico CASA is able to provide its services, however, by virtue of contributions of time and money. Therefore, it is the policy of the Board of Directors that any Board Member who is involved with another community organization shall refrain from directly soliciting community resources which could otherwise be made available to Henrico CASA for another organization which the Board Member serves.

The Duty of Loyalty requires Board Members to exercise their powers in the interest of CASA and not in their own interests or the interests of another entity or person.

Criminal Record Check

Henrico CASA is charged with the responsibility of representing the needs of abused and neglected children. In light of the vulnerability of the population Henrico CASA serves, the

Board requires that criminal, Department of Social Services and DMV record checks are necessary to ensure the protection of the population served and the mission of the organization. These record checks will be conducted at least every four years for active volunteers.

Each potential Board Member shall fully disclose any prior criminal convictions, any pending criminal charges and any findings of abuse or neglect entered by the Department of Social Services of any city, county, or state. Such disclosure shall be made on the Board Member Nomination Form, **which shall be signed by the potential Board Member.**

Submission of an application to serve on the Board constitutes consent to mandatory record checks to be conducted by Henrico CASA. Any Board Member will be notified when a criminal background check is being conducted on him/her. The records obtained under this provision shall be held in strictest confidence and shall not, under any circumstance, be utilized for any purpose not specifically authorized by these Policies. The records obtained under this provision shall at all times be maintained in a secure, locked file.

Any material misrepresentation of any information on the Nomination Form or a positive criminal record check shall be grounds for dismissal from the Board of Directors.

Unlawful Harassment

Henrico CASA will not tolerate unlawful harassment in any form, by employees or by Board Members. Unlawful harassment refers to any unwelcome verbal, written or physical conduct that either denigrates or shows hostility or aversion towards a person on the basis of race, color, religion, sex, sexual orientation, gender identity or expression, national origin, age, disability, genetic information, veteran's status or pregnancy or other protected status that: (1) has the purpose or effect of creating an intimidating, hostile or offensive work environment; (2) has the purpose or effect of unreasonably interfering with an employee's work performance; or (3) affects an employee's employment opportunities or compensation.

Sexual Harassment may include verbal, non-verbal, or physical behavior and is any behavior of staff, management, or leadership that is based on sex, which is unwelcome, offensive, severe, pervasive, insulting and demeaning where:

1. Submission to such conduct or communication is explicitly or implicitly made a term or condition of an individual's employment with Henrico CASA.
2. Submission to or rejection of such conduct or communication by an individual is used as a factor in decisions affecting that individual's employment.
3. Such conduct or communication has the purpose or effect of substantially interfering with an individual's employment, or creating an intimidating, hostile, or offensive working environment.

Any such conduct by a Board Member, if substantiated, shall constitute grounds for dismissal from the Board of Directors.

The Board shall adopt procedures to inform employees of their rights in connection with this policy, procedures for review of complaints and appropriate sanctions.

Prizes and Compensation

With the exception of gifts of nominal value to recognize Board service, no Board Member is eligible to receive, and shall not receive, any prize or money, directly or indirectly, from any CASA functions.

Support Groups

Other groups outside of the Board of Directors may be formed or utilized to assist the Board of Directors in fulfilling the mission of Henrico County CASA. Some examples include, but are not limited to, CASA Ambassadors, the Friends of CASA group, the Kappa Alpha Theta chapters at Randolph-Macon College and the University of Richmond, and future steering committees.

The intent of the support group should be made clear with regard to the relationships between the support group and Henrico CASA. Should the Board of Directors request clarification of the relationships between the support group and Henrico CASA, the Executive Director shall share the following information as necessary:

1. The purpose of the proposed support group;
2. The duration of the proposed support group;
3. A description of the organizational structure of the proposed support group;
4. A description of to whom the proposed support group shall report;
5. A list of specific responsibilities and expectations for the proposed support group;
6. A description of the relationship between the proposed support group and the Board of Directors; and
7. A description of the relationship between the proposed support group and CASA staff.

Media Relations

In the course of normal business, the Executive Director or his or her designee may contact the media to conduct interviews or publish articles about the program.

For any other unusual event or extraordinary circumstances, involving possible liability or legal issues, only the Executive Director will have the authority to speak to the media or to respond to media inquiries, unless the Executive Director has designated an alternate Officer or staff member in advance.

The Executive Director will keep the Chair of the Henrico CASA Board of Directors aware of any media contacts.

Evaluation of the Executive Director

The Executive Director shall be evaluated annually by two members of the Executive Committee. The Chair must participate in the evaluation along with another board member designated by the Chair. The evaluation of the Executive Director shall take into account the relevant job description and any other factors deemed relevant by the Board of Directors and shall be conducted using Attachment D of the Personnel Policies.

Whistleblower Policy

General

Directors, officers, and employees must observe high standards of business and personal ethics in the conduct of their duties and responsibilities. Staff members must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations.

Reporting Responsibility

It is the responsibility of all directors, officers and employees to comply with these Policies and to report violations or suspected violations in accordance with this Whistleblower Policy.

No Retaliation

No director, officer or employee who in good faith reports a violation shall suffer harassment, retaliation or adverse employment consequence. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within the Organization prior to seeking resolution outside the Organization.

Reporting Violations

Henrico CASA suggests that employees share their questions, concerns, suggestions or complaints with someone who can address them properly, in accordance with the Grievance Policy.

Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

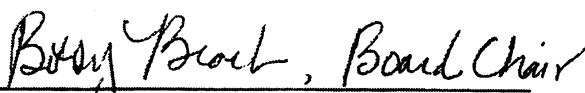
Confidentiality

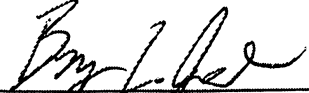
Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Review of Board of Directors Regulations

These regulations shall be included in the Board manual and reviewed periodically, or as needed, by the Executive and/or Governance Committee. If changes are made, the Regulations will be shared with all Board Members for a vote of approval, and will be signed and dated by the Chair and Secretary of Henrico CASA.

The above Board of Director's Regulations were approved by the Board of Directors of Henrico CASA on the 5th day of May, 2022.

 *Betsy Beach, Board Chair*
Betsy Beach, Board Chair

 *Bryan Jenkins*
Bryan Jenkins, Secretary

ATTACHMENT A

Board Member Job Description



Henrico CASA - Court Appointed Special Advocates
Board Member
Position Description

The Henrico CASA Board elects a member to his/her position based on demonstrated involvement, support, and commitment to the core beliefs and mission of CASA. In accepting a two-year appointment, an individual agrees to fulfill the requirements and meet the responsibilities associated with Board membership.

These include, but are not limited to:

1. Attending and participating in all scheduled Board meetings. Meetings are held bi-monthly or as needed from July to June, typically on the second Thursday beginning at 6:00 p.m. at the CASA Office. The Board will present an Annual Orientation in July.

Requirements: If any member misses two or more regularly scheduled meetings in a program year that were not previously excused, the Board may, in its sole discretion, remove the member and declare the seat vacant. Before voting on the removal of a member of non-attendance, the Board or its representative will give notice to the member and afford the member the opportunity to explain the absences. The Board will consider the explanation given along with any other relevant factors such as service on Board Committees, another service to CASA, or other extenuating circumstances. The Board's action to remove a member will be by a majority vote of those members voting and will be effective immediately. A Board member may take leave for up to six (6) months, for illness, work assignment, or other reasons deemed appropriate. The request for leave must be made in writing to the Executive Committee, and the Board members must approve the leave request. During the leave period, the Board member will be removed from the Board and will not be required for quorum purposes. At the end of the leave period, the Executive Committee will have the discretion to extend the member's involvement an extra term (full new year) or allow the member to rejoin after the leave period.

2. Completing Board and Program Orientation at the beginning of the fiscal year for any new Board members. On an annual basis, attending a minimum of one court hearing and diversity, equity, and inclusion training (as required by the National CASA standards for local programs). Board members are always encouraged to attend at least one volunteer preservice training session, but are required to do so in the event that court observation cannot occur.
3. Serving in an advisory and advocacy capacity and providing active support through Board and committee advocacy as an active committee member. CASA Board committees include: 1) Executive; 2) Fund Development; 3) Finance; 4) Governance. Committees may meet monthly throughout the year to fulfill the committee goals and action plans.
4. Accepting leadership and participatory roles on the CASA board and committees as needed and working closely with the CASA staff on behalf of CASA’s mission, goals, and objectives.
5. Becoming a representative and spokesperson in your community for Henrico CASA and its mission. This could involve talking with prospective donors, business acquaintances, and volunteers, and making an entryway for the Executive Director and/or staff to more fully present CASA’s mission.
6. Representing CASA at events and community activities and programs whenever possible. This includes attendance at fundraising events.
7. Becoming familiar with the programs, court proceedings, and activities sponsored, organized and coordinated by the CASA staff.
8. Contributing financially to Henrico CASA. All board members are expected to support CASA with an annual gift at a level meaningful to the Board member’s household and by requesting corporate matching gifts or Board member grants where applicable.

I hereby agree to uphold these expectations and serve Henrico CASA to the best of my ability.

Signature

Date

ATTACHMENT B

Board Member Nomination Form



HENRICO COUNTY COURT APPOINTED SPECIAL ADVOCATES (CASA) BOARD MEMBER NOMINATION FORM

HCASA is an equal opportunity, affirmative action organization providing access to services and employment without regard to age, race, color, national origin, gender, religion, sexual orientation, veteran's status, political affiliation or disability.

DATE _____

NAME _____

ADDRESS _____

ZIP _____

How long? _____ If less than 7 years in Virginia, please list previous out-of-state address:

HOME # _____ **CELL #** _____

OCCUPATION _____ **EMPLOYER** _____

ADDRESS _____

ZIP _____

WORK # _____ **EMAIL** _____

EDUCATION (School attended, dates, degrees or certificates received, field of study):
Or attach a copy of your resume

PROFESSIONAL MEMBERSHIPS

MEMBERSHIP AND OFFICES HELD ON OTHER PRIVATE NONPROFIT ORGANIZATIONS

BOARD MEMBER INFORMATION

I have some expertise/experience in the following areas which might be helpful to CASA. (Check as many as appropriate)

- | | |
|--|---|
| <input type="checkbox"/> Law | <input type="checkbox"/> Board Development |
| <input type="checkbox"/> Budget/Fiscal Controls | <input type="checkbox"/> Fundraising |
| <input type="checkbox"/> Personnel | <input type="checkbox"/> Foundations |
| <input type="checkbox"/> Public Relations/marketing | <input type="checkbox"/> Corporations |
| <input type="checkbox"/> Public Speaking | <input type="checkbox"/> Special Events |
| <input type="checkbox"/> Volunteer Management | <input type="checkbox"/> Grant Writing |
| <input type="checkbox"/> Volunteer Recruitment | <input type="checkbox"/> Business Management / Entrepreneurship |
| <input type="checkbox"/> Child Welfare / Social Services | <input type="checkbox"/> Social Media |
| <input type="checkbox"/> Adult Learning / Training | <input type="checkbox"/> Other (Specify) |

I have contacts with or membership in the following, which might be helpful to CASA:
(check as many as appropriate; add specifics when possible)

- Local Corporations and Businesses
- Foundations
- Professional Groups
- Civic Groups
- Social or Service Groups
- United Way
- Other

Do you know of any conflict of interest that may arise from your position sitting on this Board of Directors? If yes, please explain.

Do you have any court cases pending? Yes No

Please disclose all criminal/legal offenses of which you have been charged and the disposition of these offenses:

Will you allow HCASA to follow up on this information? Yes No

*Henrico CASA will reject any applicant found to have been convicted of, or having charges pending for a felony or misdemeanor involving a sex offense, child abuse or neglect, or related acts that would pose risks to children or the program's credibility. Other information may not preclude you from becoming a board member, but the information will be considered.

Any additional information about yourself which may be helpful to CASA:

I hereby certify that all statements made on this application are true and correct to the best of my knowledge.

Signature: _____ Date: _____

I understand that by signature on this application I authorize inquiries to be made concerning my employment and character for the purpose of determining my suitability for working with an agency which serves children. I further understand that by my signature on this application I authorize Henrico CASA and other appropriate agencies to secure an FBI fingerprint check or national criminal database check, state criminal check, and local criminal check where the applicant resides and works, national sex offender registry check, motor vehicles division record check with a Social Security Number verification, and local child protective services check as appropriate and permissible by Virginia State. If the applicant has lived in another state within the past seven years, Henrico CASA will conduct a child protective services record check and a criminal record check in that county and state where allowed by law. All information will be held in strictest confidence.