

DIRECTOR FUNCTIONS AND RESPONSIBILITIES

Saginaw Basin Land Conservancy, Inc.

The Saginaw Basin Land Conservancy (SBLC) is a nonprofit membership organization governed by a board of directors comprised of local residents. The Board of Directors is responsible for setting organizational policies and plans and has overall authority and responsibility for all actions of the organization.

The SBLC is organized to foster an understanding of and to preserve natural scenic areas, farmlands and historic, archaeological and recreational resources important to the quality of life of present and future residents within the area of the Saginaw Bay watershed in the Lower Peninsula of the State of Michigan.

The SBLC Board of Directors is the legal entity for the corporation and is responsible for the formulation and maintenance of SBLC's general policies, management, and administration. Policies and activities of the Board and the staff must ensure that the nonprofit status of SBLC is not jeopardized and that the organization is an institution devoted to serving the public interest. Furthermore, the expenditure of funds must always be in accordance with applicable law and consistent with the terms of the donor.

All actions taken by directors shall be via the board or its committees and in conformance with the bylaws or applicable procedures and resolutions of SBLC. Directors should work for the organization as a whole and should not attempt to act in an individual capacity.

The primary duties of the Board of Directors are to oversee and approve organizational plans, budgets, financial reports, implementation of land protection strategies, and fundraising. The Board of Directors annually nominates new members of the Board for approval by the membership and generally promotes SBLC within the community to provide for organizational visibility and credibility.

The president of the Board of Directors meets regularly with the Conservancy staff to discuss business. The board receives regular reports from the staff on the progress toward goals established in the organizational plan.

The directors of the Saginaw Basin Land Conservancy are responsible for advising and assisting the organization and staff in protecting the natural diversity and beauty of the Saginaw Bay watershed by preserving significant land and scenic areas and fostering appreciation for and understanding of the environment.

REQUIREMENTS:

1. Commitment to the mission, goals, and code of ethics of the Saginaw Basin Land Conservancy.
2. Willingness to work closely and cooperatively as members of a team with a professional staff.

3. Willingness to serve on at least one standing committee.
4. Willingness and commitment to attend committee and board meetings or to request excused absences therefrom when necessary.
5. Ability and willingness to contribute advice, ideas, intellectual insight, and analysis on topics such as land management, land protection, fundraising, financial management, and others in which the trustees have a particular expertise or experience.
6. Willingness to support SBLC consistent with her/his financial ability.
7. Willingness to solicit funds and encourage support for SBLC from other sources.
8. Willingness to devote time and attention to the affairs of SBLC to ensure that all actions, including those of the Director and staff, are in accordance with the established bylaws and code of ethics.

DUTIES:

Members of the Board of Directors serve three-year terms and are required to participate actively in fundraising for SBLC. They are asked to attend full Board meetings, including the annual meeting; to read materials distributed to the Board; and to participate on at least one standing committee of the Board, attend its meetings, and contribute to the work of the committee.

Directors are representatives of SBLC and should be prepared to communicate the Conservancy's mission and how the Conservancy accomplishes that mission.

Directors may have one or more of several distinct roles.

- Develop a strategic plan for SBLC's operations. The Board should participate actively in the development of a strategic plan and approve the final plan. Periodically, the Board reviews this plan and works with the staff to update it and keep it current.
- Establish conservation priorities. Based on the knowledge of the local situation, the Board reviews conservation opportunities recommended by the land protection committee.
- Assist in fundraising. Board assists the executive director and others as appropriate in raising funds by providing support, making contacts that will open doors for the Conservancy, soliciting gifts, and endorsing the organization and its mission.
- Monitors SBLC's progress in the watershed. The Board should assess SBLC's performance on an ongoing basis to ensure that:
 - o Programs are ambitious and effective and are operating in conformance with SBLC's philosophy and mission;

- SBLC is operating as a good citizen of the state and the various communities in which we operate;
 - SBLC is exercising sound fiduciary responsibility to our supporters, friends and donors; and
 - Budgets are realistic and fiscally responsible.
- Provide visibility and credibility. The Board consists of leaders from throughout the watershed representing a variety of constituencies—environmental, science, business, civic involvement, etc. As such, the Board uses its expertise and contacts to assist in publicizing SBLC and its mission to important groups within the state and in establishing SBLC as a responsible, results-oriented organization.
 - Keep the organization informed of and responsive to local situations. SBLC relies on the Board to assess local climates and guide SBLC’s activities within the watershed accordingly. In this regard, the Board—guided by SBLC’s overall code of ethics—addresses issues such as relationships with state and local governments, appropriate land acquisition strategies, or types of partnerships the Conservancy should form with business organizations, universities, or other groups.
 - Develop introductory strategies to contact landowners in targeted sub-watersheds.
 - Provide advice on financial management.
 - Hire the executive director and provide an annual review of performance and compensation.

CODE OF ETHICS

Saginaw Basin Land Conservancy, Inc.

Introduction

The Saginaw Basin Land Conservancy’s effectiveness is dependent upon its integrity and sincerity in dealing with landowners and other entities. That effectiveness will result in a record of accomplishment and a reputation for protecting natural, scenic, historic and agricultural land. The work of the Conservancy is done under public scrutiny and can be done successfully only as long as individuals and groups who are committed to conservation have confidence in the Conservancy to achieve results. One of the greatest assets SBLC as acquired is its good name.

This code of ethics is designed to protect SBLC’s reputation and effectiveness by providing guidance in making decisions which have ethical implications, including potential conflicts of interest. Questions about the code of ethics or conflicts of interest should be addressed to the Board Chairman. Decisions may be appealed to the Board of Directors.

Given the diversity and make up of the Conservancy's board, it is essential that SBLC adopt the following policies and guidelines to deal with real or apparent conflicts of interest. (This list is not intended to be all-inclusive, and matters that fall outside this list may be taken up in accordance with the procedure section.) At a minimum, the recommended course of action will be to ask the individual to excuse and absent him/herself from any involvement in decisions pertaining to potential conflict. It is the responsibility of the individual to bring potential conflicts of interest to the attention of the Board.

Participation in SBLC and in Outside Activities

Board members, staff, and volunteers shall not engage in activities which represent a material or perceived conflict of interest with their roles in the Conservancy, or which take advantage of inside information which is proprietary to the Conservancy. A Director shall not vote on matters where the Director, his or her family or personal or professional colleagues of the Director are affected.

Service to SBLC

Board members shall not provide business or professional services to the organization for which they are compensated. However, there may be occasions when the special expertise of the Board member may be advantageous to the Board. In those circumstances the Board of Directors shall approve the transaction and a full and complete accounting of the transaction shall be maintained in the files of SBLC documenting the rationale for the costs associated with the transaction.

Use of SBLC Resources

Board members, staff, and volunteers shall not make unauthorized use of Conservancy resources.

Gifts

Board members, staff, and volunteers shall not solicit or accept for personal benefit directly or indirectly any gift, loan, or anything else of substantial monetary value from any person or firm which as sought or is seeking assistance or other contractual, business, or financial relations with the Conservancy. Meals, accommodations, and travel services provided on official business may be accepted as long as they are clearly in support of SBLC and its program.

Property Purchase

Board members, staff, and volunteers shall not purchase from the Conservancy any real estate or personal property having substantial value without approval of the Board.

Confidential Information

Board members, staff, and volunteers shall not divulge any confidential information obtained through their Conservancy activities or affiliation to anyone within or outside the Conservancy not intended to receive such information. This is especially

germane with regard to funding opportunities, the details of specific land transactions, and organizational, personnel and financial information.

Hiring

As a general rule SBLC shall not hire persons related to a Board Member. In unusual circumstances, an exception can be made when it would be advantageous to the organization. The Board shall at all times approve such exceptions.

Violations

Violations of this code of ethics is grounds for disciplinary action, including dismissal or removal.

Procedures for Addressing Real or Perceived Conflict of Interest Issues

- Directors shall disclose to the Board the existence of any real or apparent conflict of interest.
- A Director shall absent him or herself from Board or committee discussions where such Director has conflict of interest unless the Board or committee requests specific information from such Director.
- No Director shall vote on any issue where he or she has a real or perceived conflict of interest.
- When a Director reasonably believes that he or she has a conflict of interest such Director shall discuss the conflict with the Chair. In the event the Director is uncertain regarding a potential conflict of interest that Director shall discuss it with the Chair. The Chair may seek the advice of other Board members and provide that advice to the Director.
- Any Director or the Executive Director may communicate with the Chair when that Director reasonably believes that there is an apparent conflict of interest on the part of any Director that has not been reported to the Board or acknowledged in any way. The Chair shall make an investigation and also seek the advice and counsel of other Directors, the Executive Director or legal counsel. The Chair shall then discuss the matter with the affected Director. In the event the affected Director refuses to acknowledge or resolve the conflict of interest, such Director may be removed from the discussion, removed from the Board or asked to resign as a member of the Board. However, no director will be removed or asked to resign from the Board unless the full Board has approved such action and the affected Director has had the opportunity to address the full Board regarding the matter.