

Global Outreach International, Inc.

**BOARD MANUAL**

As Modified by the Board of Directors  
November 2, 2018

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## Introduction

This Board Manual contains policies and other content that supplement the governing documents of Global Outreach International, Inc. (“Global Outreach”). The purpose of the Board Manual is to help ensure the smooth functioning of Global’s Board of Directors (“the Board”).

## Governing Documents

The governing documents of Global Outreach are the Articles of Organization and the Bylaws. These will be included as appendices in a future version of this Board Manual. The governing documents are of higher authority than the Board Manual.

## Changes to the Board Manual

The Board Manual may be modified at any time by majority vote of the Board.

Proposals or general ideas for changes are sent to the Governance Committee from the Board, a committee, or an individual Director. The Governance Committee prepares the content and presents the proposed changes to the Board.

## Board Responsibilities

The Board has full and final authority over the affairs of the organization (see MS Code § 79-11-231), but the Board affirms that the Board and board members should not micromanage the affairs of the organization. Key areas of proper board action are **strategy, oversight, and policy**.<sup>1</sup>

## Committees

The Board has three primary committees plus an Executive Committee. That is, the Board has four standing committees.

The three primary committees are:

- **External Affairs Committee**
- **Internal Affairs Committee**
- **Governance Committee**

It is expected that the full Board will not need to establish any additional committees beyond these four. When an item is to be referred or delegated to a committee, it is referred or delegated to one of the four standing committees.

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<sup>1</sup> Board Member Orientation, Michael E. Batts, chapter 2

Meetings of the full Board normally include receiving reports and acting on recommendations from the four standing committees.

### Committee Responsibilities

The **External Affairs Committee** is responsible for recommending strategy and policy having to do with people outside of the organization, and helping to exercise the Board's responsibility to oversee these areas.

- Church relations
- Donor relations
- Public Relations
- Marketing
- Fundraising
- Missionary candidates
- Missionary Orientation Training
- Path to commissioning
- Volunteers
- Short-term teams
- Entities owned by Global Outreach (Spindigo, GOinnovation, etc.)

The **Internal Affairs Committee** is responsible for recommending strategy and policy having to do with matters internal to the organization, and helping to exercise the Board's responsibility to oversee these areas.

- Member Care
- Finance
- Audit
- Personnel
- Compensation
- Facilities

The **Governance Committee** is responsible for the health and functioning of the Board itself.

- Recruitment of Directors
- Board orientation
- Board training and development
- Nominations
- Process questions
- Bylaws
- Board Manual

The **Executive Committee** is responsible for the following.

- Addressing issues that arise between meetings of the Board and require Board attention before the next meeting of the Board
- Approving budget adjustments during the year, upon recommendation of the Internal Affairs Committee. Budget adjustments only need to be approved if the total home office budget is changed by 5% or more.
- Previewing some items that are to come before the Board. These items are selected by the Chairman or Vice Chairman of the Board when such a preview is expected to improve the effectiveness or efficiency of the Board as a whole.
- Approving the minutes of board meetings on behalf of the full Board within three months of the meeting, after they have been sent to the full Board for review and comment.
- Other duties assigned by the Board to the Executive Committee.

As stated in Article IX of the bylaws:

- Committees shall have the power and duties designated by the Board, with certain limitations that are specified in the bylaws.
- Committees are expected to recommend policy but shall not have the authority to adopt policy on behalf of the Board.

### Committee Meetings

Committees meet in person the weekend of the bi-annual meetings of the full Board, and by conference call or in person throughout the year. It is recommended that the committees meet at least quarterly.

### Committee Members

The standard size for each committee is 5 to 9 members. Each committee is to include at least one officer of the Board (Chairman, Vice Chairman, or Secretary-Treasurer).

Committee members are appointed by the Board.

Terms for committee membership are one year and begin on January 1. There is no limit on the number of terms an individual may serve on a committee.

Service on one of the three primary committees is a significant way in which Directors take part in the work of Global Outreach. However, there will be years when a Director does not serve on a committee. Also, a Director will usually not serve on more than one of the primary committees at the same time.

Committee chairmen for the three primary committees serve one-year terms that begin on January 1. They are appointed by the Chairman or Chairman-elect of the Board, with input from the Governance Committee, which takes into consideration input received from Directors. No one serves more than 5 consecutive years as chairman of the same committee.

## Executive Committee

The Executive Committee includes the board officers, plus the chairmen of the three primary committees, plus up to 6 at-large members appointed by the Board. That is, the members of the Executive Committee are the...

- Chairman of the Board
- Vice Chairman of the Board
- Secretary-Treasurer
- Chairman of the External Affairs Committee
- Chairman of the Internal Affairs Committee
- Chairman of the Governance Committee
- Up to 6 at-large members.
  - It will be customary to include the Chairman-elect. This will apply in years 2018, 2021, 2024, etc. (appointed in November 2017, 2020, 2023, etc.).
  - It will be customary to include the past Chairman in the year after his final year as Chairman, if he remains an active Director. This may apply in years 2019, 2022, 2025, etc. (appointed in November 2018, 2021, 2024, etc.)
  - To facilitate the transition from the system used before 2017, it will be customary through 2019 (that is, with appointments made in November 2017 and 2018) to include Executive Committee members who have already been appointed to a 3-year term that has not yet ended. The number of at-large members is to be reduced to 4 by 2019.

The Vice Chairman of the Board serves as Chairman of the Executive Committee.

The at-large members are elected at the November meeting, and appointed to a one year term beginning on January 1.

## Advisory Members

The CEO is an advisory (non-voting) member of every committee.

The CEO may appoint executive team members (VP's) as advisory (non-voting) members of any committee.

A committee chairman may appoint other individuals, such as members of the Mission Advisory Council, as advisory members of the committee.

## Subcommittees

To effectively fulfill their responsibilities, the three primary committees may form subcommittees. The voting members of these subcommittees are members of the primary committee who are appointed to the subcommittee by the primary committee or its designee. The subcommittee may also have advisory (non-voting) members who are not members of the parent primary committee, such as staff members, members of the Mission Advisory Council (MAC), or other Directors.

Normally, a subcommittee will present its reports or recommendations to its parent primary committee, which in turn will present its reports or recommendations to the full Board. However, if the primary committee so chooses, the subcommittee may act on behalf of the committee. For example:

- The Governance Committee may establish a Nominating Subcommittee. The Governance Committee can authorize the Nominating Subcommittee to present nominations to the full Board on behalf of the Governance Committee, without requiring additional action by the Governance Committee.
- The Internal Affairs Committee may establish an Audit Subcommittee. The Internal Affairs Committee can authorize the Audit Subcommittee to report to the full Board on behalf of the Internal Affairs Committee.

## Nominations

In **August** of each year, the Chairman of the Governance Committee or his or her designee communicates by mail or email to all Directors regarding nominations. This communication includes lists of...

- The current Directors and their terms
- The current officers and their terms
- Current committee assignments
- Positions to be filled by the Board at its Fall meeting
- Members of the Nominating Subcommittee of the Governance Committee, or the full Governance Committee.

Directors are encouraged to speak or correspond with members of the Nominating Subcommittee by the end of **September** regarding their recommendations and their own interest in serving.

In **October** or **November**, no later than two weeks before the Fall meeting, and normally with the rest of the Board meeting packet, the Governance Committee presents a proposed slate of nominees.

- One nominee is presented for each open officer position.
- Three to five nominees are presented for new five-year terms as Directors.
- If necessary, nominees are presented to fill unexpired terms of Directors.
- Five to nine nominees are presented for each primary committee.

In **November**, at its regular bi-annual meeting, the Board votes on the proposed slate of nominees using paper ballots that allow for a yes or no vote on each nominee. The Governance Committee tallies the votes and announces the results. The announcement of the results does not necessarily include the number of yes and no votes. Yes votes from a majority of Directors present at a meeting at which a quorum is present constitute an appointment or nomination by the Board. In the case of Director positions, the decision of the Board represents a decision to nominate the individual per Section 5.5 of the bylaws, which states "Nominations for persons to serve on the board of directors shall be made by the board of directors."

In **November**, at the annual meeting of the members, the members elect Directors by voice vote, and by other means if necessary. The expected outcome is that the members elect those who were nominated

by the Board, who were those recommended by the Governance Committee, who were among those recommended by individual Directors or the CEO.

The Chairman, Vice Chairman, and Secretary-Treasurer serve staggered three-year terms which begin on January 1. The Chairman is elected a full year before taking office. Therefore, the Board is to elect officers as follows:

- Officers elected in Fall 2017:
  - Secretary-Treasurer for 2018-2020
  - Chairman for 2019-2021
- Officers elected in Fall 2018:
  - None
- Officers elected in Fall 2019:
  - Vice Chairman for 2020-2022

## Evaluation of Board and CEO

There is an annual evaluation of the Board. This evaluation is coordinated by the Chairman of the Governance Committee. See Appendix 1 for more information.

There is an annual evaluation of the CEO. This evaluation and the development of the plan on which it is based are coordinated by the Chairman of the Board. See Appendix 2 for more information.

## Director Self Evaluation and Annual Affirmations

Directors annually complete an individual self-evaluation and a set of affirmation statements using the questions and statements in Appendix 3.

## Rules of Procedure

While the Board at times operates informally, formal action is taken in accordance with Robert's Rules of Order, 11<sup>th</sup> edition. The Chairman of the Governance Committee serves as parliamentarian in meetings of the Board.

Committees have the freedom to set their own rules of procedure.



## Appendix 1: Evaluation of the Board

The Board's annual self-assessment is done using the survey below, which is adapted from "Best Practice Materials for Nonprofit Boards" by Executive Service Corps of Washington, pages 14-17 ([link](#)). The compiled results are shared with the full Board.

Board members are informed as to whether the individual surveys are confidential. (For example, "Individual surveys will be shared only with the voting members of the Governance Committee. Aggregated results will be shared with the full Board and Home Office staff.")

Mark with an "x" the column that best represents your agreement or disagreement with the statement.

		Strongly agree	Agree	Disagree	Strongly disagree	Not sure or can't rate
1.	I feel the meetings focus on important organizational matters.					
2.	I am clear about my responsibilities as a member of the board					
3.	Materials related to significant decisions are given to the board far enough in advance of the meeting.					
4.	The amount of material I need to read prior to the meetings is reasonable.					
5.	It is clear to me how urgent matters are handled between meetings.					
6.	I feel I have a clear understanding of the mission and activities of the organization.					
7.	When I was new to the board, I was given sufficient information to allow me to make a contribution to the organization quickly					
8.	I receive financial information that is understandable and gives me a clear sense of the organization's financial position.					
9.	I receive information about the organization's services that allows me to understand the impact the organization is having.					
10.	I feel that I have the information I need to effectively represent the organization to the community and to ask for financial support					
11.	There is good follow-up on tasks delegated to me or other board members.					
12.	I feel that other members listen to my opinions					
13.	I feel I can comfortably say when I disagree with another member or with staff					
14.	The board gives honest feedback to the executive director and other staff.					
15.	It is clear to me how the board will be involved in important decisions					
16.	All board members act with a clear understanding that they have no authority to act on behalf of the board or the organization unless specified in the operating policies, bylaws or board decisions.					
17.	The board has a clear process for making important decisions.					
18.	The board sets resource development goals and actively supports fundraising and resource development efforts					
19.	The board sets explicit performance measures for the executive director					

	and evaluates performance against these measures.					
20.	The board's has a formal and approved method of ED performance evaluation and no board member acts outside of that approved process to conduct an evaluation.					
21.	The board sets clear goals that are realistic and relevant to the strategic plan.					
22.	I think the board is missing needed skills, stakeholder representatives and diversity  Please describe what is missing:					
23.	If a friend or valued professional contact was a good match for the board's needs, I willing to recruit them.					

How satisfied are you with the work of the board overall (circle your answer)

VERY SATISFIED      SATISFIED      NOT SATISFIED

Please list the three to five points on which you believe the board should focus its attention in the next year. Be as specific as possible in identifying these points and state what result you want from the board's attention to each issue:

1)

2)

3)

4)

5)

Board member name: \_\_\_\_\_

(This is to help ensure that we get responses from everyone and that the interviews can follow-up on the responses, if applicable. Comments and responses will not be attributed to individual board members.)

## Appendix 2: Evaluation of the CEO

The annual evaluation of the CEO is based on an annual plan. The development of the plan and the evaluation are coordinated by the Chairman of the Board.

The plan is developed and the evaluation is completed by following the steps below, as recommended in “Evaluating the Executive Director: Your Role As a Board Member” by Vincent Hyman ([link](#)). See the linked document for additional detail. The completed evaluation is input to an annual discussion by the full Board, in executive session, regarding the CEO’s compensation.

1. Set an executive evaluation policy
2. Set objectives and criteria
3. Choose monitoring sources
4. Choose an approach
5. Conduct an executive performance survey (Option A)
6. Monitor performance-to-plan (Option B)
7. Prepare a strengths and weaknesses evaluation (Option C)
8. Meet with the executive and document the review
9. Consider compensation
10. Avoid common problems

Conversations in this process include:

1. A conference among the CEO, the Chairman of the Board, the Vice Chairman of the Board, and the Chairman of the Governance Committee
2. Discussion by the full Board in executive session
3. A follow-up conference among the CEO, the Chairman of the Board, the Vice Chairman of the Board, and the Chairman of the Governance Committee.

## Appendix 3: Director Self-Evaluation and Annual Affirmations

Directors annually complete an individual self-evaluation and a set of affirmation statements using the questions and statements below.

Directors appointed or re-appointed after April 2018 are expected to answer Yes to all of the affirmation statements, and are informed of this in advance of their commitment to serve. While the Board would like Directors who were last appointed before April 2018 to also answer Yes to all of the affirmation statements, the Board does not wish to add new obligations after a Director's appointment.

This content is based on samples from the Evangelical Council for Financial Accountability (ECFA).

### Self Evaluation Questions

1. How do you assess your contribution to this ministry? *(You might want to include such things as: attendance at board meetings, participation, promotion and fundraising, prayer, committee work, or any other areas on which you would like to comment.)*
2. Do you feel that your financial contributions to the ministry are at a level which is "personally significant" for you? Why or why not?
3. How has our ministry invested in your growth as a board member?
4. What would you like to contribute to or involve yourself in if you were to serve another term, or for the remainder of your current term?
5. How would you like our ministry to invest in and facilitate your personal development as a board member?

Source: <http://www.ecfa.org/Content/TopicBoardSelfEval>, retrieved April 24, 2018 and edited.

### Affirmation Statements

[ ] Yes! I affirm my high commitment and generous use of my *time, talent and treasures* for the purposes of kingdom advancement through the work of Global Outreach International, Inc. (GOI). I believe God has called me to serve and I accept these roles, responsibilities and privileges with joy and enthusiasm.

*Please circle Yes or No for each of the following statements.*

Yes      No      1. I affirm the GOI Statement of Beliefs.

Yes      No      2. I affirm I will serve faithfully on the GOI Board of Directors, confident that I have the enthusiastic affirmation of my family (and my employer, if required) along with their understanding of the commitments I am making in the use of my time, talent and treasure.

Yes      No      3. I affirm I will pray regularly for GOI, the CEO, the staff, and the Board of Directors.

Yes      No      4. I affirm I am highly committed to attending the scheduled meetings of the board and the committees to which I am appointed and understand that the cost of transportation, hotel, and non-scheduled meals will be my responsibility. I will also participate in the regularly scheduled telephone conference calls. *(See the attached list for dates of future board meetings.)*

Yes      No      5. I affirm that during my five-year term on the board I will arrange my giving priorities so that I am able to be a generous giver to GOI, recognizing that major donors, foundations and other donors have the expectation that the GOI Board of Directors will be part of the “most highly committed” group of donors.

*Note: “Generous giving” does not mean that our board members must be wealthy. Instead, when at all possible, we encourage each board member to prioritize GOI so it is one of the “Top 3” ministries for an individual’s annual giving.*

Yes      No      6. I affirm that, as I’m able, I will seek to influence my colleagues, my organization/company, major donors and foundations to be generous givers to our ministry.

Yes      No      7. I affirm that I am an active attender and participant in my local church and am committed to a spiritual journey of becoming a fully devoted follower of Christ.

Yes      No      8. I affirm that I will carefully consider opportunities for service on various board committees and will accept such assignments, as I am able. *Note: current standing committees of the board are:*

- a. *External Affairs Committee*
- b. *Internal Affairs Committee*
- c. *Governance Committee*
- d. *Executive Committee*

Yes      No      9. I affirm that if I am unable or unwilling to continue to serve, prepare for and attend meetings, and execute my responsibilities as a member of the Board of Directors of GOI, I will resign my position so that the board may have the benefit of the full support and committed time, talent, and treasure of an active board member.

Yes      No      10. Other: I affirm that during my five-year term on the board I will seek to know and serve GOI’s missionaries and their work, including at least one visit to a GOI mission site or missionary retreat.

Source: [http://www.ecfa.org/PDF/ECFA\\_Toolbox\\_2\\_Board\\_Member\\_Annual\\_Affirmation\\_Statement.pdf](http://www.ecfa.org/PDF/ECFA_Toolbox_2_Board_Member_Annual_Affirmation_Statement.pdf), retrieved April 24, 2018 and edited.

## Appendix 4: Sections to be added

The following sections are to be added in future versions of the Board Manual.

- Financial Oversight
  - Resource: Sample Audit Committee Charter from ECFA
- Board Development
  - Resource: Board Member Orientation by Michael E. Batts
- Meeting Schedule
  - Include schedule for April and November meetings, back into due dates for committee reports, and then possibly back into meeting dates for committees.
- Minutes
- Fund Raising
- Expectations of Board Members
  - Resource: Recommendations from ECFA
- List of Reference Documents
- Appendix: Articles of Organization \*
- Appendix: Bylaws \*
- Appendix: Statement of Faith \*
- Appendix: Nomination Form
  - Create new form
- Appendix: Board Member Application
  - Use the existing form.
- Appendix: Board Service Commitment Pledge
  - Use existing form. Consider any additional recommendations from ECFA.
- Appendix: Conflict of Interest Form
  - Use existing form.
- Appendix: Sample Ballot
  - Create new form.
  - Also consider adding sample script for meetings at which elections are held.

\* For these documents, must decide whether to include the full document in an appendix, or simply reference the external document to keep the Board Manual more concise.

## Change Log

5/9/17, Version 1.1: Made changes that were discussed in board workshop 4/21/17.

- Board Responsibilities: Move Batts citation to footnote.
- Committee Members: Change lower end of committee size range from 6 to 5.
- Executive Committee: For transition period, allow up to 6 at-large members instead of 4.
- Evaluation of Board and CEO: Add content from referenced resources to Appendices; add section about the conversations included in the CEO evaluation process.

8/30/17, Version 1.2: Corrected the following errors.

- Under Executive Committee, in one place that had the number of at-large members as 8, changed to 6.

10/10/17, Version 1.3: November board meeting changes.

- Added clarification about budget amendments under Executive Committee responsibilities.

4/28/18, Version 1.4: Added Director Self-Evaluation and Annual Affirmations

11/3/18: Changed time for Executive Committee to approve minutes from two months to three months; changed responsible party for appointment of committee chairs to Chairman or Chairman-elect.