

## **CAN-Act Operating Guidelines As Revised October 2008**

### **CAN-Act Structure**

1. Statement of Mission and Purpose
2. Core Values
3. Membership & Dues
4. Governing Board Structure
5. Decision Making / Representation
6. Committees
7. Staffing

### **1. Vision, Mission and Purpose**

#### **Vision**

Healthy food and active lives for all Californians--We **Can Act** for Better Health!

#### **Mission**

Our mission is to support healthy eating and active living in low-income communities through provider leadership, client empowerment and vigorous support for a better SNAP-Ed (FSNE).

#### **Purpose**

CAN-Act is an association of Supplemental Nutrition Assistance Program (aka Food Stamp) Nutrition Education providers formed in 2006. CAN-Act represents all parties interested in the operation of SNAP-Ed and the Network for a Healthy California.

CAN-Act's purpose is to provide peer support and grassroots leadership; training, technical assistance and communications for the SNAP-ED community; funds development; legislative and administrative support on SNAP-ED and related issues; and advocacy for the benefit of California's low-income communities.

### **2. Core Values**

At the March Advisory Panel meeting, the participants present agreed to include the first three values statements. The remaining statements should be considered for inclusion or exclusion.

- Collaboration: we give stakeholders a meaningful role in decision-making
- Health and Social Equity: we seek to reduce health and social inequalities
- Leadership Development: we create opportunities to develop indigenous leadership
- Accountability: we demonstrate responsible use of resources to our members and funders
- Results: we demonstrate achievement of defined outcomes

### **3. Membership**

#### Eligibility

Membership is extended to organizations that receive SNAP-ED funding, individuals working in a SNAP-ED-funded program, and agencies generating state (local) share dollars. Agencies not formally part of the California Nutrition Network or the UCCE can become members if review of their mission and activities demonstrates compatibility with CAN-Act's mission and core values. Individual memberships cover only one individual and not other SNAP-ED-funded staff within that individual's agency.

#### Benefits and Services

Membership benefits will include:

##### **Advocacy**

- Advocacy on state and federal policy issues.
- Administrative advocacy to improve both federal and state procedures.
- Training and technical assistance as needed to enhance members' advocacy skills.
- Support for program improvement and administrative streamlining.

##### **Communications**

- Email updates and action alerts – email advocacy updates and alerts on current and emerging program and policy issues.
- CAN-ACT – list serve on Google Groups for peer-to-peer electronic networking
- Newsletter – regular updates on local program activities, CNN & UCCE SNAP-ED-related news, and other exciting stuff.
- Networking – opportunities for real-time peer support.

##### **Fund Development**

- Fund development to develop new initiatives and assist local programs in sustaining and expanding SNAP-ED-funded activities.

##### **Professional Development**

- Annual conference, local training, and technical assistance.
- Leadership development through “SNAP-ED Ambassadors” program.

#### Dues

Membership dues are generally a minor source of income for membership association. The payment of dues, however, signifies support for and an investment in the organization's mission and provide partial support for operating and administrative expenses. Expenses related to advocacy and lobbying will not be paid for with federally-derived SNAP-ED dollars. Membership dues for CAN-Act will be determined and noticed on a bi-annual basis.

## 4. CAN-Act Advisory Board & Executive Committee Member Policies

### Overview

The purpose of the CAN-Act Advisory Board is to provide leadership and oversight to CAN-Act's executive, programs, operations, and budget. As of the adoption of these policies (October, 2008), CAN-Act receives fiscal sponsorship from an existing non-profit organization; as such, CAN-Act's Board role is advisory rather than fiduciary. Should CAN-Act incorporate at some future date, it shall incorporate as a non-profit as defined by California and US tax code; thus, CAN-Act Board members served without compensation from CAN-Act's resources, and it is further expected that travel or related expenses for routine Board services will be reimbursed from Board members' organizational budgets. The remainder of the document describes Board composition, elections, duties and responsibilities, and Board officers.

### I. Board Membership Categories:

- CAN-Act's Advisory Board shall be composed as follows:
  - One seat for each of the Network's eleven regions
  - One seat for special categories including NIA, LFNE, Faith Projects, Leadership Projects, and any other non-LIAs
  - Up to two seats for UC FSNEP projects
  - One to two liaison/s from CDPH - the liaison shall be non-voting unless a different determination is made by the Board at the time of a vote
  - One liaison from UC FSNEP Administration - the liaison shall be non-voting unless a different determination is made by the Board at the time of a vote
- No more than three regional seats shall be filled by Regional Network contractors that don't have a concomitant LIA contract.
- Board seats may be shared between two or more individuals; however, when the Board votes on a decision or issue, the region will have only one vote, and when CAN-Act's funds support Board activities, only one individual will be supported financially. Individuals sharing board seats that are also part of the Executive Committee will need to determine between themselves how to share Executive Committee responsibilities. Only one name shall be indicated as occupying an Executive Committee role on CAN-Act rosters and letterhead.

### II. Board Terms and Elections:

- Board terms shall be two years in length and members may serve up to three consecutive terms, with cycles commencing on October 1 of either even or odd years. Board terms will not have a lifetime limit; however, in the event three consecutive terms are served (either full or partial terms), individuals must wait at least two years before running for a Board seat again.
- Board members shall be elected or appointed from their regions or constituencies. The Nominating Committee shall put together ballots for the regions as follows:

#### *Odd Years:*

Bay Area  
Central Valley  
Desert Sierra

Gold Coast  
Los Angeles  
UCCE  
NIAs/Other (LFNE, NIA, Faith, Special Projects)  
***Even Years:***  
Central Coast  
Gold Country  
North Coast  
Orange  
San Diego/Imperial  
Sierra Cascade

Unless a CAN-Act member requests a paper ballot, ballots shall be distributed via email. Ballots for all seats shall have a line for a "write in" candidate. Ballots shall be distributed per the "odd/even" rotation noted above during the third week of August of each year, and completed ballots must be submitted by September 10 of each year. Persons elected to the Board will be notified within one week of the ballot submission deadline.

### **III. Qualifications for Board Membership:**

- To be eligible to serve on the CAN-Act Board, candidates must be actively managing or working in a SNAP-ED funded project in their region or seat category, and must have been in a leadership position in their program for at least six months. If a Board member leaves the job that qualifies them for CAN-Act Board membership and does not assume a job in a SNAP-ED funded project in the same region or category, they shall vacate their seat. In this case, the Nominating Committee shall establish how much of the member's term remains and determine whether the seat should be filled immediately or wait until the next regularly scheduled election for that seat. The Board shall make the final determination regarding filling vacant Board seats mid-term.
- To maintain Board membership, Board members must attend at least 75% of telephone and in-person meetings, respond to at least 75% of action requests, and attend at least one Network Steering Committee meeting per year. CAN-Act staff shall maintain a record of Board participation and alert members that are not meeting participation requirements; staff shall also provide participation updates to the Board or individual members as requested.

### **IV. Board Member Duties and Responsibilities:**

- In addition to the specific participation requirements outlined above, the general responsibilities of CAN-Act's Board include the following (adapted from "A Brief Orientation to Non Profit Boards Roles and Responsibilities"):
  - *Determine the Organization's Mission and Purpose* - CAN-Act's mission and purpose were established with the creation of the organization; however, it is important to review this periodically to ensure that they continue to be relevant, and to compare organizational activities - including contract deliverables and organizational development functions - to the stated mission and purpose to avoid "mission creep" (e.g., seeking any available grant or contract funds because they can be secured in addition to/rather than securing grants and contracts to meet the organizational mission).

- CAN-Act's mission and purpose will be reviewed at least bi-annually.
- *Select the Executive* - the CAN-Act Board must work with its fiscal sponsor to determine the skills and abilities it desires in an executive and how best to recruit for this position.
  - With transitions in CAN-Act's executive, the Board will be responsible for working with its fiscal sponsor to recruit, interview, and offer employment to qualified candidates.
- *Support the Executive and Review His or Her Performance* - "supporting the executive" entails a broad range of activities, including
  - Attending Board calls and meetings - Board calls are scheduled at approximately six week intervals; the Board has a 2 day retreat once per year; the Board attempts to meet in person in conjunction with the Network's annual conference; and Board members should try to attend any in-person meetings held in conjunction with Network Steering Committee meetings.
  - Responding in a timely way to action requests or other requests for input - these are generally not more frequent than two times per month.
  - Attending meetings, hearings, or forums as a Board representative - staff attempts to recruit different Board members to attend meetings etc. based on location, and these requests are generally limited to a half dozen or so per year.
  - Completing an annual performance assessment of the executive director - a form will be distributed at the annual retreat, and the outgoing chair is asked to compile the feedback to give to the director.
- *Ensure Effective Organizational Planning and Determine and Monitor the Organization's Programs and Services* - although CAN-Act's staff will negotiate much of the specific deliverables in any given grant or contract, the Board has a substantial role in strategic and long range planning. It is the strategic planning process that directs staff in prioritizing staff assignments and seeking appropriate funding.
  - Following the initial adoption of a strategic plan, CAN-Act's Board will review progress on the plan annually and update or renew strategic planning at 4-5 year intervals.
  - The Board will participate in assessing organizational performance through a formalized assessment process facilitated at least bi-annually.
- *Ensure Adequate Resources* - resource development is a major function of non-profit boards. For a membership association such as CAN-Act, funds from non-dues sources comprise the majority of funding. Board roles in resource development include:
  - Supporting staff in securing contracts and grants through reviewing proposals upon request;
  - Making overtures to possible funders with Board approval, either independently or in concert with staff;
  - Assisting staff in the planning and implementation of fundraising events or activities; and
  - Encouraging constituents to pay dues (as allowable).

- *Manage Resources Effectively* - because resources - staffing, materials, dollars, etc. - are finite, the Board needs to weigh in on priorities. Again, this happens primarily through the strategic planning process, but the Board should also be familiar with annual budgets.
  - At least once annually, either at the retreat or through an electronic request, the treasurer shall present to the Board an annual operating budgets to review and adjust as needed.
  
- *Enhance the Organization's Public Image* - a membership organization is only viable when it has satisfied members. The membership needs to know what the organization is doing on its behalf, needs to have a place to refer ideas and seek assistance, and also needs to know who is working on their behalf.
  - Board members will routinely update groups of members/potential members (e.g. at regional networking meetings, Regional Collaborative meetings, and other venues) on CAN-Act's activities and invite feedback/input/questions from potential or active members.
  - Board members should collect information for these presentations/communications from Board conference calls and CAN-Act email updates; CAN-Act staff may also be able to provide additional information or material upon request.
  
- *Assess Its Own Performance* - just as organizational and executive effectiveness must be evaluated regularly, the Board must also ensure that it is effective collectively and that individual members are contributing to the whole in order to support the organization.
  - Individual Board members and the Board as a group will conduct a self-assessment through a formalized process facilitated at least bi-annually.
  - The Board will set performance goals following the assessment process.

**V. Officers of the Board/Executive Committee:**

Board officers shall include:

- Chair
- Vice Chair
- Secretary
- Treasurer

These positions will be filled by volunteers by existing Board members and terms are one year in length.

**Chair**

- Preside at Governing Board and membership meetings.
- Present an annual report of the work of the organization at the annual meeting.
- Ensure that all books, reports and certificates required by law are properly kept or filed.
- Be among the officers permitted to sign the checks or drafts of the organization.
- Shall sign official correspondence of the organization.

**Vice Chair**

- Serve as the liaison to the Network Steering Committee's Executive Committee
- Preside at Board and membership meetings in the Chair's absence.
- In the event the Chair vacates her/his office, assume the office of Chair for the duration of the vacated term, or until an election can be organized, whichever comes first.

#### **Secretary**

- Keep the minutes and records of the organization in appropriate books.
- File any certificate required by any state or federal statute.
- Serve all notices to members of this organization.
- Be among the officers permitted to sign the checks or drafts of the organization.
- Prepare all ballots (or delegate such preparation as appropriate).

#### **Treasurer**

- Work with executive in preparation of annual budget.
- Review budgets to be included in grant or contract proposals.
- Approve line item or other budget adjustments that total 10% or greater of the total grant or contract amount.
- Present annual budget to Board.

## **5. Decision Making / Representation**

Decisions regarding Association policy and structure shall be made at any regular meeting by a majority vote (51%) of Active members present, provided a quorum of 25% of such members are present. If a quorum is not present, votes can be taken by e-mail or postal mail following the meeting. Each member (e.g. contractor) has one vote. The Governing Board will determine whether a decision needs to be made at a membership meeting or via email. (If email is entirely unavailable to a member, s/he may alert the CAN-Act staff who will then contact the member via phone or postal mail.)

Decisions on Association activities (such as requests for letters of support/endorsement, work-plans, grant proposals, etc.) may be made by the Governing Board at regularly scheduled meetings or via an email request. Governing Board will report on any decisions undertaken at regularly scheduled full membership meetings or through newsletter communications.

Voting: In instances where a formal vote is taken, the following principles apply:

- Board: In instances where Board seats are shared by more than one representative, that seat will have one vote (thus, representatives must collectively determine a position)
- Membership: each member agency will have one vote, regardless of the number of SNAP-ED-funded staff. In instances where an agency does not join but individual employees do, one representative from that agency will vote on behalf of the agency.

Officers, staff or individual members may not take a position, represent, or speak on behalf of the Association on an issue or specific legislation unless the membership has adopted a position on that issue or legislation.

## 6. Committees

All committees of this organization shall be appointed by the Governing Board. Terms of office shall be determined based on the function of the committee. Appointment to standing Committees shall be for a two-year renewable term, with a two-year separation from committee membership following three consecutive terms. Task groups shall be appointed to fulfill a time-limited function; term and composition of the task group will be determined by the Governing Board based on the charge to the task group.

The standing committee shall be:

- Policy and Legislation – Establish positions on state and federal legislation based on association policy; provide written or verbal testimony on policy/legislation on behalf of the Association as requested.

## 7. Staffing

CAN-Act shall employ (or confirm the employment through its fiscal sponsor) an Association Director to manage day-to-day operations. At such time as workload demands and funding permits, additional staff positions may be created by a vote of the Board. The Association Director's responsibilities will include, but not necessarily be limited to:

- Governing Board development and support
- Promoting policy as directed by the Board and Membership
- Fundraising and budget management
- Communications and public relations
- Implementation/oversight of contractual obligations
- Strategic and business plan implementation and monitoring

The Association's Director will operate under the following "Executive Limitations" Policies:  
Global

EL1: The Association Director shall not cause or allow any practice, activity, decision, or organizational circumstance that is either unlawful, imprudent, or in violation of commonly accepted business and professional ethics.

EL 2: The Association Director shall not undertake any activity on behalf of the Association that is in conflict with the Association's mission and values.

### Fundraising, budgeting, assets

EL 3: In carrying out contractually obligated activities/programs, the Association Director shall not cause or allow activities that are in violation of funding agency requirements.

EL 4: Budgeting, financial planning, and use of resources shall not deviate materially from achieving the Association's mission and purpose and/or delivering contractually obligated services.

EL 5: The Association Director shall not seek funds from sources that create *in actuality or in appearance* a conflict of interest nor jeopardize CAN-Act's reputation as a nutrition and health promoting organization.

EL 6: The Association Director shall not put the Association's resources and assets at risk.

### Representation, reputation, communications

EL 7: The Association Director shall not issue communications that misrepresent the Association's mission or values, established policy, or that damage the Association's reputation or public image.

EL 8: The Association Director shall not represent the Association in such a way as to damage the Association's reputation or public image.

#### Staffing, compensation

EL 9: With respect to employment and compensation, the Association Director shall not jeopardize the Association's fiscal integrity or public image.

EL 10: The Association Director's compensation will not be increased without approval from the Board.

#### Board support

EL 11: The Association Director shall not permit the Board to be uninformed or unsupported in its work.

#### Performance Assessment

The Executive Committee of the Governing Board is responsible for evaluating the performance of the Association Director. This committee shall conduct an annual performance review in this capacity.