

California Urban Forests Council Governance Framework

I. THE STRUCTURE

The main work of CaUFC will be achieved through the following entities, each with distinct roles and responsibilities, ensuring the checks and balances needed to maintain the integrity and achieve the success of the whole.

ROLE	RESPONSIBILITY
Board of Directors	<p>Overseeing the non-profit organization and staff is the role of the Board of Directors. Its focus is on governing and raising money for the non-profit. It ultimately determines how resources are used. Specifically, it:</p> <ul style="list-style-type: none"> ▪ Ratifies the vision statement ▪ Approves the goals and strategic priorities ▪ Maintains legal and fiduciary responsibility for the nonprofit ▪ Ensures adequate financial resources for the nonprofit ▪ Oversees the organization's use of resources, approves the budget, monitors finances ▪ Monitors the performance of the organization ▪ Hires and dismisses the executive director ▪ Cultivates continuous improvement in governance and operations of the nonprofit ▪ Promotes, supports and advocates for urban greening in California
Advisory Council	<p>An Advisory Council to the Board of Directors is established, composed of organizations that are important to urban greening but are not expected to advocate. These include:</p> <ol style="list-style-type: none"> a. State government agencies that fund urban greening b. Local government agencies that fund urban greening c. Scientists who conduct relevant research
Regional Councils	<p>The purpose of the Regional Councils is to educate and develop regional advocacy coalitions and address issues and opportunities for the betterment of Urban and Community Forestry. The work of the Regional Councils is guided by the CaUFC vision, mission and strategies, but also their own regional visions, missions, and strategies.</p> <p>The councils' structure should include a broad representation from the diverse groups that support urban forestry and urban greening. Individuals are also eligible for membership on the Regional Councils.</p> <p>The chair of each Regional Council will designate a person to serve as its representative on the CaUFC Regional Council Committee with the serious intention to commit to support the educational and advocacy outcomes for the good of the statewide and local efforts. This</p>

	<p>committee will also elect a Committee chairperson.</p> <p>The chairs of each Regional Council will hold regular calls with the support of CaUFC staff and hold in-person meetings two times yearly to discuss and plan statewide strategies.</p> <p>The Regional Council Committee Chairperson will representative the committee on the CaUFC Board of Directors and attend the twice yearly in-person meetings and monthly 3rd Friday at 9:00AM phone calls.</p> <p>CaUFC will support the regional councils at a minimum by:</p> <ol style="list-style-type: none"> 1. Manage the finances of each council & the annual Forest Service allocation; 2. Offer leadership development and advocacy support and training as resources allow; 3. Develop education and advocacy tools, materials, and activities; 4. Building Invest From the Ground Up and other programs and opportunities.
Committees	<p>Committees assist the Board and the staff. Specifically:</p> <ul style="list-style-type: none"> ▪ Assist the Board in matters of Board governance ▪ Provide expertise and guidance on issues ▪ Assist the staff in achieving its work <p><u>Standing Committees:</u></p> <ul style="list-style-type: none"> • Finance/Audit (Executive) – president, president-elect, treasurer, secretary, and executive director • Board Development – board volunteers and staff • Fundraising – all board members and staff <p><u>Current Ad Hoc Committees:</u></p> <ul style="list-style-type: none"> • By-laws – board volunteers and staff • Vision & Mission – board volunteers and staff
Executive Director (and staff)	<p>The executive director leads the organization and is responsible for:</p> <ul style="list-style-type: none"> ▪ Assisting the board in drafting the vision framework ▪ Assisting the board in developing the strategic priorities ▪ Working with the Board of Directors to approve the strategic priorities ▪ Developing action plans and budgets to implement the strategic priorities ▪ Carrying out the ongoing work of the nonprofit ▪ Hiring and firing staff and contractors • Providing reports and support to the Board of Directors, Advisory Council, Regional Councils, and committees

II. DETAILS OF STRUCTURE

The details of the structure are as follows:

A. Board of Directors

The Board of Directors is the governing board for the non-profit entity called the California Urban Forests Council. It has the legal and fiduciary responsibility for the non-profit organization. The Board of Directors is the group that sustains the organization over time. It has the ultimate authority to determine the governance framework and structure of the organization.

Authority:

- Ratify the vision framework after it is developed and approved by the Policy Council.
- Approve the strategic priorities recommended by the Policy Council.
- Oversee the organization's use of resources, approve the budget, monitor finances
- Raise money
- Monitor the performance of the organization
- Hire and dismiss the executive director
- Cultivate continuous improvement in governance and operations of the organization

Composition and size:

- The Board is comprised of individuals who have demonstrated the ability to provide leadership to the non-profit
- All Board members will be expected to contribute significant financial support and be expected to help with additional fund-raising.
- All members go through a nominations process and are elected by the Board
- There are no designated seats on the Board of Directors for a particular industry or entity
- Size: 8-20 individuals

Meeting frequency:

- Twice a year in person
- Once per month by telephone
- Other meetings as needed

SPECIFIC DIRECTOR RESPONSIBILITIES

Board President Responsibilities

- Serve as Chair of Board meetings;
- Serve as ex-officio member of all other committees;
- Work in partnership with the Executive Director to ensure that Board resolutions are carried out;
- Call special meetings as necessary;
- Assist Executive Director in preparing agenda for Board meetings;
- Assist Executive Director in conducting new Board Director orientation;

- Oversee searches for a new Executive Director;
- Coordinate Executive Director's annual performance evaluation;
- Actively recruit new Board Directors;
- Act as the primary spokesperson for the leadership of the organization; and
- Periodically consult with Board members on their roles and performance.

Board President-Elect Responsibilities

- Attend all Board meetings;
- Coordinate with the President on Board meetings; and
- Assume responsibilities of the President in his/her absence.

Board Past-President Responsibilities

- Attend all Board meetings;
- Advise president on matters regarding mission, policy and administrative issues; and
- Serves as advisor for all Committee Chairs.

Board Secretary Responsibilities

- Attend all Board meetings;
- Maintain all Board records and ensure their accuracy and security;
- Prepare and review Board minutes; and
- Provide notice of meetings of the Board and/ or of a committee when such notice is required.

Board Treasurer Responsibilities

- Maintain knowledge of the organization and its goals and objectives;
- Understand financial accounting for nonprofit organizations;
- Serve as executive financial officer of the organization and as Chairperson of the Finance/Audit Subcommittee
- Manage, with the Finance Committee, the Board's review of and action related to the Board's financial responsibilities;
- Work with the Executive Director to ensure that appropriate financial reports are made available to the Board on a timely basis;
- Assist the Executive Director in preparing the annual budget and presenting the budget to the Board for approval; and
- Review the annual audit and answers Board member's questions about the audit.

All Board Member Responsibilities

- Attend all board and assigned committee meetings and functions, such as the California Urban Forest Conference;
- Be informed about the organization's mission, services, policies, and programs;
- Review agenda and supporting materials prior to board and committee meetings;
- Serve on a minimum of one committee/subcommittee or task force and take on special assignments;
- Actively increase the organization's visibility and fundraising success;

- Make Board of Director nomination(s) to the board that can make significant contributions to the work of the board and organization to replace his/her position upon term expiration;
- Keep up-to-date on developments in urban forestry;
- Follow conflict of interest and confidentiality policies;
- Refrain from making special requests of the staff; and
- Assist the board in carrying out its fiduciary responsibilities, such as reviewing the organization's annual financial statements.

C. Advisory Council

An Advisory Council to the Board is established, composed of organizations that are important to urban greening but are not expected to advocate. These include:

- a. State government agencies that fund urban greening (Examples: U.S. Forest Service, CalFire, Dept. of Resources)
- b. Local government agencies that fund urban greening (Examples: Municipal planners, public works departments, Water Quality Control Boards. A-BAGs)
- c. Scientists who conduct relevant research

The chair of the Policy Council selects members of the Advisory Council, with input from the Policy Council and Board of Directors

D. Regional Councils

The purpose of the Regional Councils is to educate and develop regional advocacy coalitions and address issues and opportunities for the betterment of Urban and Community Forestry. The work of the Regional Councils is guided by the CaUFC vision, mission and strategies, but also their own regional visions, missions, and strategies.

1. The councils' structure should include a broad representation from the diverse groups that support urban forestry and urban greening. Individuals are also eligible for membership on the Regional Councils.
2. The chair of each Regional Council will designate a person to serve as its representative on the CaUFC Regional Council Committee with the serious intention to commit to support the educational and advocacy outcomes for the good of the statewide and local efforts. This committee will also elect a Committee chairperson.
3. The chairs of each Regional Council will hold regular calls with the support of CaUFC staff and hold in-person meetings two times yearly to discuss and plan statewide strategies.
4. The Regional Council Committee Chairperson will represent the committee on the CaUFC Board of Directors and attend the twice yearly in-person meetings and monthly 3rd Friday at 9:00AM phone calls.

CaUFC will support the regional councils at a minimum by:

1. Manage the finances of each council & the annual Forest Service allocation;

2. Offer leadership development and advocacy support and training;
3. Develop education and advocacy tools, materials, and activities;
4. Building Invest From the Ground Up and other programs and opportunities.

E. Committees

There are two types of committees under this structure.

1. Board committees

Board committees assist the Board in its work. The initial standing committees of the Board are:

- Finance/Audit Committee: Its purpose is to review the finances of the non-profit, recommend its budget, oversee the audit process, and oversee staffing needs and issues.
- Board Development Committee: Its purpose is to recruit, vet and recommend prospective Board members to the Board. Its purpose is to also assure that the Board is continuously improving its practices and communication.
- Fundraising: It is the responsibility of every board member to assist with raising funds though certain members can take the lead on planning and implementation.

The president of the Board of Directors selects committee chairs and members.

2. Advisory committees

Advisory committees assist the Board, Policy Council, and staff on specific issues. For example:

- Advise the Board on urgent policy matters
- Provide expertise and guidance
- Assist staff

Depending on the committee's role, the selection of committee chairs and members is by the Board president or the executive director.

V. GOVERNANCE FLOW

ACTIVITY	DECISION-MAKING ROLES	EXAMPLES
<p>Vision Framework</p> <p style="text-align: center;">↓</p> <p>Strategic Priorities</p> <p style="text-align: center;">↓</p> <p>Organizational Goals, Budget</p> <p style="text-align: center;">↓</p> <p>Staff Action Plans</p>	<p>Approved Board of Directors</p> <p>Approved by Board of Directors</p> <p>Approved by Board of Directors</p> <p>Determined by Executive Director</p>	<p>Once the initial vision is established, it is expected to remain fairly constant over time, with some annual adjustments</p> <p>E.g. Programmatic implementation including policy and outreach on benefits and services of urban greening</p> <p>E.g. Create sustainable funding mechanisms for staff and programs including regional councils</p> <p>E.g. Initiate and manage programs including policy work; assist with fundraising</p>