Whole Life Farm Arts & Music Foundation

SECTION 2 - BOARD OF DIRECTORS & GOVERNANCE POLICY

Policy & Governance Handbook

Draft for Board Review and Adoption

Purpose: This policy establishes expectations for the Foundation's Board of Directors and supplements the Bylaws. If this policy conflicts with the Articles of Incorporation, adopted Bylaws, or applicable law, those controlling authorities govern.

1. PURPOSE AND GOVERNANCE PRINCIPLES

The Board of Directors is responsible for stewardship of the Foundation's charitable mission, programs, finances, reputation, and legal obligations. Directors shall act in good faith, with reasonable care, in the best interests of the Foundation, and in furtherance of its charitable and educational purposes.

2. BOARD COMPOSITION

The Board shall be composed in accordance with the Foundation's adopted Bylaws. The Foundation should seek directors who collectively provide useful experience in areas such as music and arts education, nonprofit governance, finance, law, fundraising, community engagement, youth programming, event operations, safety, and organizational development. Board recruitment should also support meaningful community representation and independence of judgment.

3. FIDUCIARY DUTIES

Each director is expected to fulfill the duties of care, loyalty, and obedience. The duty of care requires directors to participate, become reasonably informed, review materials, ask questions, and exercise sound judgment. The duty of loyalty requires directors to place the interests of the Foundation ahead of personal interests and appropriately disclose conflicts. The duty of obedience requires directors to help ensure that the Foundation follows its mission, governing documents, restrictions on charitable funds, and applicable law.

4. BOARD MEMBER RESPONSIBILITIES

Directors are expected to attend and participate in board meetings; review agendas, minutes, financial reports, and other materials; participate in major governance decisions; safeguard charitable assets; support responsible fundraising and community relationships; comply with Foundation policies; maintain appropriate confidentiality; disclose conflicts of interest; and help evaluate the Foundation's programs, risks, and progress toward its mission.

5. ATTENDANCE AND PARTICIPATION

Directors should make reasonable efforts to attend all scheduled meetings and notify the President or Secretary when they cannot attend. Repeated unexcused absences or sustained nonparticipation may be addressed by the Board and may be grounds for removal when permitted by the Bylaws and applicable law. Remote participation may be used when permitted by the Bylaws and law.

6. ORIENTATION AND ONGOING EDUCATION

New directors should receive an orientation that includes the Articles of Incorporation, Bylaws, current policies, mission and programs, recent financial information, current budget, major grants or restrictions, insurance information when relevant, and an explanation of fiduciary responsibilities. Directors should receive updates when laws, programs, finances, or organizational risks materially change.

7. OFFICER AND BOARD LEADERSHIP

Officers shall carry out the duties established in the Bylaws and any additional responsibilities assigned by the Board. Officers facilitate governance but do not replace the authority of the Board as a whole. Significant organizational decisions should be brought to the Board when required by law, the Bylaws, Foundation policy, grant restrictions, or prudent governance practice.

8. MEETINGS, AGENDAS, AND MINUTES

The Board should maintain a regular meeting schedule appropriate to the Foundation's size and activities. Agendas should identify matters requiring discussion or action. Minutes shall document attendance, motions, votes, recusals, and material actions. Minutes should be approved by the Board and retained as permanent corporate records. Sensitive personnel, legal, or confidential matters may be handled in an executive session when appropriate, with the action taken documented as necessary.

9. BOARD VOTING AND DECISION-MAKING

Directors shall vote according to their independent judgment and the best interests of the Foundation. Decisions should be supported by sufficient information appropriate to the importance and risk of the matter. Directors should request additional information when reasonably necessary. Board actions must satisfy the quorum and voting requirements in the Bylaws and applicable law.

10. CONFLICTS OF INTEREST

Directors and officers must comply with the Foundation's Conflict of Interest Policy. Actual, potential, and perceived conflicts should be disclosed promptly. A conflicted individual shall not improperly influence the Board's decision and shall abstain from voting when required. The minutes shall document disclosures and recusals as appropriate.

11. FINANCIAL OVERSIGHT

The Board is responsible for oversight of the Foundation's finances even when bookkeeping, tax preparation, grant administration, or other financial work is delegated. The Board shall review and approve an annual budget, receive regular financial reports, monitor restricted funds and significant obligations, and maintain reasonable internal controls. Directors should be able to understand the Foundation's financial position well enough to identify significant concerns and ask informed questions.

12. COMPENSATION AND RELATED-PARTY TRANSACTIONS

Board service itself shall be uncompensated unless otherwise permitted by the governing documents and law. A director may provide separate professional, instructional, artistic, administrative, facility, or other services to the Foundation only when the arrangement is lawful, reasonable, properly documented, and reviewed under the Conflict of Interest Policy. A director with a financial interest in a proposed transaction shall disclose the interest and shall not vote on the transaction when recusal is required.

13. FUNDRAISING AND CHARITABLE ASSETS

The Board shall help ensure that donations, sponsorships, grants, program revenue, and other charitable resources are used consistently with donor restrictions, grant requirements, the Foundation's mission, and applicable law. Directors should avoid representations to donors or the public that are inaccurate or inconsistent with approved Foundation activities.

14. CONFIDENTIALITY

Directors shall protect confidential information obtained through board service, including nonpublic financial information, donor information when confidential, personnel matters, participant information, information concerning minors, legal advice, passwords, and other sensitive records. Confidential information shall not be used for personal benefit or disclosed without authorization or legal obligation.

15. YOUTH AND PARTICIPANT SAFETY OVERSIGHT

Because the Foundation provides educational and community programming that may involve children and families, the Board shall oversee appropriate youth-protection and safety policies. Operational responsibilities may be delegated, but the Board should periodically review whether appropriate screening, supervision, reporting, emergency, check-in/check-out, and communication procedures are in place for applicable programs.

16. COMMITTEES AND ADVISORY GROUPS

The Board may establish committees or advisory groups in accordance with the Bylaws. Each committee should have a clear purpose and report to the Board. Committees may make recommendations and exercise only authority properly delegated to them. The Board remains responsible for oversight of delegated work.

17. PUBLIC COMMUNICATION AND BOARD AUTHORITY

Individual directors do not speak on behalf of the Foundation solely by virtue of board membership unless authorized to do so. Public statements concerning significant organizational, legal, financial, personnel, or policy matters should be made by an authorized spokesperson. Directors remain free to express personal views but should avoid creating the impression that personal statements are official Foundation positions.

18. RECORDS AND DOCUMENT SECURITY

Board materials and corporate records shall be maintained in an organized and reasonably secure manner. Official minutes, governing documents, policy approvals, financial reports, tax filings, contracts, grant records, and other required records shall be retained according to the Foundation's Document Retention Policy. Access to accounts, passwords, banking information, and sensitive electronic records should be limited to authorized persons.

19. BOARD SELF-REVIEW AND POLICY REVIEW

The Board should periodically evaluate its own effectiveness, attendance, skills, recruitment needs, financial oversight, and compliance responsibilities. This policy should be reviewed periodically and updated when the Foundation's activities, governing documents, or legal requirements materially change.

20. POLICY VIOLATIONS

Concerns regarding a director’s compliance with this policy should be brought to the President, another disinterested officer, or the Board as appropriate. The Board may respond through education, corrective action, recusal, limitation of delegated responsibilities, or removal when authorized by the Bylaws and law. Good-faith reports of suspected misconduct should be handled consistently with the Foundation’s Whistleblower Policy.

21. ADOPTION

This Board of Directors & Governance Policy becomes effective when approved by the Board of Directors and remains in effect until amended or replaced by the Board.

BOARD ADOPTION RECORD

Date adopted:	_____
President:	_____
Secretary:	_____
Board vote:	_____ in favor _____ opposed _____ abstained

Document status: DRAFT - not effective until formally adopted by the Board of Directors.