



# Board Operating Policies & Procedures

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# 1. Code of Ethics for NAMI El Paso

## 1. Statement of Values

As leaders of NAMI El Paso, we dedicate ourselves to carrying out the mission of this organization. In order to conduct this important work in an ethical manner, we will operate under guidelines of fairness, impartiality, inclusiveness, compassion, truthfulness, efficiency, effectiveness, accountability, and transparency. In this capacity, and acting under the provisions of both federal and state laws, we will at all times aspire to serve the best interests of our constituency, thus earning their trust and respect. Furthermore, we will respect and protect privileged information to which we have access in the course of our official duties. In striving for personal and professional excellence, we will also encourage the professional development of our fellow leaders and members.

## 2. Guiding Principles

NAMI El Paso believes strongly that its members must uphold the highest standards of ethical, professional behavior:

- To hold paramount the safety, health, and welfare of the public in the performance of professional duties.
- To act in such a manner as to uphold and enhance personal and professional honor, integrity, and dignity of the profession.
- To treat with respect and consideration all persons, regardless of race, religion, gender, abilities, age, or national origin.
- To engage in carrying out NAMI El Paso's mission in a professional manner.
- To collaborate with and support other professionals in carrying out NAMI El Paso's mission.
- To build professional reputations on the merit of services and refrain from competing unfairly with others.

## 3. Ethical Standards for NAMI El Paso Board of Directors

1. To become familiar with and committed to the major responsibilities of a governing board, including:

- Setting mission and purposes
- Appointing an Executive Director
- Supporting the Executive Director
- Monitoring the Executive Director's performance
- Assessing board performance
- Insisting on strategic planning
- Reviewing educational and public-service programs
- Ensuring adequate resources
- Ensuring good management
- Relating to the community

2. To support NAMI El Paso's fund-raising efforts through personal giving in accordance with one's means, and be willing to share in the solicitation of others.
3. To devote time to learn how NAMI El Paso functions—its uniqueness, strengths, and needs.
4. To carefully prepare for, regularly attend, and actively participate in board meetings and committee assignments.
5. To accept and abide by the legal and fiscal responsibilities of the board as specified by affiliation agreement, bylaws, and state statutes & regulations.
6. To vote according to one's individual conviction, to challenge the judgment of others when necessary, yet to be willing to support the decision of the board and work with fellow board members in a spirit of cooperation.
7. To maintain the confidential nature of board deliberations and to avoid acting as spokesperson for the entire board unless specifically authorized to do so.
8. To understand the role of the board as a policy-making body and to avoid participation in administration policy.
9. To learn and consistently use designated institutional channels when conducting board business (e.g., responding to any grievances).
10. To comply with NAMI El Paso's Bylaws and Board Operating Policies & Procedures.
11. To refrain from actions and involvement that might prove embarrassing to the institution and to resign if such actions or involvement develop.
12. To make judgments always on the basis of what is best for the organization as a whole.

#### **4. Penalties**

Penalties imposed for breach of the NAMI El Paso Code of Ethics Policy may include, but are not limited to, the following:

- Excluding the member from portions of all future meetings and discussions which relate to the breach, and/or
- Censure of the member in private, public, or both, and/or
- Removal of the member from office by a resolution passed by a vote of two-thirds of the Board of Directors.

I have read the Code of Ethics Policy for NAMI El Paso and agree to uphold the aforementioned responsibilities.

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Board Member Name

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Signature

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Date

## **2. Compensation Policy for NAMI El Paso**

### **1. Purpose**

It is NAMI El Paso's desire to pay all employee wages and salaries that are competitive with other employers in the marketplace in a way that will be motivational, fair, and equitable. This Compensation Policy has been established to assure that NAMI El Paso is able to recruit and retain high quality leadership by providing reasonable compensation.

Compensation may vary depending upon the experience and performance of the individual. NAMI El Paso will also assure that decisions regarding compensation are made through a process free of potential conflicts of interest.

### **2. Process**

The process of determining appropriate compensation should be conducted by the Executive Committee. To the extent reasonably available, this Committee should rely upon appropriate data regarding compensation at comparable organizations in the region. This data should be documented, and a recommendation should be made to the Board of Directors. The determination of compensation shall be made annually.

### **3. Employment of an Executive Director**

An Executive Director may be employed by the Board of Directors and shall have general direction and supervision over the day-to-day affairs of the organization. This includes the management of the organization and the hiring, supervision, and firing of other staff members. The Executive Director shall exercise such authority and perform such duties as the Board of Directors may, from time to time, assign to the Executive Director.

The liaison staff person to the Board is the Executive Director. Although direct communication with other staff members is common and important, it is essential that all board members recognize that only the Executive Director reports directly to the Board and that all other current and/or future employees of NAMI El Paso report to the Executive Director.

### **4. Employment of Other Paid Staff**

In the absence of an Executive Director, a Project Director may be employed by the Board of Directors.

### **3. Confidentiality Policy for NAMI El Paso**

NAMI El Paso board members and employees shall:

1. Ensure that no information that is confidential or privileged, or that is not publicly available is disclosed inappropriately.
2. Ensure that all nonpublic information about other persons or firms acquired by NAMI El Paso personnel in dealing with outside firms on behalf of NAMI El Paso is treated as confidential and not disclosed.

All board members and employees of NAMI El Paso may not disclose, divulge, or make accessible confidential information belonging to, or obtained through their affiliation with NAMI El Paso to any person, including relatives, friends, and business and professional associates, other than to persons who have a legitimate need for such information and to whom NAMI El Paso has authorized disclosure. Board members and employees shall use confidential information solely for the purpose of performing services as a board member or employee for NAMI El Paso. This policy is not intended to prevent disclosure where disclosure is required by law.

Board members and employees must exercise good judgment and care at all times to avoid unauthorized or improper disclosures of confidential information. Conversations in public places, such as restaurants, elevators, and airplanes, should be limited to matters that do not pertain to information of a sensitive or confidential nature. When using multi-media, social networking websites, blogs and wikis (Facebook, Twitter, YouTube, Instagram, etc.), Internet postings should not disclose any information that is confidential or proprietary to the organization or to any third party that has disclosed information to the organization. In addition, board members and employees should refrain from leaving confidential information on desks or otherwise in plain view and refrain from the use of speakerphones to discuss confidential information if the conversation can be heard by unauthorized persons.

At the end of a board member's term in office or upon the termination of an employee's employment, he or she shall return, at the request of NAMI El Paso, all documents, papers, and other materials in his or her possession, regardless of medium, that may contain or be derived from confidential information.

## **4. Conflict of Interest Policy for NAMI El Paso**

### **1. Purpose**

Board members have an obligation to conduct business within the guidelines that prohibit actual or potential conflicts of interest. This policy establishes only the framework within which NAMI El Paso wishes its business to operate. The purpose of these guidelines is to provide general direction so that board members can seek further clarification on issues related to the subject of acceptable standards of operation.

An actual or potential conflict of interest occurs when a board member is in a position to influence a decision that may result in a personal gain for the board member or for a relative as a result of NAMI El Paso's business dealings. However, no presumption of guilt is created by the mere existence of a relationship with outside firms.

Personal gain may result not only in cases in which an employee, board member or relative has a significant ownership in a firm with which NAMI El Paso does business, but also when he or she receives any kickback, bribe, substantial gift, or special consideration as a result of any transaction of business dealings involving NAMI El Paso.

The materials, products, designs, plans, ideas, and data of NAMI El Paso are the property of NAMI, and should never be given to an outside firm or individual except through normal channels and with appropriate authorization.

### **2. Persons Concerned**

This policy is directed not only to board members and officers, but to all employees who can influence the actions of NAMI El Paso. For example, this would include all who make purchasing decisions, all other persons who might be described as "management personnel," and all who have proprietary information concerning NAMI El Paso.

### **3. Areas in Which Conflict May Arise**

Conflicts of interest may arise as a result of the following relationships:

- Persons and firms supplying goods and services to NAMI El Paso
- Persons and firms from whom NAMI El Paso leases property and equipment
- Persons and firms with whom NAMI is dealing or planning to deal in connection with the gift, purchase or sale of real estate, securities, or other property
- Competing or affinity organizations
- Donors and others supporting NAMI El Paso
- Agencies, organizations, and associations that affect the operations of NAMI El Paso
- Family members, friends, and colleagues

#### **4. Nature of Conflicting Interests**

A material conflicting interest may be defined as an interest, direct or indirect, with any persons and firms mentioned in Section 3. Such an interest might arise through:

- Owning stock or holding debt or other proprietary interests in any third party dealing with NAMI El Paso
- Holding office, serving on the board, participating in management, or being otherwise employed (or formerly employed) in any third party dealing with NAMI El Paso
- Receiving remuneration for services with respect to individual transactions involving NAMI El Paso
- Using NAMI El Paso's time, personnel, equipment, supplies, or good will for something other than NAMI El Paso approved activities, programs, and purposes
- Receiving personal gifts or loans from third parties dealing with NAMI El Paso. Receipt of any gift is disapproved except gifts of nominal value that could not be refused without discourtesy. No personal gift of money should ever be accepted.

#### **5. Duty to Disclose**

In connection with any actual or possible conflict of interest, a board member must disclose the existence of the interest. The matter should be brought to the Board President's attention; if material, he or she will bring these matters to the board and provide the board member with an opportunity to disclose all material facts.

#### **6. Procedures for Addressing the Conflict of Interest**

- a. The director with the conflict of interest may make a presentation at the governing board or committee meeting, but after the presentation, he or she shall leave the meeting during the discussion of and the vote on the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether NAMI El Paso can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in NAMI El Paso's best interests, for its own benefit, and

whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

## **7. Continuation of Transactions**

Transactions with related parties characterized by conflicts of interest may be undertaken only if all of the following are observed:

- A material transaction is fully disclosed in the financial statements of the organization;
- The director with the conflict of interest is excluded from the discussion and approval of such transaction;
- A competitive bid or comparable valuation exists; and
- The organization's board has acted upon and demonstrated that the transaction is in the best interest of the organization.

## **8. Violations of the Conflict of Interest Policy**

If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the board member of the basis of such belief and afford the member an opportunity to explain the alleged failure of disclosure.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

(Refer to the following page for the disclosure form.)

**9. NAMI El Paso Conflict of Interest Form**

Conflicts can arise from many ordinary and appropriate activities; the existence of a conflict does not imply wrongdoing on anyone’s part. But when conflicts do arise, they must be recognized and disclosed, and then eliminated or appropriately managed. Some relationships may create an appearance of conflict; those, too, are important to eliminate or manage so that we may maintain public confidence in the integrity of our activities.

Name: \_\_\_\_\_

Position: \_\_\_\_\_

Phone: \_\_\_\_\_

Email: \_\_\_\_\_

Under this Policy, do you have any potential or perceived conflicts of interest to disclose?

No, I have no potential or perceived conflicts of interest to disclose.

Yes, I have the following potential or perceived conflicts of interest to disclose:

- For-profit corporate directorships, positions, and employment:

\_\_\_\_\_

- Nonprofit trusteeships of positions:

\_\_\_\_\_

- Memberships in the following organizations:

\_\_\_\_\_

- Contracts, business activities, and/or investments with/in the following organizations:

\_\_\_\_\_

- Other relationships and activities:

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I have read and understand NAMI El Paso's Conflict of Interest Policy and agree to be bound by it. I will promptly inform the Board President of any material change that develops in the information contained in the foregoing statement.

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Board Member Name

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Signature

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Date

## **5. Diversity, Inclusion & Nondiscrimination Policy for**

### **NAMI El Paso**

NAMI El Paso shall actively recruit, engage and serve members from every race, culture, ethnicity, age, religion, socio-economic status, sexual orientation, gender, gender identity, and disability, and shall not discriminate in the requirements for membership, provision of service, or support in its policies or actions.

The NAMI El Paso Board of Directors will periodically review their own composition and membership demographics compared to those of their region, using census data, in order to aspire towards reflecting that composition. In keeping with NAMI El Paso's values regarding nondiscrimination and with applicable federal law, NAMI El Paso shall include in bylaws, operating policies and procedures, and other relevant policy documents, explicit statements that require the organization to embrace the broadest possible definition of inclusion and nondiscrimination.

NAMI El Paso shall collect a baseline of members' voluntarily-supplied demographic information. Systems shall be put in place to protect the confidentiality of this information; demographic information will only be reported in the aggregate.

NAMI El Paso will reach out to and welcome the community at large through our recruitment, marketing, public education, and awareness activities. NAMI El Paso will strive to support recruitment and retention of a diverse and inclusive membership and leadership. Whenever there is a demand and the interests of members can best be served by support through groups sharing some affinity, including but not limited to lived experience and primary language, NAMI El Paso shall work toward offering multiple support groups beyond its baseline family and/or consumer groups.

## **6. Document Retention Policy for NAMI El Paso**

### **1. General Statement**

1. The purpose of this policy statement is to allow NAMI El Paso to identify, retain, store, and dispose of the organization's records in an appropriate, legally sound, and orderly manner.
2. Irrespective of the retention periods specified in this policy, upon (i) receiving notice of a lawsuit, government investigation, or other legal action against or involving the organization, or (ii) learning of circumstances likely to give rise to such an action, proceeding, or investigation, all documents in any way relating to such matter shall be preserved and safeguarded.
3. No officer, director, employee, agent or member of the organization shall knowingly destroy a document with the intent to obstruct or influence the investigation or proper administration of any matter within the jurisdiction of any government department or agency or in relation to or contemplation of any such matter.
4. Board members and employees are expected to utilize documentation practices as trained and are required to comply with the documentation standards outlined in this policy. Failure to do so could result in disciplinary action, up to and including termination of employment or officer status. Board members and employees with questions about this policy should consult with management or seek legal advice.
5. The organization will maintain accurate and high-quality records electronically or in local, damage-proof storage for the duration of the time periods provided for in this policy. Once any such time period is complete, the records are to be destroyed.
6. Documents maintained solely in electronic format will be scanned and retained in highly organized electronic folders accessible to other board members and employees in the organization.
7. The organization's Office Manager shall be responsible for authorizing, overseeing, and ensuring that records are destroyed pursuant to this policy.

## 2. Document Retention Guidelines

### General Corporate Records

Type of Record	Retention Period
Articles of Incorporation and related amendments	Permanently
Bylaws	Permanently
Meeting minutes	Permanently
Patents, trademark registrations, copyright registrations	Permanently
Property records (including leases, deeds, easements, rights of way, appraisals, costs, depreciation reserves, blueprints, plans, end-of-year trial balances, and tax records)	Permanently
Membership ballots	3 years following the applicable vote
Membership applications	Membership term, plus 1 year
Correspondence relating to member discipline matters	Membership term, plus 5 years
Contracts	3 years

### Accounting, Finance, and Tax Records

Type of Record	Retention Period
Income tax returns and filings	Permanently
Audit reports or reviews of accountants	Permanently
Cash books	Permanently
Charts of accounts	Permanently
Federal and state tax bills and statements	3 years
Schedules, ledgers, and other supporting documentation for financial statements and tax forms	7 years
Bank reconciliations	3 years
Checking recordings, including account statements and check register	3 years
Social security tax records	7 years
Accounts receivable and payable	7 years
End-of-year financial statements/reports	Permanently
Budget data	3 years

Expense accounts, approvals, petty cash records	3 years
Invoices to members, customers, and vendors	7 years

**Personnel Records and Payroll Documents**

<b>Type of Record</b>	<b>Retention Period</b>
Resumes/applications and related employment materials, including background checks, letters of reference, and related documents (for both employees and applicants not hired)	2 years for applicants not hired; Employment term plus 4 years for employees
I-9 Forms (for active and terminated employees)	Employment term, plus the later of 3 years from date of hire or 1 year following termination of employment
Compensation, job history, and timekeeping records	Employment term, plus 4 years
FMLA/USERRA and related leave records	Employment term, plus 4 years
Performance appraisal/disciplinary action records	Employment term, plus 4 years
Benefit records	Employment term, plus 6 years
Records related to disputed issues involving external agencies or parties, wage charge or suit hour investigation by DOL, EEOC charge, arbitrations, court actions, etc.	Employment term, plus 4 years
Records of accommodation to any disabled employee requesting such accommodation	Employment term, plus 4 years
Records of any sexual harassment complaints and the investigations and actions taken in response	Employment term, plus 4 years
OSHA & employee safety records	Employment term, plus 5 years
Workings Compensation claims	30 years after date of injury/illness

**Insurance**

<b>Type of Record</b>	<b>Retention Period</b>
Insurance records	Permanently
Accident reports	7 years
Appraisals	7 years
Worker compensation claims	7 years
Unemployment insurance	7 years

## **7. Whistle Blower Policy for NAMI El Paso**

### **1. Statement**

It is the policy of NAMI El Paso that employees, volunteers and/or other public stakeholders have an open opportunity to bring to the attention of NAMI El Paso governance, allegations of wrongdoing or malfeasance on the part of NAMI El Paso staff, its officers, employees, and independent contractors. This includes but is not limited to violations of law, gross waste of NAMI El Paso funds or property, or abuse or neglect of fiduciary duty. Not by way of elimination but by way of explanation, these allegations will usually fall into the following categories:

- Commission of criminal offences
- Instances of regulatory non-compliance
- Issues of probity and propriety, e.g. fraud, theft, bribery, corruption and embezzlement

Retaliation towards those who report such allegations will not be tolerated. Those who retaliate, interfere with investigations, or destroy or conceal evidence will be subject to immediate disciplinary actions to the full extent of the law.

Employees who willfully file complaints based upon information known by the employee making the allegations to be false or misrepresented will be subject to disciplinary action or other remedies of law.

### **2. Procedures for Whistle Blower Complaints and Complaints of Retaliation**

The Chair of the NAMI El Paso Executive Committee shall receive allegations pursuant to the provisions of this policy. Reports of alleged wrongdoing should be submitted in writing and include a verifiable name, address, and telephone number of the reporter to the Chair of the NAMI El Paso Executive Committee. Reports or allegations submitted anonymously may or may not be investigated.

The Chair of the NAMI El Paso Executive Committee or his/her designee will conduct an investigation of the complaint. Referrals shall be made to the appropriate law enforcement agencies when there is reason to believe that a crime may have been committed.

Investigations will be conducted promptly and a written report with investigative findings and conclusions shall be sent to the NAMI El Paso Board of Directors within ninety (90) days of the date on which the allegations were received.

An employee or applicant who believes that retaliation prohibited by this policy has occurred must, within sixty (60) days after the alleged prohibited action has taken place, file a complaint with the Chair of the NAMI El Paso Executive Committee.

Each report of retaliation will follow the same investigative policy rule as outlined above. A prompt investigation will be conducted and a written report will be sent to the NAMI El Paso Board of Directors within ninety (90) days of the date on which the allegations were received. The Board of Directors will take appropriate action on the report's recommendations.

I have read and understand NAMI El Paso's Whistle Blower Policy and agree to its terms. I understand that it is my duty to promptly inform the Chair of the Executive Committee of any suspected wrongdoing, without fear of personal retaliation.

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Name

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Signature

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Date