



MT-PECH Board of Directors Handbook Responsibilities and Expectations of Officers and Members of the Board of Directors

I. Purposes of this Handbook

1. To provide a framework within which Directors and Officers of the Board of The Montana Partnership to End Childhood Hunger Inc. (MT-PECH) will be guided in the execution of their fiduciary duties on behalf of MT-PECH.
2. To help assure awareness by Directors and Officers of the MT-PECH Board of Directors of their basic fiduciary duties under state law and of their obligations related to the 501(c)(3) state and federal tax exemption granted MT-PECH.
3. To help ensure that the decisions and conduct of the Directors and Officers of the MT-PECH Board of Directors are always consistent with their duties and obligations and with the charitable mission of MT-PECH.

II. MT-PECH Mission and Vision

Mission Statement

MT-PECH funds, engages in, and drives sustainable solutions to food-system challenges with the goal of creating strong, healthy Montana communities where children and their families can eat fresh, quality food every day. All solutions center on quality food and nutrition for good health to reduce the diet-related health issues affecting Montanans, while ending childhood hunger for good.

Vision Statement

MT-PECH envisions healthy, strong communities where everyone can eat sustainable, affordable, locally produced, nutrient-dense food.

III. Obligations of the Board and Individual Board Members

1. Board Directors' Roles:

- a. Board Directors are those people with voting power on the Board of Directors responsible for the oversight of MT-PECH. All corporate powers and oversight are exercised by or under the authority of the Board.
- b. The Board of Directors does not manage the day-to-day affairs of MT-PECH. It delegates that function to others. Members and Officers of the Board of Directors must, however, exercise reasonable and prudent oversight with respect to corporate officers, agents, and employees to whom such affairs are delegated. Being a Member of the Board or a Board Officer is a job of visionary guidance, strategic planning, financial oversight, insight into childhood hunger and poverty, and fundraising. The Board of Directors sets policy, maintains, and amends MT-PECH's Bylaws as needed, and makes plans to ensure MT-PECH is on the road to achieving its goals.
- c. Most importantly, Members of the Board of Directors and Board Officers make sure MT-PECH has the funding needed to accomplish its goals. An individual may be a Member of the Board of Directors without being a Board Officer.

2. **In the performance of their duties**, a Director may rely on information and reports received from Officers or employees of MT-PECH who the Director reasonably believes to be reliable and competent in the matters presented, as well as on professional advisors (e.g. attorneys, public accountants) and other persons with regard to matters the Director reasonably believes are within the person's professional or expert competence. A Director may also rely upon a committee of the Board of which the Director is not a member, as to matters within its jurisdiction, if the Director reasonably believes the committee merits confidence.

3. Core Fiduciary Obligations of Directors

a. Duty of Care

- i. A Director shall discharge their duties as a Director, including duties as a member of a committee as follows:

1. In good faith;
2. With the care an ordinarily prudent person in a similar position would exercise under similar circumstances; and
3. In a manner the Director reasonably believes to be in the best interests of MT-PECH.

- ii. The duty of care implies a duty of reasonable inquiry. Each Director is obligated to ask questions and demand information needed to allow that Director to have sufficient information and understanding to make decisions they reasonably believe are in MT-PECH's best interests.
- iii. A Director is not acting in good faith if the Director has knowledge concerning the matter in question that makes reliance on advice from employees, officers, advisors and consultants, or other Directors or Board committees unwarranted (example: you have confidential knowledge unknown to other board members that makes their advice regarding the matter in question incorrect).

b. Duty of Loyalty

- i. Each Director is obligated to exercise an undivided and unselfish loyalty to MT-PECH. Each Director must exercise their obligations and powers in the best interests of MT-PECH and its charitable mission, not in their own interests or in the interests of another person or entity (even if charitable in nature).
- ii. Each Director must serve the best interests of MT-PECH and may not narrow their board role to serving the interests of a particular member, non-voting affiliate, or narrow segment or constituency within the community of nonprofit organizations served by MT-PECH.
- iii. Each Director shall fully comply with all MT-PECH policies and procedures, even those such as the Financial Policies and Procedures, which do not require their signature. Directors must review and sign off on several of the policies, including the conflict of interest, confidentiality, whistleblower, and JEDI non-discrimination policies and this handbook.
- iv. Each Director must refrain from taking corporate opportunities that rightfully belong to MT-PECH. A corporate opportunity is a business or personal opportunity that is known to the Director because of their position as a Director. A Director may not personally benefit from an opportunity that rightfully belongs to MT-PECH. Each Director is obligated to affirmatively protect the interest of MT-PECH and to refrain from doing anything that would deprive MT-PECH of the profit or advantage the Director's skill or ability might bring to MT-PECH.

c. Obedience to Purpose

- i. Each Director is obligated to further the mission of MT-PECH, be faithful to its purposes and goals, and act in conformity with all laws affecting MT-PECH.

4. **Executive Committee Duties**—The Executive Committee of the MT-PECH Board of Directors is made up of the three (3) Board Members elected to fill the offices of Chair, Co-Chair, and Treasurer. These Officers serve concurrently as Members of the Executive

Committee and as Members of the Board. Roles and responsibilities of the Executive Committee are as follows:

- a. **Chair, Co-Chair, and Treasurer**—These Board Officers shall, subject to the control of the MT-PECH Board of Directors, supervise and control MT PECH's business and operations as stated in the MT-PECH bylaws, and are authorized to act on financial matters on behalf of the Board between Board meetings.
- b. **Chair**—The Board Chair is MT-PECH's Chief Volunteer Officer. The Board Chair leads the Board of Directors in performing its duties and responsibilities and is the sole supervisor of MT-PECH's Executive Director or Co-Executive Directors. The Chair is a signer for MT-PECH accounts, loans, and other obligations. The Chair is responsible for planning the Board meeting agendas with the Executive Director or Co-Executive Directors and for facilitating Board meetings.
- c. **Co-Chair**—The Board Co-Chair serves as the General Business Administrator of the Board of Directors. The Co-Chair maintains and distributes, or causes to be maintained and distributed, a copy of the Articles of Incorporation, Bylaws, Amendments to the Bylaws, and approved minutes of all Board of Director, Executive Committee, and other committee and work group meetings. The Co-Chair takes minutes or causes minutes to be taken for Board of Director, Executive Committee, and other committee and work group meetings.

*Note: Either the Board Chair or Co-Chair may preside at meetings of the Board of Directors, and one of these Officers must be on each Standing Committee appointed by the Board of Directors. Both perform all the duties of their offices described in the Board Handbook, as well as all duties required by law, by the Articles of Incorporation, and by the MT PECH Bylaws.

- d. **Treasurer**—The MT-PECH Treasurer oversees the financial operations and records of the organization in collaboration with the Executive Director or Co-Executive Directors, and any agent(s) of the organization who perform financial and accounting activities. Oversight includes review of financial deposits, withdrawals, and reconciliations as specified in the MT-PECH Financial Policies and Procedures.

- i. If the Board of Directors appoints Standing Committees such as a Finance and Development Committee or a Grant Committee to oversee any financial aspect of MT-PECH's work, the Treasurer serves as the Chair of the committee.
- ii. Regarding the Grant Committee, the Treasurer must confirm or cause to be confirmed, the receipt of funds and amounts received by Grantees as detailed in the Financial Policies and Procedures.
- iii. The Treasurer certifies, or causes to be certified, MT-PECH financial statements included in any required reports and also performs such duties as may be prescribed by law, by the Articles of Incorporation, by the Board of Directors, by the MT-PECH Bylaws, and/or as described in this Handbook.

IV. Manner of Governing

1. The Board shall enforce upon itself whatever discipline is needed to govern with excellence.
2. The Board shall cultivate a sense of group responsibility. The Board, not the staff, is responsible for governing with excellence. The Board will use the expertise of individual members to enhance the ability of the Board as a body, rather than allowing individual expertise of directors to substitute for judgments that should be made by the Board as a body. The Board is a board only when convening as a group. No decision will be made by an individual Board Member acting alone.
3. The Board shall follow the MT-PECH Bylaws in implementing a governance structure and operations that are accountable to MT-PECH's members and its mission. In particular, it shall do the following:
 - a. Establish standing committees and require that Directors actively participate in such committees. Each committee will establish its purpose and responsibilities.
 - b. Adopt and monitor policies that ensure adequate oversight of the affairs of MT-PECH, including its Officers and employees, adequate implementation of its programs, and compliance with the law. The Board shall assess its performance and the performance of individual Directors at least annually.
 - c. Conduct quarterly Board meetings providing both in-person and/or virtual meeting options with the expectation that Directors will attend (unless they have an excused absence) and actively participate. The Annual Board Meeting in May shall be an in-person meeting each year with an option to join virtually if in-person attendance creates hardships.

- d. As stated above, the Board shall assess the performance of the Board as a whole and of the individual Board Members, and Executive Committee Members. This self-assessment shall include monitoring of Board and Director performance against policies related to governance and to relationships with the Co-Executive Director and staff. This assessment may be conducted by a committee of the Board initially, especially regarding the performance of individual Directors, but the Board shall engage in a discussion and self-assessment of its performance at least annually.
- e. The Board shall engage in periodic evaluation of whether it is fulfilling its obligations by asking for member input and/or by conducting a survey of the nonprofit community in Montana and of parties interested in the nonprofit community in Montana.
- f. The Board shall direct, control and inspire MT-PECH through careful organizational planning to ensure that MT-PECH is effectively pursuing its mission. The Board shall review its strategic plan at least annually and shall update it as needed to effectively pursue MT-PECH's charitable mission.

V. Manner of Governing MT-PECH Staff

- 1. The Executive Committee of the MT-PECH Board of Directors is responsible for appointing or hiring either an Executive Director or two Co-Executive Directors.
- 2. The Executive Director or Co-Executive Directors carry out MT-PECH's policies and programs, and are responsible for MT-PECH's day-to-day administrative, organizational, and financial management, as well as day-to-day management of any Work Groups they may create to accomplish the work, goals, and mission of the organization.
- 3. The Executive Director or Co-Executive Directors are subject to oversight by the Board Chair and annual review by the Executive Committee and report directly to the Chair of the Board of Directors.

The MT-PECH Bylaws provide more detailed information on the role of the Executive Director and Co-Executive Directors. It is the responsibility of the Board of Directors to be familiar with this document and update it as needed.

VI. Board Handbook Review

- 1. Board Members and Board Officers shall review, follow, and sign the Board Handbook at the beginning of each of their terms, annually, and whenever the Handbook is updated by the Board.

2. Their signature states their understanding of the material in the Board Handbook and their willingness to abide by rules, responsibilities, and duties of care outlined in the Board Handbook. Members and Officers of the Board of Directors who fail to observe the duties and policies in these documents may be removed from office for Dereliction of Duty as described in the MT-PECH Bylaws.
3. The Board of Directors must review the Board Handbook at least biennially and may update it by a resolution of the Board.

VII. Board Participation Commitment

For new Board of Directors and then annually at the third-quarter Board Meeting, each Board Member and Board Officer is required to complete a form—via DocuSign or by similar electronic means in use at the time, or by hard copy at the meeting—acknowledging the following:

- a. The time remaining in their term;
- b. Their willingness to continue any Board-approved duties the Member may have; and
- c. Their willingness to continue serving out their term.

This form is prepared, distributed, and collected by the Executive Director or one of the Co-Executive Directors along with the current MT-PECH Conflict of Interest Policy, Confidentiality Policy, Whistleblower Policy, and JEDI Nondiscrimination Policy, which all must be signed annually by each Board Member at this time.

Virginia Lee Mermel, Board Chair

Wynona Ann Woolf, Board Co-Chair

Tyler Viste, Board Treasurer

Approved and adopted the 16th day of January 2024.

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