

**POLICIES & PROCEDURES OF
THE NORTH CAROLINA BOTANICAL GARDEN FOUNDATION, INC.
LAST UPDATED OCTOBER 27, 2019**

1. NEW BOARD MEMBERS: ATTRIBUTES/RECRUITMENT /NOMINATION

A. Attributes of Board Members

The North Carolina Botanical Garden Foundation. Inc. (Foundation) seeks to develop an effective Board of individuals who bring:

- Knowledge of and commitment to the missions of both the North Carolina Botanical Garden (Garden) and the Foundation.
- Interest in the not-for-profit sector
- Professional expertise relevant to the Garden, e.g., botanical, horticultural, environmental, fundraising, educational, public relations, marketing, technology, etc.
- State-wide contacts/relationships relevant to the Foundation and the Garden.
- Gender, age, and racial diversity.
- Time and interest to attend and participate in Foundation activities and to perform tasks expected of Board members.

B. Board Member Nomination Process:

NCBGF Board Member Nomination Process	
MARCH Analysis	<ul style="list-style-type: none"> ○ The Governance Committee (GC) analyzes the makeup of the current Board. ○ Specific skills and qualifications sought in new members are identified. These will vary depending on contributions of retiring members and Foundation and Garden needs. ○ At the March Executive Committee (EC) meeting, the GC Chair asks Board committee chairs to identify specific skills and experience needed for their committees.
Full Board Recruitment Discussion	<ul style="list-style-type: none"> ○ At the spring Board meeting, the GC solicits nominations for new Board candidates from Board members and NCBG staff. ○ The GC reports on the Board analysis results and explains what skill sets are important for the upcoming recruitment of new Board members. ○ The GC refreshes the Board on the nomination process.
MAY-AUGUST Recruitment of Board candidates	<ul style="list-style-type: none"> ○ The GC matches each Board candidate with a sponsor who requests basic contact and biographical information from the candidate via e-mail, phone or letter. ○ Sponsors meet with their candidate(s) to confirm interest in and availability for a Board position. The sponsor explains expectations and responsibilities for Board members, as well as conflict of interest policy. General information about the Foundation and the Garden is given to the candidate. The sponsor clarifies for the candidate that <i>both the Board and Membership vote</i> on new Board members at the fall Membership meeting.

	<ul style="list-style-type: none"> ○ The sponsor evaluates if the Board candidate is a good match for both parties. The sponsor communicates the evaluation to the GC Chair who shares it with the GC. This information is confidential.
AUGUST-SEPTEMBER Vetting of Board candidates	<ul style="list-style-type: none"> ○ The GC meets to assess all Board candidates and identifies the strongest candidates for presentation to the EC. ○ GC members, the NCBGF President, and the Garden Director may schedule a meeting with a candidate to learn more about their qualifications. ○ After this vetting process, the strongest candidates transition to nominees. These proposed nominees make up the slate for election that is presented to the EC for approval.
SEPTEMBER Official Board Nominations	<ul style="list-style-type: none"> ○ The EC votes on the proposed slate of nominees. ○ A Board member/sponsor contacts the nominee with an official invitation to serve. ○ The NCBGF President sends an e-mail that greets and welcomes nominees. The President gives nominees details of the fall Membership meeting, inviting them to attend and be present for elections. It is not mandatory that a nominee is present to be elected.
SEPTEMBER-OCTOBER Board Nominations	<ul style="list-style-type: none"> ○ The Foundation Liaison gathers 1) contact information from nominees for the Board roster and 2) biographical information for the nominee webpage (sent to membership in October). ○ The Liaison sends the slate of nominees (with biographical information) separately to the Board.
NOVEMBER Elections	<ul style="list-style-type: none"> ○ Sponsors introduce nominees at the annual Membership meeting. The Board and members present vote on the nominees. Annual elections conclude.
JANUARY NOTES	<ul style="list-style-type: none"> ○ New Board members begin three-year terms. Orientation takes place. ○ Although candidate nominations may be made year-round, the official nomination period is April – August. ○ If candidate nominations are made outside of the official nomination period, the GC keeps the candidate’s information on file until the nomination period arrives. Consideration of and action on candidates occurs only during the official nomination period. ○ The GC, with the assistance of the Foundation liaison, maintains an ongoing file of candidates. This includes names suggested throughout the year and candidates who declined a current invitation but will consider future service. As candidate nominations are received, the GC, or the sponsor, seeks additional information from candidates, as needed.

2. ORIENTATION OF NEW BOARD MEMBERS

A. Orientation Procedure

- After approval of the new Board members by the Board at the annual Fall meeting, the Foundation President sends a welcome letter and an invitation to an orientation session in January of the new year.

- For members elected by the Executive Committee at other times of the year, an orientation session will be scheduled as soon as practical.
- Orientation sessions will be conducted by the Chair of the GC and will include the Foundation President and Garden Director.
- Orientation sessions will include:
 - Overview by the Director of the Garden – including staff organization and programs
 - Committee descriptions
 - Overview of Foundation financials
 - Signing of the Board Agreement and Conflict of Interest Statement
 - Distribution of Board Member handbooks
 - Meeting Garden staff as they are available
 - Tour of the Garden
- B. **Board Member Handbook content:**
 - Foundation Mission & Vision
 - Foundation History Timeline
 - Copy of Foundation Articles of Incorporation
 - List of Foundation lands and map
 - List of Foundation Officers, and Board Members
 - Foundation By-Laws
 - Board Agreement
 - Conflict of Interest Statement
 - Foundation Policies and Procedures
 - Description of Committees – current chairs and charters
 - Garden Staff Organization Chart

3. COMMUNICATIONS WITH BOARD MEMBERS

- Monthly email communication will include the approved Executive Committee minutes and an update of current Board events from the Foundation President and Garden Director
- Meeting reminders for the Executive Committee and Board meetings will be sent out at least a week before the monthly meetings by the Foundation's Administrative Assistant, who will also distribute at this time the Executive Committee and Board minutes to be approved.
- The Foundation President will send letters of appreciation to retiring Board members and to renewing Board members. The President will also send welcome letters to new Board members.
- Board Meeting Agendas will be developed by the Executive Committee at least one month before the spring and fall meetings.
- The Foundation President will be responsible for communicating with the Executive Committee concerning any developing issues as needed between monthly meetings.

4. FOUNDATION COMMITTEES

- Committees will name their Chairs by the end of the calendar year in which officers are elected; the Chair will serve for a two-year period. The Chairpersons may extend their term for an additional two years.
- The Executive Committee and all Foundation standing committees (Governance, Conservation, Development, Finance, and Audit) will schedule and coordinate all meetings for the following year and will establish a set of strategic goals by the end of each calendar year with benchmarks for attaining these goals.
- All standing committees will prepare written minutes of each meeting. Once approved, the minutes will be made available to the entire Board
- Committee chairs will attend the monthly Executive Committee meetings and will provide a written summary of their committee's most recent meeting to the attendees.
- Committee chairs shall review the committee charter at least once every three years and make any changes deemed necessary by a majority of the committee members.
- Board members, Honorary Board members, and volunteers may serve on committees as long as they are able to be active. Being a member of the Board is not a prerequisite to serving on a committee.

5. BOARD EDUCATION

- As time allows, special sessions in the form of Garden presentations or field trips will be included as part of both the spring and fall Board meetings and will be set up by the Garden Director with input from the Executive Committee.
- The Board Handbook prepared for orientation of new members will be updated every year by the Foundation Administrative Assistant with input from the GC and will be made available to the entire Board.
- Separate tours of Foundation lands will be offered at least once a year to Board members.
- A separate field trip to Gardens, Natural Areas or other areas of interest will be offered once a year, or as time allows.

6. BOARD OUTREACH

- All Board members will receive a brief statement giving the essential information about the Garden and Foundation that can be used for outreach.
- All Board members are asked to reach out to contacts in public office, corporate offices, and other individuals and organizations to cultivate interest in and support for the Foundation and the Garden.
- All Board members are asked to increase community awareness of the Garden by making other organizations they belong to aware of Garden programs, events, and fundraising needs.
- All Board members must be a member of the Foundation/Garden.

7. OFFICERS POLICY

- Officers will be vacated from the Director membership roll and, at the end of their officer tenure, would be eligible to complete their Board member terms. If a Board member becomes an officer, the Board member's term may be extended to complete an officer term.
- Executive Committee Minutes Policy: the Foundation Secretary shall take minutes following the organization of the agenda that reflect action items and votes and other items that reflect assignments, deadlines, resolutions, and recommendations. Reports to the Executive Committee or Board shall be summarized to a length no longer than a page and presented to the Foundation Secretary or the Foundation Administrative Assistant for attachment to the minutes. Once approved, the minutes of the Executive Committee shall be distributed to the entire Board.
- The Foundation President shall appoint someone from the Executive Committee to assume the duty of Parliamentarian

8. Policy for Changes in Policies and Procedures

- Any changes in the Foundation's Policies and Procedures required due to changes in the Foundation By-laws or University of North Carolina policies and procedures applicable to the Foundation must be approved by the Foundation's Executive Committee.

9. Document Retention Policy

Covered Persons

This document retention policy (“Policy”) applies to all persons involved in the affairs of the North Carolina Botanical Garden Foundation, Inc. (the “Foundation”) including, without limitation, employees of The University of North Carolina at Chapel Hill (the “University”), who act for and on behalf of the Foundation or at the direction of any officers of the Foundation with respect to the Foundation (collectively, “Covered Persons”). The Foundation’s Secretary is responsible for providing a copy of this Policy to all Covered Persons and for the implementation of, and compliance with, this Policy.

Covered Documents

This document retention policy covers all documents, in paper and/or electronic form, generated by or for the Foundation in connection with the transaction of its business. All electronic documents that fall into one of the document types listed below shall be maintained for the designated retention period. Also, paper copies of records may be deleted if electronic copies continue to exist for the applicable retention period or vice versa.

Retention Periods

The Foundation shall retain documents for the period of their immediate or current use, unless listed in the below retention schedule. The following retention periods are minimum retention periods for the specified types of corporate documents but not a complete listing. After the expiration of the minimum retention period applicable to a particular document, the document should be reviewed and purged unless there is a good business reason for keeping it.

TYPE	DOCUMENT	RETENTION PERIOD
Corporate/Governance	Agreements with the University	Permanent
	Articles of Incorporation	Permanent
	Bylaws	Permanent
	Board & Committee Minutes	Permanent
	Committee Charters	Permanent
	IRS Exemption Letter(s) and Related Records	Permanent
	Legal Opinions	Permanent
	Policies & Procedures	Permanent
	Financial - Tax & Accounting	Accounts Payable Ledgers & Schedules
Annual Audits and Financial Statements, Work Schedules, and Associated Documentation		Permanent
Annual Budgets		5 years
Bank Reconciliations		7 years
Bank Statements		7 years
Check Register		7 years
Credit Card Receipts		3 years
Current Contracts, Deeds, Mortgages		Permanent
EFT Documents		7 years

	Expense Records	7 years
	Expired Contracts, Mortgages, Leases & Notes	5 years
	Depreciation Schedules	Permanent
	Duplicate Deposit Slips	2 years
	Expense Reports	7 years
	General Ledgers, Schedules, & Reconciliations	Permanent
	Internal Audit Reports	3 years
	Invoices – Accounts Receivable	7 years
	Invoices – Accounts Payable	7 years
	IRS 1099 Forms Issued	7 years
	IRS Exemption Letter(s) and Related Records	Permanent
	Journal Entries	7 years
	Petty Cash Vouchers	3 years
	Pledge and Notes Receivable	Permanent
	Tax Returns & Work Sheets	Permanent
	Unclaimed Property Reports	Permanent
	Unaudited Year End Financial Statements, Work Schedules, and Associated Documentation	Permanent
Legal & Insurance	Environmental Studies	Permanent
	General Contracts	5 years after expired
	Insurance Records, Current Accident Reports, and Claims	Life of Policy plus 3 Years
	Leases – Capital and Operating	5 years after expiration
	Liability Insurance Policies	Life of Policy plus 3 Years
	OSHA Documents	5 years
	Property Insurance Policies	Life of Policy plus 3 Years
	Real Estate Appraisals	Permanent
	Real Estate Documents (including property sold)	Permanent
	Stocks and Bond Records	Permanent
Investments	Annual Portfolio Records	7 years
	Annual Investment Reconciliations	7 years
	Annual Performance Reports	7 years
	Monthly Investment Statements	7 years
Gift Revenue	Gift Revenue Fund Agreements & Supporting Documentation	Permanent
	Gift Revenue Processing/Batches	3 years
	Gift Revenue Reversals/Corrections	3 years
	Gift Revenue Transmittals	3 years
	Beneficiary Insurance Policies & Information (paid)	Life of Policy plus 5 years
	Matured Bequests	5 years after final settlement
	Matured Charitable Gift Annuity Contracts	5 years

	Matured Charitable Remainder Trusts	5 years
	Pledge Information (Fulfilled)	5 years
	Stewardship Reports	5 years
Donor Records	Acknowledgement Letters	Permanent
	Donor Records	Permanent
	Memorandums of Agreements with Donors	Permanent
Other	Correspondence (general)	2 years
	Vehicle Records, Registration, Title, Tag Info	1 year post disposal
	Vehicle Maintenance Records, Mileage, Expense logs	3 years
	Building files: Capital Improvements	Life of building

Measuring Year

When this Policy specifies a number of years for retention of records, the years should be counted beginning with the first fiscal year following the fiscal year in which the document was generated or received.

Records Not Addressed

Questions about the retention of records not specifically addressed in this Policy should be directed to the Secretary for the Foundation.

Document Destruction

The Foundation is responsible for the ongoing process of identifying records that have met the required retention period and overseeing their permanent retention and/or destruction. Destruction of the documents may be accomplished by either shredding or disposal in the normal trash collection. Documents containing donor, employee personal data, financial data, or other information of a sensitive or confidential nature shall be shredded.

Litigation and Investigations

Any person covered by this Policy who becomes aware of litigation or a governmental investigation, or the clear prospect of litigation or an investigation, should consult with the Secretary of the Foundation and/or legal counsel about identifying and preserving documents that are relevant or potentially relevant to the lawsuit or investigation. Upon any report, inquiry or indication of an investigation or litigation involving the Foundation, document destruction and/or deletion shall be suspended. Documents relevant or potentially relevant to litigation or a governmental investigation must be retained, regardless of whether any such documents have been subpoenaed or otherwise requested and regardless of whether the retention period for such documents has expired.

10. CONFLICT OF INTEREST & ETHICS POLICY

- All Board members will sign a Board Agreement at the beginning of each of their terms and each year after as long as they serve stating that members will excuse themselves from discussions and votes where they have a conflict of interest.
- The Botanical Garden Foundation will conduct business in its own name and all correspondence, advertisements, and other communications by the Foundation shall clearly indicate that the communication is from the Foundation and not from the Garden.
- All transactions between the Foundation and an officer, director or employee of the Foundation must be approved by the Executive Committee
- No Foundation officer, director or employee having a private business interest in a Foundation business transaction may be involved in the decision with respect to whether the Foundation should enter into such transaction.
- No Foundation scholarship or fellowship award may be made to an officer, director, or employee of the Foundation or to a family member of such person unless the recipient of the award is determined by an independent awards committee

11. WHISTLEBLOWER POLICY AS FORMULATED BY THE UNIVERSITY OF NORTH CAROLINA

Statement of Policy

All persons involved in the affairs of the Foundation including, without exception, employees of the University of North Carolina at Chapel Hill (the “University”), who act for or on behalf of the Foundation or at the direction of any officer of the Foundation or employee of the University with respect to the Foundation (each, a “Foundation Representative”) shall report evidence of any activity affecting the Foundation that may constitute (1) a violation of State or Federal law, rule or regulation applicable to the Foundation, (2) fraud; (3) misappropriation of Foundation resources; or (4) mismanagement or waste of Foundation assets. The Secretary of the Foundation is responsible for delivering a copy of this policy to each Foundation Representative.

Protection from Retaliation

Neither the Foundation nor the University will take any adverse action or otherwise retaliate against any Foundation representative who, in good faith, reports an activity described in this policy. However, any communication that proves to have been both unsubstantiated and made with malice or with knowledge of its falsity is not protected by this policy.

Reporting Procedure

A report by a Foundation representative pursuant to this policy should be made to the Foundation President and Chair of the Foundation Audit committee. All reports pursuant to this policy will be kept confidential to the extent possible, consistent with the Foundation’s duty to investigate.

Investigation

A Foundation officer who receives a report pursuant to this policy will acknowledge receipt of the report, will refer the report to the Board of Directors of the Foundation, and will outline the actions to be taken to investigate the report. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.