

**POLICIES & PROCEDURES OF
THE NORTH CAROLINA BOTANICAL GARDEN FOUNDATION, INC.
LAST UPDATED MAY 13, 2021**

1. NEW BOARD DIRECTORS: ATTRIBUTES/RECRUITMENT /NOMINATION

A. Attributes of Board Directors

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, race, and ethnic diversity.
- Time and interest to attend and participate in Foundation activities and to perform tasks expected of Board directors.

B. Board Member Recruitment, Nomination, and Election Process

NCBGF Board Recruitment, Nomination and Election 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 directors 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 Co-Chairs ask Board committee chairs to identify specific skills and experience needed for their committees.
APRIL-MAY Full Board Recruitment Discussion	<ul style="list-style-type: none"> ○ In early April, the GC sends a letter to Directors asking them to begin to consider possible Board director candidates and providing guidance on skills and attributes needed by the Foundation. ○ At the spring Board meeting, the GC requests directors and Garden staff to assist in identifying prospective candidates to fill director vacancies ○ The GC reports on the Board analysis results and explains what skill sets are important for the upcoming recruitment of new Board directors. ○ The GC reviews the entire process from candidate to Board nominee.

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, by 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 directors, as well as the conflict of interest policy. General information about the Foundation and the Garden is given to the candidate. The sponsor ensures that the candidate understands that candidates who are put forward as nominees appear on a slate to be put to a vote by directors at the Fall meeting. ○ The sponsor determines and confirms that the candidate is interested and available to serve on the board and communicates this information to the Chair/Co-Chairs of the GC along with a brief written recommendation to include the candidate in the committee's review process. All information regarding the candidate is confidential.
AUGUST-SEPTEMBER Vetting of Board candidates	<ul style="list-style-type: none"> ○ GC members, the NCBGF President, and the Garden Director may schedule a meeting with a candidate to learn more about his/her qualifications and interests. ○ The GC meets to assess all candidates both individually and as a cohort and determines which candidates will be presented to the Executive Committee for its review.
SEPTEMBER Official Board Nominations	<ul style="list-style-type: none"> ○ After the vetting process, the EC determines which candidates to nominate for inclusion on the slate of nominees. ○ A designated Board director/sponsor contacts the nominee with an official invitation to serve. ○ The NCBGF President sends an e-mail that notifies candidates that they have become nominees. The President gives nominees details of the Fall meeting, inviting each one to attend either in person or electronically. It is not mandatory that a nominee be present to be elected.
SEPTEMBER-OCTOBER Board Nominations	<ul style="list-style-type: none"> ○ The Board Liaison gathers contact information from nominees for the Board roster and biographical information for the nominee webpage (sent to Board 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 Fall meeting. The Board votes on the nominees. Annual election process concludes. ○ The Board President sends a formal letter to newly elected Directors welcoming and informing them of the orientation meeting in January.
JANUARY	<ul style="list-style-type: none"> ○ New Board directors begin three-year terms in January following their election.
NOTES	<ul style="list-style-type: none"> ○ Although prospective candidates may be identified at any time., the official process takes place from April – August.

	<ul style="list-style-type: none"> ○ Consideration of and action on candidates occurs only during the official process timeline. ○ 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 recommendations are received, the GC, or the sponsor, seeks additional information from candidates, as needed.
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2. ORIENTATION OF NEW BOARD DIRECTORS

A. Orientation Procedure

- After approval of the new Board directors by the Board at the Fall meeting, the Foundation President sends a welcome letter and an invitation to orientation sessions in January/February of the new year.
- Orientation sessions will be conducted by the Chair/Co-Chairs of the GC and will include the Foundation President and Garden Director.
- Orientation sessions will include:
 - Overview of the NCBGF
 - Mission and history
 - Major Foundation responsibilities
 - The Foundation-Garden relationship
 - Committee descriptions
 - Overview of Foundation financials
 - Signing of the Board Agreement and Conflict of Interest Statement
 - Resources for directors
 - Distribution of Board handbooks
 - Overview by the Garden's Director and senior staff
 - Garden organization and programs
 - Meeting Garden staff as they are available
 - Tour of the Garden

B. Board Handbook content

- Foundation Mission & Vision
- Foundation History Timeline
- Copy of Foundation Articles of Incorporation
- List of Foundation lands and map
- Roster of Foundation Officers and Board Directors
- Foundation By-Laws
- Board Agreement
- Conflict of Interest Statement
- Foundation Policies and Procedures
- Description of Committees – current chairs, membership, and charters
- Garden Staff Organization Chart

3. HONORARY DIRECTORS

A. NCBGF By-Laws Article III, Section 2 states that “In recognition of significant service to the Foundation or contributions of another nature, the Board of Directors may also appoint honorary or emeritus Board directors. Such directors shall be considered ex officio Board directors but shall not have the power to vote at Board of Directors meetings.”

B. Role of Honorary Directors

- Serve as advisors, providing insights drawn from knowledge of and experience with NCBGF and NCBG.
- Attend Board meetings in an ex-officio (non-voting) capacity as desired.
- Serve as Board committee members as desired.

C. Criteria for appointment of Honorary Directors

- Sustained exceptional and exemplary volunteer service to the Foundation and the Garden (generally considered a minimum of ten years).
- Other criteria may also include the following:
 - Have a sustained history of giving to the Foundation and Garden at a personally significant level or in a significant way.
 - Possess professional expertise relevant to the Garden or the Foundation, e.g., botanical, horticultural, environmental, financial, fundraising, educational, public relations, marketing, technology, etc.
 - Have established or assisted in establishing community, state, or national contacts and relationships relevant to the Garden and Foundation.

D. Process for Nominating and Selecting Honorary Directors

- May-June: Governance Committee determines whether there are any potential candidates who meet the criteria specified above.
- September: In consultation with the Garden’s Director and Development Director and Foundation committee chairs, Governance Committee determines whether there are candidate(s) to nominate and, if so, presents name(s) to the Executive Committee for approval.
- October: Foundation President contacts nominee(s) to determine interest, availability, and willingness to assume the role of Honorary Director.
- November: New Honorary Director(s) introduced to full Board at Fall board meeting.

4. COMMUNICATIONS WITH BOARD DIRECTORS

- A. Board Liaison will distribute updates to the Board handbook to all continuing directors, including Honorary Directors, each year in January.
- B. Monthly email communication to the Executive Committee (EC) will be sent out at least one week prior to the meeting date. It will include the agenda for the next meeting, draft minutes of the preceding one, reports and minutes from standing committees, and any other documents pertinent to the agenda. The Board President and the Director of the Garden will give updates at each meeting.
- C. Board Meeting Agendas will be developed by the Executive Committee and distributed to all directors at least one month before the Spring and Fall meetings.
- D. Meeting reminders for the full Board will be sent out at least thirty days prior to both the Spring and Fall meetings by the Board Liaison. This communication will include the agenda, draft minutes from the previous Board meeting, and all documents necessary for the Board's deliberations.
- E. The Foundation President will send letters of appreciation to retiring Board directors and to renewing Board members. The President will also send welcome letters to new Board directors and to newly named Honorary Directors.
- F. The Foundation President will be responsible for communicating with the Executive Committee concerning any developing issues as needed between monthly meetings.

5. FOUNDATION COMMITTEES

- A. Committees will name their Chairpersons (Chair or Co-Chairs) by the end of the calendar year; the Chair/Co-Chairs will serve for a two-year period. The Chair's/Co-Chairs' term may be extended for an additional two years at the request of their committees.
 - o The Treasurer shall serve as the Chair/Co-Chair of the Finance Committee.
- B. Each committee chair annually will reach out to new Board directors and to members of the larger community to invite them to serve on the committee in order to ensure that all necessary areas of expertise are represented.
- C. The Executive Committee and all Foundation standing committees (Governance, Conservation, Development, Finance, and Audit) will schedule their meetings based on their agenda and timelines. Committee chairs will report on their committee's priorities and update the EC at the regular monthly meeting.
- D. All standing committees will prepare written minutes or brief reports of their decisions and actions and raise issues that need further discussion or input to be shared at the EC monthly meetings.

- E. Committee chairs will attend the monthly Executive Committee meetings and will provide minutes or a summary of their committee's most recent meeting.
- F. Executive Committee Minutes Policy: the Foundation Secretary shall take minutes that reflect the order of the agenda and include action items, votes and other items that pertain to 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 Board Liaison for attachment to the Executive Committee minutes. Once approved, the minutes of the Executive Committee shall be made available to the entire Board in an easily accessible format.
- G. Committees shall review their committee charter at least once every three years and make any changes deemed necessary by a majority of the committee members. Changes must be sent to the Board Liaison for inclusion in the Board Handbook.
- H. Board directors, Honorary Directors, and volunteers may serve on committees as long as they commit to regularly participating in committee meetings and activities. Being a Board director is not a prerequisite to serving on a committee.

6. BOARD EDUCATION

- A. As time and circumstances allow, special sessions in the form of Garden presentations or field trips will be included as part of both the Spring and Fall Board meetings. The Board President will work with the Governance Committee to plan these activities and present their recommendations to the Executive Committee. The Garden Director will determine the feasibility of any activities.
- B. The Board Handbook prepared for orientation of new members will be updated every year by the Board Liaison with input from the GC and will be made available to the entire Board.
- C. If conditions are suitable, separate tours of Foundation lands will be offered at least once a year to Board directors.
- D. As time and circumstances allow, separate field trip to Gardens, Natural Areas or other areas of interest will be offered once a year.

7. BOARD OUTREACH

- A. All Board directors will receive a brief statement from the Governance Committee that includes essential information about the Garden and Foundation that can be used for outreach. This information is made available to all directors in the sponsor packet developed to assist them in recruiting new directors. All pertinent information is also contained in the Board Handbook.
- B. All Board directors 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.

- C. All Board directors are asked to increase community awareness of the Garden by making other organizations they belong to aware of Garden programs, events, and fundraising needs.
- D. All Board directors must be members of the Foundation.

8. OFFICERS POLICY

A. Developing the officer slate

- Each year in March, the Governance Committee (GC) will review officer terms and identify any upcoming officer vacancies. Typically, all officers will be elected simultaneously at the Fall meeting in odd-numbered years and terms will begin on the first day of even-numbered years.
- In May, the GC will inform the Board via letter of any expiring officer terms and solicit nominations (including self-nominations) to fill those positions. Officers at the end of their first term will be asked if they are willing to serve a second term. If so, their names will be included on the slate of officer candidates presented to the full Board for a vote at the Fall meeting.
- A director who is appointed mid-term by the Executive Committee to fill a vacant officer position will be eligible to serve two additional full terms in that officer position.
- During the period April through September, the GC will consider officer candidates and develop a slate of potential nominees.
 - In September, the GC will finalize the officer slate and present it to the Executive Committee for approval.
 - The full Board will elect new officers and directors at the Fall board meeting.

B. If a Board director becomes an officer, that director's Board term may be extended for up to two years to allow completion of an officer term or to serve a second officer term, subject to approval by the Executive Committee.

C. The President may appoint up to four directors to serve as at-large members of the Executive Committee to acquaint them with the workings of the Foundation and prepare them for possible future officer or committee chair roles.

D. The Immediate Past President may serve as a voting member of the Executive Committee, even if he or she is no longer an active director, until the new President has served at least one two year term.

9. POLICY FOR CHANGES IN POLICIES AND PROCEDURES

Any changes must be approved by the Foundation's Executive Committee.

10. REQUIREMENT FOR OUTSIDE LEGAL COUNSEL TO THE FOUNDATION

The Associated Entities Agreement between the Foundation and UNC requires that the Foundation have outside legal counsel ("Foundation Counsel"). Each fiscal year, the Foundation will establish a budget to pay Foundation Counsel fees and expenses. The Foundation President will determine whether to engage Foundation Counsel in connection with any particular matter. From time to time the North Carolina Botanical Garden and the Foundation may determine that the Foundation should enter into an agreement with a third party or execute some other legal instrument for the benefit of the North Carolina Botanical Garden. In such cases, the President shall discuss the matter at issue with the Garden Director to determine whether the matter is of such complexity or otherwise contains such risk that Foundation Counsel should be engaged in connection with it.

11. 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	7 years
	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.

12. CONFLICT OF INTEREST & ETHICS POLICY

- A. All Board Directors will sign a Board Agreement at the beginning of each of their terms and each year thereafter for the duration of their service. The Agreement requires that Directors will recuse themselves from any discussions and votes in which they have a conflict of interest.
- B. 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.
- C. All transactions between the Foundation and an officer, director or employee of the Foundation must be approved by the Executive Committee.
- D. 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.
- E. 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.

13. 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.