

## **Governance Structure, Operating Policies and Practices as of February, 2020**

In January 2020 the CNC Steering Committee voted to eliminate at large steering committee members. **This was designed to be a temporary measure in response to capacity challenges communicated by 2019 steering committee members, and to carry CNC through to its next strategic planning process, where the governance structure will be revisited.** To further facilitate the sharing of power among member organizations, the steering committee also voted to make CNC internal policy, such as member fees and other rules for how the CNC operates subject to a full member vote. Finally, the Steering Committee also approved a change to allow any management team staff of a member organization, rather than only Executive Directors, chair subcommittees and thus serve on CNC the steering committee. This change was made in a direct effort to **engage more nonprofit leaders of color.**

### **STEERING COMMITTEE**

The Steering Committee shall be made up of the chairs and vice chairs of CNC subcommittees. Steering Committee members may only serve as chair for one subcommittee.

### **ACTIVE SUBCOMMITTEES as of 2/18/2020**

#### **Standing**

- Finance and Fundraising
- Membership and Governance
- Strategic Thinking
- Supervision
- Community Benefits

#### **Ad hoc/Issue Based:**

- OST Partnership with CPS
- Universal PreK
- Other as needed

#### **Current Policies**

- Membership is by nonprofit organization
  - Executive Director must be engaged with CNC as one of the communication points on behalf of their organization, and may add a secondary contact to help facilitate communication.
  - Member organizations must pay an annual membership fee based on budget size
    - Under \$100,000 = \$50
    - \$100,000 - \$499,999 = \$100
    - \$500,000 - \$999,999 = \$150
    - \$1,000,000 - \$4,999,999 = \$250
    - >\$5m = \$500

- Subcommittee members can either be Executive Directors of member organizations or other individuals recommended by the Executive Director of that organization. Individual subcommittee chairs formally approve non ED members. ***The only exception is the Supervision subcommittee which will be made up of only members of the steering committee.***
  - One organization can nominate up to three individuals for subcommittee work, and no more than one person per subcommittee
  - Volunteers nominated for subcommittee work who are not employees of a member organization do not need to pay membership fees – included in fees paid by sponsoring organization
- All subcommittee chairs must be on their organization's management team.
  - Subcommittee chairs and vice chairs are self-nominated and approved by that subcommittee's members.
- Ad-hoc subcommittee Chairs will serve as Steering Committee members if not part of that body already.

### **501(c)(3) Status**

- The Membership and Governance Committee recommends that the CNC remain fiscally sponsored through FY2020 with CCF.

### **Coalition Decisions that Require Full Membership Vote**

- Changes to membership dues
- Changes to committee participation requirements
- CNC positions on public policy issues (Executive Director Only)

### **Full Membership Approval Process**

- Only one management staff member can cast a vote on behalf of their organization in response to a vote on internal CNC policy. (see above)
- CNC advocacy letters must be approved and signed by Executive Directors only.
- Full member votes will take place via online form. Member Management Team staff/ Executive Directors will have five business days to respond, unless otherwise specified for an urgent matter.
- CNC decisions on internal policy will require an online vote of member organizations in good standing. To be approved, at least ¼ of all paid members must cast votes, and at least ⅔ of those votes must be in the affirmative.

### **Steering Committee Meetings Attendance**

- All subcommittee chairs are required to attend quarterly in person Steering Committee meetings with monthly virtual meetings used only as needed. Steering committee meeting time will be used to give updates on subcommittee work, raise any issues, identify areas of leverage across subcommittees and to ensure a core group of leaders understands all of CNC's work
  - In their absence, subcommittee chairs will delegate another subcommittee member to attend the steering committee meeting in their place
- Steering committee meetings are open to any member organization representative with an RSVP prior to the meeting. Member organization representatives may ask questions and contribute to discussions, but do not have voting rights. The steering committee

reserves the right to call an executive session, open only to steering committee members, when confidential topics are discussed.

**Steering Committee Term**

- Steering committee term is one year. (January 1-December 30), with no term limits

**Steering Committee Votes (Approval of annual budget and personnel)**

- The quorum for conducting official steering committee business is 60% of the steering committee membership. In order to approve a decision, 2/3 of the votes cast, including absentee, must be in the affirmative.

**Absentee voting for steering committee meetings**

- Steering committee members unable to attend a meeting where a vote takes place may do so via an online Google form circulated by the CNC Managing Director or a subcommittee chair.
- Absentee votes must be submitted within one week of the steering committee meeting where the vote has taken place.