

## Board of Directors of Ride Solution, Inc. Standard Policy Manual

### Contents

INTRODUCTION .....	2
PURPOSE .....	2
SERVICES .....	2
FUNDING .....	2
STAFF AND FACILITIES.....	2
STANDARD POLICIES MANUAL .....	3
BOARD RESPONSIBILITIES.....	4
BOARD ROLES AND COMMITTEES .....	5
BOARD PRESIDENT .....	5
BOARD AND EXECUTIVE DIRECTOR RELATIONSHIP.....	5
MONITORING EXECUTIVE PERFORMANCE.....	5
BOARD COMMITTEES .....	6
CONFLICT OF INTEREST.....	7
DIRECTOR AND OFFICER ANNUAL CONFLICT OF INTEREST STATEMENT.....	9
CODE OF ETHICS FOR BOARD MEMBERS.....	10
GOVERNANCE .....	12
BOARD RECRUITMENT AND COMPOSITION.....	13
BOARD ORIENTATION AND TRAINING.....	14
SUCCESSION—EXECUTIVE DIRECTOR .....	15
EXECUTIVE COMPENSATION.....	16

## **INTRODUCTION**

### **PURPOSE**

Ride Solution, Inc. (hereinafter “Ride Solution”) provides transportation services to individuals who are classified as “Transportation Disadvantaged”. Transportation Disadvantaged includes those individuals who because of physical or mental disability, income, status or age are unable to transport themselves or to purchase transportation and are, therefore, dependent upon others to obtain access to health care, employment, education, shopping, social activities or other life-sustaining activities. These individuals represent over 60% of Putnam County’s residents.

Ride Solution’s secondary purpose is to reduce the fragmentation and duplication of transportation services in the geographical areas it serves and among the state and federal programs that fund its services.

### **SERVICES**

Ride Solution supports its beneficiaries by providing public transportation services through door-to-door paratransit service; flexible, scheduled, local route services; express Greyhound service; and, vanpool services.

### **FUNDING**

Ride Solution is funded primarily through grants from the Florida Department of Transportation, Florida Commission for the Transportation Disadvantaged and the Federal Transit Administration. Ride Solution also contracts with various entities on a fee for service basis.

### **STAFF AND FACILITIES**

Ride Solution employs approximately forty-five experienced people to support its transportation services including drivers, mechanics, customer service agents, and financial and administrative staff.

The operations campus, located at 310 South 10<sup>th</sup> Street in Palatka, includes a 9,000 square foot maintenance shop, a driver’s lounge and training center, and a 9,000 square foot warehouse. This campus also provides secure housing for approximately 30 fleet vehicles.

The administrative offices are located in the historic Amtrak Station at 220 North 11<sup>th</sup> Street in Palatka. This location also serves as the multimodal transit hub for many of Ride Solution’s services. This accessible location is frequented by clients to apply for paratransit services, purchase Greyhound and regular transit tickets, and meet with administrative staff.

## STANDARD POLICIES MANUAL

This Board of Directors of Ride Solution's Standard Policies Manual (SPM) contains all of the policies adopted by the Board as noted on each policy. The reasons for adopting this SPM include:

- Efficiency of having all on-going Board policies in one place
- Ability to quickly orient new Board Members to current policies
- Elimination of redundant, or conflicting, policies over time
- Ease of reviewing current policy when considering new issues
- To provide clear, pro-active policies to guide the Executive Director and staff
- Modeling an approach to governance that other organizations might use

### **STATEMENT OF POLICY**

Policy at Ride Solution is established and approved by the Board of Directors. The Executive Director establishes procedures to carry out the Board's policy.

### **POSITION**

The purpose for this policy is to clarify the importance and necessity of developing Board policies.

- A. **Consistency.** Each policy in the SPM is expected to be consistent with the law, the Articles of Incorporation, and the By-laws, all of which have precedence over Board policy. Except for time-limited or procedural-only policies (approve minutes, elect Officers, etc.), which are recorded in regular Board minutes, all standing policies shall be included or referred to in this document. The Executive Director is responsible for developing organizational and administrative policies and procedures, which shall be consistent with this SPM.
- B. **Transition.** Whether adopted chapter by chapter or in a complete version, as soon as some version of the SPM is approved, those policies are deemed to supersede any past policy that might be found in old minutes, unless a prior Board resolution or contract obligates the organization to a specific matter. If any actual or apparent conflict arises between the SPM and other policies or Board resolutions, the matter shall be resolved by the President or the entire Board as may be appropriate.
- C. **Changes.** These policies are meant to be reviewed and refined at a Board meeting. The Executive Director helps the Board formulate new language by distributing proposed changes in advance. Any change to this SPM must be approved by the Board. Whenever changes are adopted, a new document shall be printed, dated, and quickly made available to the Board and staff.
- D. **Maintenance.** The Secretary shall ensure that staff record and publish all Board policies correctly. The Executive Director or the Executive Director's designee shall maintain the policies file and provide updated copies to the Board whenever the policies change, or upon request. The Board may ask that legal counsel review this SPM periodically to ensure compliance with the law. Discrete documents referred to in the SPM may be kept in a three-ring notebook called the Board Reference Book.

## **BOARD RESPONSIBILITIES**

The job of the Board is to lead the organization toward the desired performance and assure that the desired performance occurs. The Board's specific contributions are unique to its trusteeship role and are necessary for proper governance and management. To perform its duties, the Board shall provide:

### **Vision, Planning and Evaluation**

- Determine the mission, values, strategies and major goals/outcomes and hold the Executive Director accountable for developing a staff strategic plan based on these policies
- Monitor the performance of the organization relative to the achievement of the goals/outcomes within the executive parameters
- Facilitate strategic planning
- Ensure adequate community needs assessment
- Identify service priorities
- Ensure organizational evaluation and service evaluation

### **Financial Management and Fundraising**

- Ensure financial solvency and integrity through policies and behavior
- Require periodic financial and other external audits to ensure compliance with the law and best practices
- Approve the annual operating budget
- Review financial statements
- Ensure that any restrictions on the use of funds are met

### **Human Resources**

- Select, fairly compensate, nurture and evaluate annually, an Executive Director who functions as the Board's sole agent
- Establish HR policy for staff and volunteers
- Ensure recruitment, selection, orientation and training of Board Members

### **Advocacy and Community Relations**

- Ensure Ride Solution and its services are well publicized
- Project an effective and positive image of Ride Solution
- Maintain an on-going relationship with funding partners
- Interpret and support Board decisions in the community
- Engage in co-operative action with other local organizations that have similar objectives

### **Organizational Operations (including Board Self-Governance)**

- Ensure that legal requirements are met
- Establish the policies and organizational structure for the organization
- Ensure that the organization meets operational standards (e.g.: fire, health, safety)
- Ensure that an effective Board structure is in place
- Review, revise and recommend action on the Articles of Incorporation and By-laws
- Act in accordance with the Articles of Incorporation and By-laws.

## **BOARD ROLES AND COMMITTEES**

The By-Laws of Ride Solution defines the specific roles of each Board Member including the Officers and how elections for those positions will be conducted. This policy is not meant to replace the By-Laws, but to supplement them. Where there is any conflict between a policy and the By-laws, the By-laws shall prevail.

### **BOARD PRESIDENT**

The role of the Board President is primarily to maintain the integrity of the Board's processes. The President manages the Board. The President is the only Board Member authorized to speak for the Board, other than in rare and specifically Board-authorized instances.

The President ensures that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.

The authority of the President consists only in making decisions on behalf of the Board that fall within, and are consistent with, any reasonable interpretation of Board policies within this SPM. The President has no authority to make decisions beyond policies created by the Board. Therefore, the President has no authority to supervise or direct the Executive Director, but is expected to maintain close communication, offer advice, and provide encouragement to the Executive Director and staff on behalf of the Board.

### **BOARD AND EXECUTIVE DIRECTOR RELATIONSHIP**

The Board's duties are generally confined to establishing broad policies, goals, and objectives. Implementation and subsidiary policy development is delegated to the Executive Director. All authority and accountability of staff, as far as the Board is concerned, is considered to be the authority and accountability of the Executive Director.

The Board may change its policies during any meeting, thereby shifting the boundary between Board and Executive Director. Consequently, the Board may change the latitude of choice given to the Executive Director, but so long as any particular delegation is in place, the Board and its Members will respect and support the Executive Director choices. This does not prevent the Board from obtaining information in the delegated areas.

Except when a person or committee has been authorized by the Board to incur expenses to study of an issue, no Board Member, Officer or committee has authority over the Executive Director. Information may be requested by these individuals or groups, but if such request, in the Executive Director's judgment, requires a material amount of staff time or funds or is disruptive, it may be refused.

### **MONITORING EXECUTIVE PERFORMANCE**

The Governance Committee, after seeking input from all Board Members, shall formally evaluate the Executive Director annually, based on achievement of organizational goals and any other specific performance goals the Board and Executive Director have mutually agreed upon in advance. The Governance Committee's overall evaluation shall be presented to the Board annually. The Governance Committee shall also recommend the Executive Director's compensation and present it to the Board for its review and approval.

During this process, the Executive Director and the Board will agree on any specific, personal performance goals for the year ahead. These goals, along with the achievement of organizational goals will be the primary basis for determining the Executive Director's performance for the year.

## **BOARD COMMITTEES**

Committees help the Board be effective and efficient. They speak "to the Board" and not "for the Board." Unless authorized by the Board, a committee may not exercise authority that is reserved to the Board by the By-laws. Committees are not created to advise or exercise authority over staff. Once the Board creates committees, the President shall recommend committee chairs and committee members for the Board's approval. The Board President and the Executive Director are ex officio members of all committees.

### **Finance and Audit Committee**

The Finance and Audit Committee shall develop and recommend to the Board those financial principles, plans, and courses of action that provide for mission accomplishment and organizational financial wellbeing. Consistent with this responsibility, it shall review the annual budget and submit it to the Board for its approval. The committee shall make recommendations with regard to the level and terms of indebtedness, cash management, investment policy, financial monitoring and reports, employee benefit plans, signatory authority for expenditures, and other policies the committee determines are advisable for effective financial management.

This committee shall also oversee the organization's internal accounting controls; select the external auditors; review the external auditors' annual audit plan; and review the annual report, management letter, and the results of the external audit.

### **Governance Committee**

This committee shall recommend policies to the Board pertaining to governance issues and processes including the orientation and training of new Board Members, the evaluation and improvement of the contribution of individual Board Members and Officers, and the recommendation of By-law changes. The committee will also develop a roster of potential Board Members based on the Board profile and nominate new Board Members.

### **Advisory Groups, Councils, and Task Forces.**

The Board supports the use of groups, councils, and task forces of qualified advisers to assist it in carrying out its mission. Although either the Board President or Executive Director may form a task force, he or she shall notify the Board of its formation, purpose and membership within ten (10) days of its formation. The Executive Director may assign a senior staff member to serve the councils and task forces in a staff capacity.

#### *Putnam County Local Coordinating Board*

Ride Solution has established one advisory group named the Putnam County Local Coordinating Board. This group is mandated by Florida Statutes, Chapter 427.0157. The purpose of the Putnam County Local Coordinating Board is to develop a list of local service needs and to provide information, advice and direction to Ride Solution on the coordination of services to be provided to the transportation disadvantaged. The Florida Commission for the Transportation Disadvantaged, by rule, establishes the membership of coordinating boards.

## **CONFLICT OF INTEREST**

### **STATEMENT OF POLICY**

The purpose of this Board conflict of interest policy is to protect Ride Solution's interests when it is contemplating entering into a transaction or arrangement that might have a real or perceived benefit to the private interests, financial, professional, or political gain of an Officer or Director. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest.

### **GUIDELINE SECTION**

Ride Solution is the recipient ("Recipient") of federal and state funding which imposes specific regulations on the agency, staff members, and Board. The Code of Federal Regulations, 49 CFR part 18, establishes, for the Department of Transportation, the government-wide requirement that state and local government grant recipients must have written standards of conduct governing the performance of its employees and Officers engaged in the award and administration of contracts.

As an ethics requirement, Section 3(a) of the FTA Master Agreement requires the written standards of conduct to encompass both personal and organizational conflicts of interest and defines them as follows:

1. **Personal Conflicts of Interest.** The Recipient's code or standards of conduct shall prohibit the Recipient's employees, officers, board members, or agents from participating in the selection, award, or administration of a third-party contract or sub-agreement supported by Federal funds if a real or apparent conflict of interest would be involved. Such a conflict would arise when any of the following parties has a financial or other interest in the entity selected for award: (a) an employee, officer, board member, or agent; (b) any member of his or her immediate family; (c) his or her partner; or (d) an organization that employs, or intends to employ, any of the above.
2. **Organizational Conflicts of Interest.** The Recipient's code or standards of conduct must include procedures for identifying and preventing real and apparent organizational conflicts of interest. An organizational conflict of interest exists when the nature of the work to be performed under a proposed third-party contract or sub-agreement may, without some restrictions on future activities, result in an unfair competitive advantage to the third party contractor or sub-recipient or impair its objectivity in performing the contract work.

### **POLICY AND PRACTICES**

1. Full disclosure, by notice in writing, shall be made by the interested parties to the full Board in all conflicts of interest, including but not limited to the following:
  - a. Board Member's relationship to another Board Member or staff member by blood, marriage or domestic partnership.
  - b. Staff member in a supervisory capacity of another staff member whom she/he is related.

- c. Board or key staff member stands to benefit from an Agency transaction for any subcontract, goods, or services other than as part of her/his regular job responsibilities or as reimbursement for expenses incurred as provided in the By-laws and Board policy.
  - d. Board Member's organization receives grant funding from the Agency.
  - e. Board or staff member is a member of the governing body of a contributor to the Agency.
2. Following full disclosure of a possible conflict of interest or any condition listed above, the Board shall determine whether a conflict of interest exists and if so, the Board shall vote to authorize or reject the transaction or take any other action deemed necessary to address the conflict and protect the Agency's best interests. Both votes shall be by a majority vote without counting the vote of any interested Director, even if the disinterested Directors are less than a quorum, provided that at least one consenting Director is disinterested.
  3. A Board Member or committee member who is formally considering employment with the Agency must take a temporary leave of absence until the position is filled. Such a leave will be taken within the Board Member's elected term, which will not be extended because of the leave. A Board Member or committee member who is formally considering employment with the Agency must submit a written request for a temporary leave of absence to the Secretary of the Board, c/o the Agency's office, indicating the time period of the leave. The Secretary of the Board will inform the President of the Board of such a request. The President will bring the request to the Board for action. The request and any action taken shall be reflected in the official minutes of the Agency.
  4. An interested Board Member, Officer, or key staff member shall not participate in any discussion or debate of the Board, or of any committee or subcommittee thereof, in which the subject of discussion is a contract, transaction, or situation in which there may be a perceived or actual conflict of interest. However, they may be present to provide clarifying information in such a discussion or debate unless objected to by any present Board or committee member.
  5. Anyone in a position to make decisions about spending the Agency's resources (i.e. purchases contracts) – who also stands to benefit from that decision – has a duty to disclose that conflict as soon as it arises (or becomes apparent). S/he should not participate in any final decisions.
  6. A copy of this policy shall be given to all Board and key staff members or other key stakeholders upon commencement of such person's relationship with the Agency or at the official adoption of stated policy. Each Board and key staff member shall sign and date the policy at the beginning of her/his term of service or employment. Failure to sign does not nullify the policy.
  7. This policy and disclosure form must be filed annually by all specified parties.

#### **RECORD KEEPING – FILE RETENTION**

Records pertaining to disclosure reports and subsequent Board determinations will be disclosed as part of the Board Meeting minutes and will be retained as permanent records.

Attachment: Conflict of Interest Statement.

## DIRECTOR AND OFFICER ANNUAL CONFLICT OF INTEREST STATEMENT

This form must be filed annually by all specified parties, as identified in the Conflict of Interest Policy Statement (ratified by Ride Solution’s Board of Directors on April 5, 2017).

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

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

I affirm the following:

- I have received a copy of the Ride Solution Conflict of Interest Policy.
- I have read and understand the policy.
- I agree to comply with the policy.

Disclosures:

Do you have a conflict of interest (current or potential), including a compensation arrangement, as defined in the Conflict of Interest policy? Yes No

If yes, has the conflict been disclosed, as provided in the Conflict of Interest policy? \_\_\_\_\_

If yes, please describe any current or potential conflict of interest: \_\_\_\_\_

---

---

---

The undersigned, by their affixed signature, note their understanding of the implications of this policy.

\_\_\_\_\_  
Signature Date

## **CODE OF ETHICS FOR BOARD MEMBERS**

### **STATEMENT OF POLICY**

The Board expects of itself and its Members ethical and businesslike conduct. Board Members must remain free of conflicts in their role and duties toward Ride Solution. This duty to Ride Solution supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other boards or staffs.

Board Members must avoid any conflict of interest with respect to their fiduciary responsibility. There must be no self-dealing or any conduct of private business or personal services between any Board Member and the organization except as procedurally controlled to assure openness, competitive opportunity, and equal access to "inside" information.

Board Members will make no judgments of the Executive Director or staff performance except as the performance of the Executive Director is assessed against explicit Board policies and agreed upon performance objectives.

### **GUIDELINE**

Members of the Board of Ride Solution are committed to observing and promoting the highest standards of ethical conduct in the performance of their responsibilities. Board Members pledge to accept this Code of Ethics as a minimum guideline for ethical conduct and shall:

#### **Accountability**

1. Faithfully abide by the Articles of Incorporation, By-laws and policies of Ride Solution.
2. Exercise reasonable care, good faith and due diligence in organizational affairs.
3. Fully disclose, at the earliest opportunity, information that may result in a perceived or actual conflict of interest.
4. Fully disclose, at the earliest opportunity, information of fact that would have significance in Board decision-making.
5. Remain accountable for prudent fiscal management to the board, the organization, and to government and funding bodies.

#### **Professional Excellence**

6. Maintain a professional level of courtesy, respect, and objectivity in all of Ride Solutions activities.
7. Strive to uphold those practices and assist other Members of the Board of Ride Solution in upholding the highest standards of conduct.

#### **Personal Gain**

8. Exercise the powers invested for the good of all Members of the organization rather than for his or her personal benefit, or that of any other organization they represent.

### **Equal Opportunity**

9. Ensure the right of all clients to appropriate and effective services without discrimination based on geography, political, religious, or socio-economical characteristics of the state or region represented.
10. Ensure the right of all clients to appropriate and effective services without discrimination based on the organization's staff make-up in respect to gender, sexual orientation, national origin, race, religion, age, political affiliation or disability, in accordance with all applicable legal and regulatory requirements.

### **Confidential Information**

11. Respect the confidentiality of sensitive information known due to Board service.

### **Collaboration and Cooperation**

12. Respect the diversity of opinions as expressed or acted upon by Ride Solution's Board, committees and Members, and formally register dissent as appropriate.
13. Promote collaboration, cooperation, and partnership between the Board and staff of Ride Solution as well as governmental agencies, funding and community partners and the organizations clients.

### **RECORD KEEPING – FILE RETENTION**

Changes to the Code of Ethics will be included in Board Reports and minutes and as such will remain as permanent records.

## GOVERNANCE

### STATEMENT OF POLICY

Governance plays a central role in setting policy and providing oversight. It is increasingly vital for Board Members to understand their role and the importance of their contributions to successfully accomplishing Ride Solution's mission.

### POSITION

Passionate, competent, committed and informed Board Members are essential to guiding Ride Solution in the provision of quality services and supports. Effective Board involvement includes:

- **Board Management** – Board Management is the process of building an effective Board and educating Board Members about their governance role. Effective Board Management will help Board Members grow and develop together. Board Management is critical in helping Members to understand their responsibilities, recruiting and retaining Members, and developing Executive Director selection criteria.
- **Communications** – Communications in governance can range from the development of Board and staff relationships to the facilitation of Board Meetings. Communication in governance is important in order to ensure a common understanding for individuals at all levels of the organization.
- **Financial Management** – Financial Management is the process through which short and long-term financial goals are addressed. Financial Management can also help Board Members in the decision-making process when analyzing audits and reviewing budgets.
- **Legal Considerations** – Legal Considerations are issues the Board should remember in the decision-making process. Important things to keep in mind are IRS regulations, federal and state compliance, avoiding lawsuits, and the intricacies of operating a nonprofit.
- **Planning** – Planning requires continuous analyzing of information, decision making and formulating plans of action for the future. Governance Planning includes preparing a strategic plan, succession plan, and formulating and revising a business plan.
- **Policies** – Policies are guiding principles designed to influence decisions and actions. Policies are intended to help the Board govern within a set of agreed-upon standard guidelines. Governance Policies will help keep a system of checks and balances in place and help Board Members hold each other accountable. Policies should not be confused with procedures which are the “how to do’s”.
- **Principles** – Principles are the standards that describe how Board Members should approach their positions. The mission, vision, values, and goals of the organization should be at the forefront of the decision-making process. When allocating money, approving programs, and making recommendations Board Members should always take into account what is best for the organization.

## **BOARD RECRUITMENT AND COMPOSITION**

### **STATEMENT OF POLICY**

A year-round recruitment strategy will ensure that skilled Directors committed to the organization represent the Board.

### **POSITION**

An investment in both time and resources is essential to recruit skilled and knowledgeable Members to the Board.

- **Governance Committee** – Appointed by the Board, the Governance Committee takes the lead with ongoing recruitment strategy. The committee is familiar with the Board's recruitment policies as outlined in the By-laws and applies this knowledge to fill current and future vacancies on the Board.
- **Board Vacancies** – Board Member appointments will be staggered to assure that experienced Board Members are in place while recruiting and appointing new Directors. This will assure continuity from term to term.
- **Board Composition** – The Governance Committee will assess the Board's qualities and skills set. Members of the committee will analyze the organization's short and long-term strategies and measure their findings against the current composition of the Board. This process will identify strategic areas to focus Board recruitment. The Board will be composed of 5-8 active Members.
- **Prospective Candidates** – It is equally important to have a succession plan for both the replacement of Board Members and the Executive Director. The Governance Committee will continually focus on the recruitment of new Board Members.
- **New Board Members** – New Board Members are appointed by the Board and will serve a three-year term.
- **Board Agreement** – All new Board Members will be provided with a Board Agreement, which is a document that sets forth Board Member expectations. New Board Members will sign and return the agreement to the Governance Committee.

## **BOARD ORIENTATION AND TRAINING**

### **STATEMENT OF POLICY**

The skills and knowledge of Board Members are critical to the success of the organization. Comprehensive orientation and training of Board Members is essential to ensure that Board functions effectively and fulfills its mandate. Prior to election, each Board nominee shall be given this SPM along with adequate briefings on the role of the Board, Officers and staff, and an overview of programs, plans and finances. Soon after election, each new Board Member will be given a comprehensive orientation including additional materials and training.

### **DEFINITIONS**

Orientation can be described as the provision of background information that is required by an individual in order to assume new responsibilities. Orientation activities introduce new Board Members to Ride Solution, familiarize them with community characteristics, and provide information about programs and services.

Training focuses on the acquisition of basic knowledge and development of skills that enhance participation and leadership.

### **BOARD RECRUITMENT AND ORIENTATION**

All candidates interested in Board positions will be provided with position descriptions and introductory information about Ride Solution. The approximate time commitment required for Board participation (including orientation and training, Board and committee meetings and special events) will be communicated during the recruitment process.

New Board Members will participate in a thorough orientation to their position within a three-month period of becoming a Board Member.

All Board Members will be asked to sign a form indicated that they have read and understood key policies and documents before they commence their duties. This shall include the policy on Conflict of Interest.

### **BOARD TRAINING**

The Board will ensure that the Board's training needs are assessed on an annual basis and that a plan is developed that takes into account the needs of new and more experienced Board Members.

Sufficient resources will be allocated for Board training and development to ensure that Board Members understand the role and functions of the Board and that they are properly trained and supported to perform their tasks as outlined in their position descriptions.

### **SUPPLEMENTARY TRAINING AND DEVELOPMENT**

Ride Solution, Inc. may, at its discretion, offer Board Members the opportunity to attend external conferences, workshops or courses that are related to their Board Responsibilities. A Board Member desiring to attend such an event or program shall submit a request to attend such training.

## **SUCCESSION—EXECUTIVE DIRECTOR**

### **STATEMENT OF POLICY**

Competent executive leadership is critical for maintaining the health of Ride Solution.

### **POSITION**

For an efficient transition to occur, careful transition planning and mechanisms to support transitions are needed. The following concepts will be used to structure a succession plan.

- **Prepare** – To successfully exploit the rich opportunities that a transition provides, the Board will invest time to prepare for the search and transition. The Board will be charged with the responsibility of ensuring that 1.) the organization is stable enough to make a good hire; 2.) the organization’s mission, goals and objectives are clearly understood; 3.) the current and future leadership needs of the organization have been fully explored; and, 4.) that all pertinent information related to the organization is captured in an updated job profile and solid plan for the search and transition.
- **Pivot** – The Board should focus on legacy or “transition” issues that, if left unattended, might blunt the effectiveness of the new Executive Director. Identifying these issues and setting corrective action into motion before the new Executive Director comes on board will help lay the groundwork for the Executive Director and Ride Solution to thrive.
- **Thrive** – Simple actions in the post hire phase can have a dramatic impact on the success of the Executive Director and help flatten the Executive Director’s learning curve such as: 1.) providing a solid orientation and encouraging the executive to build key relationships early; 2.) ensuring that there is an agreed-on set of priorities for the first 12-18 months of the new Executive Director’s tenure; 3.) building a strong social contract between the Board and Executive Director with clarity about roles, responsibilities and expectations; and, 4.) establishing performance monitoring mechanisms and an evaluation plan that addresses both the Board’s performance as well as the Executive Director’s.
- **Transition Committee** – The Transition Committee will be appointed by the President and will consist of five (5) members, which could include no more than two (2) staff members. The committee will conduct an organizational review with the goal of ensuring that the transition team and Board understand and agree on the organization’s situation, strengths and assets, transition type, challenges and opportunities.
- **Institutional Memory** – The Transition Committee will include in its preparation, a collection of facts, concepts, experiences, and expertise held by seasoned staff and Members of the Board to share with the new Executive Director.
- **Relationship Building** – Board Members and staff will assist in relationship building, both institutional and personal, that are important to the performance success of the new Executive Director and Ride Solution.

## **EXECUTIVE COMPENSATION**

### **STATEMENT OF POLICY**

The Executive Director's compensation package is an important component of the Board's responsibility for managing the Executive Director. The compensation package shall be tied to the professional expectations of the Executive Director as well as the requirements and responsibilities outlined in the job description. The Governance Committee is a permanent committee of the Board and will recommend the Executive Director's compensation package in accordance with state and federal law.

### **GUIDELINE SECTION**

The Board retains the authority to hire, employ and compensate the Executive Director and has authorized the Governance Committee to recommend the Executive Director's compensation and to perform an evaluation of the Executive Director with input from all Board Members.

This committee will review compensation practices and programs of the Executive Director and will report its determinations to the Board. As part of this process the Governance Committee will:

- Establish and periodically review Ride Solution's executive compensation philosophy to ensure that the policy appropriately supports Ride Solution's purpose and mission and attracts and retains key executives at a reasonable cost that enhances the mission and purpose of the organization.
- Act on behalf of the Board in setting the Executive Director's compensation base salary level, bonuses, and other fringe benefits in relationship to performance evaluations.
- Assess the basis for which compensation is paid to the Executive Director including unique background, experience, years of service, personal skills, exceptional performance, additional duties and abilities, and challenges facing the organization that require the use of such attributes or skills.
- Obtain appropriate and comparable compensation market data, which may include data from the following: 1) Similarly situated organizations, both for-profit and tax-exempt, for functionally comparable positions, 2) the availability of similar specialties in the geographic area, and 3) independent compensation surveys.
- Document the basis for the reasonable compensation, including performance evaluations and market data.
- Keep abreast of new or revised IRS regulations regarding executive compensation and reporting.