

UWWC Policies
Current: 11-01-2021

<u>Review Entity</u>	<u>Policy Type</u>	<u>Policy Title (Sorted By)</u>	<u>Last Status:</u>	<u>Last Review Date:</u>	<u>Review Due Date</u>	<u>Monitor for Compliance Last Date:</u>	<u>Monitor for Compliance Due Date</u>	<u>Review Frequency</u>	<u>Board Approval Y/N?</u>
Board	Board Governance	Articles of Incorporation			June 11, 2017			3 Years	Yes
Board	Board Governance	Bylaws	Amended	June 26, 2014	October 28, 2021			3 Years	Yes
BAC	Board Governance	Board Development & Operations Policy	Revised	June 11, 2019	June 11, 2022			3 Years	Yes
BAC	Board Governance	Code of Ethics	Reviewed	May 8, 2018	May 8, 2021			3 Years	Yes
Executive	Board Governance	Delegation to CEO			March 29, 2021			3 Years	Yes
CIC	Board Governance	Diversity Statement	Reviewed	February 22, 2018	February 22, 2021			2 Years	Yes
Finance	Board Governance	Document Retention & Destruction Policy	Amended	December 19, 2013	December 19, 2016			3 Years	Yes
Finance	Board Governance	Gift Acceptance Policy	Revised	May 16, 2019	May 16, 2022			3 Years	Yes
Finance	Board Governance	Investment & Reserve Policy	Revised	February 21, 2017	February 21, 2020			3 Years	Yes
Executive	Board Governance	President-CEO Succession Policy			August 21, 2006			3 Years	Yes
Executive	Board Governance	Whistleblower Policy	Amended	April 23, 2015	April 23, 2018			3 Years	Yes

ARTICLES OF INCORPORATION
OF
United Way of Whatcom County

I, the undersigned, acting as the incorporator of a corporation under the provisions of the Washington Nonprofit Corporation Act (Chapter 24.03 of the Revised Code of Washington), hereby sign and verify the following Articles of Incorporation for such corporation.

Article I: Name

The name of the corporation shall be United Way of Whatcom County (referred to in these Articles as the "Corporation").

Article II: Duration

The Corporation shall have perpetual existence.

Article III: Registered Office and Agent

The address of the initial registered office of the Corporation shall be

1601 F Street
Bellingham, Washington 98225

The name of the initial registered agent of the Corporation at such address shall be

Karen Leigh Funston

Article IV: Purposes and Powers

4.1. Purposes. The purposes for which this Corporation is formed are exclusively charitable, scientific, or educational and consist of the following:

4.1.1 To provide an efficient, constructing and cooperative method of meeting the health, welfare, educational and recreational needs of the community; and

4.1.2. To promote public understanding of the voluntary agencies serving the community and to stimulate citizen participation in their programs; and

4.1.3 To conduct an annual federated or united or joint drive to secure adequate funds for the annual operating expenses of the participating community organizations in a manner that will serve the best interests of the community; and

4.1.4 To determine which services shall receive financial support through the annual united campaign and to what extent; and

4.1.5. To aid, support, and assist by gifts, contributions or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, scientific, or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

4.1.36. To do any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either directly or indirectly and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments, or agencies.

4.2. Powers. In general, and subject to such limitations and conditions as are or may be prescribed by law, or in the Corporation's Articles of Incorporation or Bylaws, the Corporation shall have all powers which now or hereafter are conferred by law upon a corporation organized for the purposes set forth above, or are necessary or incidental to the powers so conferred, or are conducive to the attainment of the Corporation's purposes.

Article V: Limitations

All of the purposes and powers of the Corporation shall be exercised exclusively for charitable, scientific, and educational purposes in such manner that the Corporation shall qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or any successor provision, and that contributions to the Corporation shall be deductible under Section 170(c)(2) of the Code or any successor provision.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise permitted to an organization described in Section 501(c)(3) of the Code or any successor provision. The Corporation shall not participate in, or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office, including the publishing or distribution of statements.

Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal and state income taxes under Section 501(c)(3) of the Code or any successor provision, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or any successor provision.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable, to its directors, officers, or other private persons, except that the Corporation is authorized or empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

Article VI: Directors

The management of this Corporation shall be vested in a Board of Directors. The number of directors, and the method of selecting directors, shall be fixed by the Bylaws of this Corporation; provided, that the initial directors shall be five (5) in number and their names and addresses are:

<u>Name</u>	<u>Address</u>
1. Marilyn Brink	North Coast Credit Union, 1100 Dupont Street, Bellingham, WA 98225
2. Eileen Coughlin	Western WA University, Old Main 445, Bellingham, WA 98225
3. Scott Corzine	Puget Sound Energy, 1329 State Street, Bellingham, WA 98225
4. Peggy Nelson	Banner Bank, 1600 Cornwall Avenue, Bellingham, WA 98225
5. Peggy Onustack	US Bank, 121 W. Holly Street, Bellingham, WA 98225

The powers and duties, number, qualifications, terms of office, manner of election, time and criteria for removal of directors shall be as set forth in the Bylaws of the Corporation.

Article VII: Director Liability Limitations

A director shall have no liability to the Corporation for monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct by the director, or a knowing violation of law by a director, where the director votes or assents to a distribution which is unlawful or violates the requirements of these articles of incorporation, or for any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled.

Article VIII: Indemnification

8.1. Right to Indemnification. Each person who was, or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the Corporation or, while a director or officer, he or she is or was serving at the request of the Corporation as a director, trustee, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, trustee, officer, employee or agent or in any other capacity while serving as a director, trustee, officer, employee or agent, shall be indemnified (secured against loss) and held harmless by the

Corporation, to the full extent permitted by applicable law as then in effect, against all expense, liability and loss (including attorney's fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director, trustee, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that except as provided in Section 8.2 of this Article with respect to proceedings seeking solely to enforce rights to indemnification, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the board of directors of the Corporation. The right to indemnification conferred in this Section 8.1 shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section 8.1 or otherwise.

8.2. Right of Claimant to Bring Suit. If a claim for which indemnification is required under Section 8.1 of this Article is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be twenty (20) days, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. The claimant shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the Corporation), and thereafter the Corporation shall have the burden of proof to overcome the presumption that the claimant is not so entitled. Neither the failure of the Corporation (including its board of directors, independent legal counsel or its members, if any) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses of the claimant is proper in the circumstances nor an actual determination by the Corporation (including its board of directors, independent legal counsel or its members, if any) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.

8.3. Nonexclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, vote of members, if any, or disinterested directors or otherwise.

8.4. Insurance, Contracts and Funding. The Corporation may maintain insurance at its expense to protect itself and any director, trustee, officer, employee or agent of the

Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such persons against such expense, liability or loss under the Washington Business Corporation Act (RCW 23B, et al.), as applied to nonprofit corporations. The Corporation may, without further membership action, enter into contracts with any director or officer of the Corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

8.5. Indemnification of Employees and Agents of the Corporation. The Corporation may, by action of its Board of Directors from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the Corporation with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the Corporation or pursuant to rights granted pursuant to, or provided by, the Washington Business Corporation Act, as applied to nonprofit corporations, or otherwise.

Article IX: Distributions upon Dissolution

Upon any dissolution of this Corporation under provisions of the laws of the State of Washington for nonprofit corporations, all of its assets remaining after payment of creditors shall be distributed to one or more organizations selected by the Board of Directors which are qualified as exempt from taxation under the provisions of Sections 501(a) and 501(c)(3) of the Code, or any successor statutes, and which further the purposes set forth in Article III. In no event shall any of the Corporation's assets be distributed to the officers, directors, or members of the Corporation.

Article X: Bylaws

Bylaws of the Corporation may be adopted by the Board of Directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles. The authority to make, alter, amend or repeal bylaws is vested in the board of directors and may be exercised at any regular or special meeting of the board of directors.

Article XI: Amendments

This Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation by the affirmative vote of sixty percent (60%) of the directors present at a meeting of the Board of Directors.

Article X: Incorporator

The name and address of the incorporator of the Corporation is as follows:

Peter K. Theisen

1511 Cornwall Ave, Bellingham WA 98225

IN WITNESS WHEREOF, the undersigned has signed these Articles of
Incorporation this 11 day of June, 2014,

A handwritten signature in black ink, appearing to be "W. J. [unclear]", written over a horizontal line.

CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, Karen Leigh Funston, hereby consent to serve as registered agent, in the State of Washington, for the following Corporation: United Way of Whatcom County. I understand that as agent for the Corporation, it will be my responsibility to accept service of process in the name of the Corporation; to forward all mail and license renewals to the appropriate officer(s) of the Corporation; and to immediately notify the Office of the Secretary of State of my resignation or of any changes in the address of the registered office of the Corporation for which I am agent.

DATED this _____ day of _____ 20__.

Karen Leigh Funston
1601 F Street
Bellingham, WA 98225

Policy Type: Board Governance | Foundational Documents
Policy Title: Bylaws
Originally Adopted: September 10, 1985
Last Amended: October 28, 2021

- Section I. Name
The name of this corporation shall be United Way of Whatcom County and its duration shall be perpetual.
- Section II. Principal Office
The area to be served by this corporation shall be Whatcom County. The principal office of the corporation shall be designated by the Board of Directors.
- Section III. Board of Directors
- 1) The affairs of this corporation shall be under the control of a Board of Directors consisting of at least 5 (five) members, and no more than 20 (twenty), all of whom shall be volunteers and neither paid personnel of this corporation nor of any organization receiving financial support from this corporation.
 - 2) The Board of Directors shall elect new directors for overlapping, staggered three-year terms. No person may serve more than two consecutive three-year terms. After an absence for the Board of Directors for one year a person again may be re-elected to the Board.
 - 3) Meetings of the Board of Directors shall be held at least ten (10) times a year at a designated time and place at the call of the Board Chair, or, if the Board Chair is absent or unable or refuses to act, by any officer, or by five (5) directors.
 - 4) Notice of meetings of the Board of Directors shall be served upon each member not less than five (5) days before the meeting by notice delivered to each director electronically after receiving their consent in the form of a record, to receive electronically transmitted notices as described in more detail in Section V (7).
 - 5) A quorum for any meeting of the Board of Directors shall consist of a majority of the current Board members. Action by a majority of the directors present at any duly called meeting shall be the action of the Board of Directors.
 - 6) Whistleblower Protection will be afforded all directors, and retaliation against a Whistleblower will not be tolerated by any director of the agency.
 - 7) Notice to directors in an electronic transmission that otherwise complies with the requirements of these Bylaws is effective only with respect to directors who have consented, in the form of a record, to receive electronically transmitted notices under this section. A director who provides consent, in the form of a record, to receipt of electronically transmitted notices shall designate in the consent the message format accessible to the recipient, and the address, location, or system to which these notices may be electronically transmitted. A director who has consented to receipt of

electronically transmitted notices may revoke the consent by delivering a revocation to the corporation in the form of a record.

The consent of any director is revoked if the corporation is unable to electronically transmit two consecutive notices given by the corporation in accordance with the consent, and this inability becomes known to the secretary of the corporation or other person responsible for giving the notice. The inadvertent failure by the corporation to treat this inability as a revocation does not invalidate any meeting or other action.

Section IV. Officers

- 1) The officers of this corporation, who shall be elected by the Board of Directors, shall be Board Chair, a Vice Chair, a Secretary-Treasurer, and such other officers as the Board of Directors may from time to time elect, all of whom shall be members of the Board of Directors. All officers shall hold office for one year and until their successors are elected.
- 2) The Board Chair or in the Board Chair's absence, a Vice Chair, shall preside at all meetings of members and of the Board of Directors and shall perform the duties usually devolving upon a presiding officer. The Board Chair shall be an ex officio member of all committees.
- 3) The Secretary-Treasurer shall attend all meetings of the Board of Directors and all annual or special meetings of members and shall act as or designate a clerk of each meeting, recording all votes and the minutes of all proceedings in a book or file to be kept for that purpose. The Secretary-Treasurer shall assure custody of all funds, securities, and other property of the corporation and shall keep or have kept regular books of account. The funds of the corporation shall be deposited in such depositories as may be designated from time to time by the Board of Directors. The Secretary-Treasurer shall perform all financial duties incident to the office or that are required by the Board of Directors and shall insure United Way is adequately insured for crime coverage and other such coverage as needed for Directors and Officers liability for the faithful performance of duties and in full compliance of all reporting requirements including IRS and state annual filings.

Section V. Vacancies

- 1) Vacancies on the Board of Directors, whether caused by failure to elect, resignation, death, or otherwise, may be filled by the remaining directors at any regular or special meeting.
- 2) Vacancies in any office of the corporation, whether caused by failure to elect, death, resignation, or otherwise, may be filled by the Board of Directors at any regular or special meeting.

Section VI. Committees

- 1) There shall be an Executive Committee consisting of the three (3) principal officers of the corporation together with such additional members from the Board of Directors not to exceed ten (10), as may be appointed by the Board Chair from time to time and ratified by the Board. The Executive Committee shall have supervision and control over the affairs of the corporation and supervise the President/CEO, subject to the direction of the Board of Directors. The Executive Committee will make nominations for the election of directors at any regular or special meeting. The Board Chair shall

serve as Chair of the Executive Committee and five members, or a majority of the committee shall constitute a quorum. The Executive Committee shall keep regular minutes of its proceedings and report same to the Board of Directors for ratification.

- 2) The Board Chair shall appoint a Board Advancement Champion who shall be responsible for the specific goals and deliverables detailed for the position in the Committee Charters. The Board Advancement Champion will report to the Executive Committee at the request of the Board Chair or as needed. The Board Advancement Champion will convene an ad-hoc committee to nominate persons to serve as officers and shall report these to the Board of Directors for election at the meeting prior to the expiration of current officer terms of service.
- 3) The Board Chair shall appoint a Fund Development Champion who shall be responsible for the specific goals and deliverables detailed for the position in the Committee Charters. The Fund Development Champion will report to the Community Impact Committee as needed.
- 4) The Board Chair shall from time to time appoint such standing or special committees as are authorized by the Board of Directors. All acts of such committees shall be subject to approval of the Board of Directors.
- 5) No such committee shall have the authority of the Board of Directors in reference to:
 - (a) Amending, altering or repealing the Bylaws;
 - (b) Electing, appointing, or removing any member of any such committee or any Director or Officer of the Corporation;
 - (c) Amending the Articles of Incorporation;
 - (d) Authorizing the sale, lease, exchange or mortgage, of all or substantially all of the property and assets of the Corporation;
 - (e) Authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; or
 - (f) Amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee.

The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon it or him or her by law. Any decision of any committee may be appealed to the Board of Directors by any Member affected by a decision of such committee.

Section VII. Checks

All checks, or demands for money and notes of this corporation, shall be signed by such officer or officers as the Board of Directors from time to time designate.

Section VIII. Fiscal Year
The fiscal year of the corporation shall be as determined by the Board of Directors.

Section IX. Employees
This corporation shall have a President/CEO and such other employees and agents as shall be determined from time to time by the Board of Directors.

The President/CEO shall serve at the pleasure of the Board of Directors. The employment, termination, supervision, and performance of all other employees shall be the responsibility of the President/CEO.

Section X. Non-Discrimination
The members, officers, directors, committee members, employees and persons served by this corporation shall be selected entirely on a non-discriminatory basis with respect to race, color, gender, disability, sexual orientation, age, national origin or religion or any other class protected under state or federal law.

Section XI. Amendments
1) The Board of Directors shall have the power to make, alter, amend, or repeal the By-Laws of this corporation by a vote, consistent with By-law requirements, of the Board at any regular or special meeting thereof where notice of such proposed action has been announced in the notice of such meeting.

Policy Type: Board Governance | Board Performance
Policy Title: Board Development and Operations Policy
Originally Adopted: October 25, 2001
Last Amended: June 25, 2020

Purpose of Board of Directors

As stated in the By-laws, Article V, the affairs of this corporation shall be under the control of a Board of Directors. As such, the Board of Directors is responsible for setting the mission and purpose of United Way, ensuring programs operate in support of the mission and purpose, guaranteeing sound fiscal and resource management, attracting funding resources, assuring professional staff leadership and strengthening the operations of the Board itself.

Ultimately, the Board of Directors is responsible for:

- The mission of United Way of Whatcom County.
- Identifying United Way's customer and determining what United Way customers value.
- Determining the results we expect from our work.
- Developing a strategic plan to get these results.
- Evaluating results and then revising the strategic plan as needed.

As a consequence of these responsibilities the Board will:

- Develop policies consistent with our mission and purposes.
- Hire a President/CEO to manage the organization according to policies and plans.
- Evaluate the performance of the President/CEO's goals and objectives on an annual basis.
- Review and revise policy as plan results are evaluated.

The Board is a governing body and as such sets policy. This is in contrast to the President/CEO who manages United Way on a day-to-day basis with the support of staff and volunteers.

Board Member Role, Responsibilities and Expectations

Highly functioning Board members lead to a highly functioning organization that meets its mission and provides great value to the community. The recruitment, orientation and performance of Board members is optimized when there is a clear set of Board member expectations. Expectations should delineate the expected roles and responsibilities of United Way Board members. Therefore, United Way of Whatcom County expects all Board members to actively support its work through:

- A strong commitment to United Way mission and values
- Consistent attendance and participation at orientation, board meetings, committee meetings, United Way functions and other events in support of United Way's mission.
- Participation as a volunteer in at least one of United Way's programs (Campaign, Fund Distribution, Venture Grants, etc.).
- Participation in at least one committee.
- Financial support to United Way, preferably at the Leadership Giving level.
- Avoidance of conflict of interest and adherence to United Way's Ethics Policy.

Officers of the Board of Directors

Board Chair

Presides at all meetings of the Board of Directors and Executive Committee. Serves as an ex-officio member of all committees. Serves as the primary public volunteer representative of United Way of Whatcom County. Appoints Board committee chairs.

Secretary-Treasurer

Reviews and monitors financial statements and financial policies on an ongoing basis on behalf of the Board of Directors. Makes regular financial reports to the Board and the Executive Committee. Chairs Finance Committee. The Secretary-Treasurer shall also attend all meetings of the Board of Directors and all annual or special meetings of members and shall act as or designate a clerk of each meeting, recording all votes and the minutes of all proceedings in a book or file to be kept for that purpose.

Committees

All Board committees will focus on policy issues and will be chaired by a Board member. The committees will develop, monitor, recommend and/or modify policy and by these actions delegate authority to working groups, volunteers and/or staff. The Board committees may change according to the needs of United Way's mission. Committee chairs will be appointed by the Board Chair.

Executive Committee

Acts on behalf of the Board of Directors between meetings and on emergent issues, subject to established policies and plans. Provides direct support to President. Chaired by Board Chair. Primary membership includes the elected officers and committee chairs. The Board Chair, at their discretion, may include other Board members as long as membership does not exceed ten. Oversees annual evaluation of the President/CEO. Supervises committee structure and participation assignments.

Board Advancement Committee

This committee recommends policies related to the operations of the Board. These policies may relate to Board membership criteria, nominating new members, terms of service, job descriptions, committee assignments, orientation and training, cultivation of prospective members, meeting quality and effectiveness, committee structure, delegation of authority, evaluation and assessment of the Board and members and other such items in support of a highly functioning Board. This committee also nominates new Board members and new Board officers.

Community Impact

This committee oversees the grant process and recommends grant awards to the Board. This committee also oversees strategies for community investment.

Finance

This committee, chaired by the Secretary-Treasurer, recommends policies to the Board related to United Way finances/investments and will monitor, on at least a quarterly basis, the finances and the financial policies of United Way of Whatcom County.

Funds Development

This committee oversees the development of an annual plan for increasing financial support for the organization, and facilitates board engagement in its implementation. The committee analyzes current and prospective funding sources and identifies opportunities to increase financial support for the organization.

Ad Hoc and Ad Hoc Working Group

The Board may, at its discretion, appoint an Ad Hoc Committee, chaired by a Board member appointed by the Board Chair, to develop, review and/or revise a policy or to examine an issue of importance to the mission of United Way. The committee will have a charge, related to a policy issue, and will report back to the Board with a recommendation for action. Ad Hoc Working Groups may be chaired by a non-Board member to take on a project not related to policy (i.e. events, summit, etc.)

Board Makeup

The Board of Directors will include a diverse group of members who broadly represent United Way donors and who are committed to the United Way mission and values. They are to be people of wisdom, influence and integrity. Care should be given to find members who have a strong commitment to addressing the issues facing our community, bring value to the Board (in time, talent and/or expertise) and who can help United Way achieve its mission. Members should generally be recruited, as outlined in the Board Recruitment Procedures, based upon some or all of the following characteristics:

- CEOs, Senior Managers or Union Leaders of major United Way donating companies.
- Significant personal donors, preferably at the Leadership giving level.
- Members, who in aggregate, reflect the diversity of our community.
- Participation with other community organizations including Partner Agencies.
- Experts in their field (law, accounting, etc.).
- Experts in United Way's chosen focus area and mission.
- Geographic representation from throughout the county.

Board Meeting Agendas

Executive Committee will establish an agenda that will include relevant topics as well as a consent agenda.

- Consent Agenda - Handle routine, non-controversial issues quickly, including approval of minutes from previous meetings.
- Education - Provide continuing education in some aspect of United Way governance or operations, or in skills to enhance board members' leadership and contribution to United Way's mission and focus.
- Policy Issues - Discuss policy creation or revision in support of United Way's mission. Answer the question "What policy do we need to create or revise so we don't have to discuss this issue again?"
- Executive Session - Meet without staff to discuss relevant issues.

Board Member Recruitment

The Board Advancement Committee is responsible for identifying, recruiting and then nominating new Board members for election by the Board of Directors, or by members at the annual meeting. The committee also evaluates current Board members consistent with the provisions of this policy and nominates new Board officers.

Non-voting Board Members

This policy gives the Board of Directors the authority to create a category of service for honorary ex-officio non-voting Board members. Membership in this category will be upon the recommendation of the Board Advancement Committee and approval by the full Board. The purpose of having honorary ex-officio non-voting Board members is to include those on the Board who can be of service to United Way's mission but who are not able to meet the full requirements of Board membership.

Non-voting Committee Members

The Board of Directors may invite non-voting committee members to expand a committee's capacity in order to address issues and complete deliverables. These may be community volunteers; representatives of donor companies, educational institutes or other organizations involved in areas related to United Way's focus area; or other individuals with appropriate expertise.

Policy Type: Board Governance | Board Performance
Policy Title: Code of Ethics
Originally Adopted: October 17, 2002
Last Reviewed: May 8, 2018

United Way of Whatcom County is committed to the highest ethical standards. Trust is our greatest asset, and our success depends on the ethics and integrity of everyone affiliated with us. This Code of Ethics establishes guidelines to assist our volunteers and staff in making good decisions that are ethical and that advance the mission of our organization. We encourage and expect volunteers and staff to follow these directives and to ask questions or seek guidance as needed.

1. Personal and Professional Integrity

- Strive toward the highest standards of performance in your work for United Way.
- Communicate honestly and openly; avoid misrepresentation.
- Help to promote a working environment of honesty and trust, one in which minority opinions are valued.
- Show respect and fairness toward co-workers and everyone else you come into contact with in your work for United Way.

2. Accountability

- Promote and practice care in the stewardship of United Way resources.
- Comply with all laws and regulations affecting United Way.
- Help to maintain United Way's open door policy on inquiries about operations, policies and finances, while also observing discretion in protecting confidential information like donor identity, employment matters, etc. Seek guidance promptly when questions arise about either of these issues
- Have regular financial reviews by an external agent.

3. Solicitations and Voluntary Giving

- Run educational fund raising campaigns and promote voluntary giving in dealing with donors.
- Refrain from any use of coercion in fundraising activities.

4. Diversity, Equal Opportunity and Personnel Practices

- Value, champion and embrace diversity in all United Way activities.
- Recognize the distinct differences of individuals and organizations and capitalize on the strengths of each.
- Respect the work-related needs of others, and adhere to all United Way personnel policies and practices, particularly those which promote professional work relationships.

5. Conflicts of Interest

- Be mindful of the potential for an actual or apparent conflict of interest between United Way and any activity or organization in which you are involved outside of your work with United Way, and avoid any actual or apparent conflict. Involvement with any current or potential United Way

vendor, grantee or competing organization must be disclosed to United Way’s board of directors for approval or consideration of alternatives.

- Avoid any action or statement likely to influence United Way’s conduct in a way that would confer any financial benefit to yourself, your family or any organization in which you or those close to you are involved or have a financial interest.
- Disclose all actual or potential conflicts of interest to the Board of Directors and, for Board members, to any committee on which you serve.

6. Confidentiality

- Protect the confidentiality of all information you learn in your work with United Way which is confidential, privileged or non-public. If questions arise, consult United Way’s director or board of directors promptly.
- Appropriately dispose of any nonpublic information you may obtain through the course of working with United Way.

Volunteers and staff are encouraged to seek advice and guidance from the Board of Directors, its President and its Executive Committee on questions about any ethical issue including the interpretation or application of this Code. Any known or suspected breaches of this Code should be reported to the Board’s Executive Committee for a prompt and fair resolution.

I hereby disclose the following conflicts of Interest:

I hereby agree to abide with the Code of Ethics:

Printed Name

Date

Signature

Policy Type: Board Governance | Duty of Care

Policy Title: Delegation to President/CEO

Originally Proposed: March 23, 2018

Last Revised:

The President/CEO must not cause or allow any practice, activity, decision, or organizational circumstance that is unlawful, imprudent, or in violation of commonly accepted business and professional ethics and practices. In pursuance of these expectations, the President/CEO shall not fail to ensure that Operational Policies are established, maintained, and monitored for compliance.

Each year, the President/CEO shall submit to the Board a report that includes:

- a) An up-to-date copy of the Operational Policies (as listed below) affirming that these have been reviewed and updated as needed by management or outside professionals, as appropriate;
 - b) A written monitoring report that affirms the organization is in compliance with each of these policies; (and)
 - c) A plan for returning to compliance if organizational performance is out of compliance with any of the policies.
-

UWWC Operational Policies

Personnel Policies

- Personnel Policies and Practices
- Business Expense Reimbursement Policy
- Corporate Credit Card Policy

Financial Policies

- Finance and Operating Policies
- Cost Allocation Policy
- Investment Guidelines
- Donor Privacy Policy
- Donor Designation Policy

Fund Distribution Policies

- Emergency Financial Assistance Policies
- Agency relations policy
- Agency Admissions Policy
- Agency Application Form

Policy Type: Board Governance | Board Performance
Policy Title: Diversity Statement
Originally Adopted: October 17, 2002
Last Reviewed: February 22, 2018

United Way of Whatcom County supports diversity throughout our community. These policies reflect that support.

By-Laws – Article XII. Non-Discrimination

The members, officers, directors, committee members, employees and persons served by this corporation shall be selected entirely on a non-discriminatory basis with respect to race, color, gender, disability, sexual orientation, age, national origin, or religion.

Personnel Policies and Practices – Equal Opportunity Employer

United Way of Whatcom County is an equal opportunity employer. United Way endeavors to provide and maintain an employment environment based on individual initiative and achievement. We want all our employees to derive maximum satisfaction and pride from their association with United Way. United Way strongly supports the full realization of equal employment opportunity without regard to race, color, age, religion, gender, national origin, sexual orientation, disability, veteran status, or any other characteristic protected by law.

Non-Discrimination Policy for Grantee’s as Related to Funding from the Community Impact Fund

United Way of Whatcom County requires grantee’s to agree they will not discriminate in programs, services, staffing and/or volunteer areas on the basis of race, color, gender, disability, sexual orientation, age, national origin or religion. This policy will allow grantee’s to target specific populations for services. However, these services must be open to all people in the targeted populations.

Policy Type: Board Governance | Duty of Care
Policy Title: Document Retention and Destruction Policy
Originally Adopted: June 28, 2007
Last Amended: December 19, 2013

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PURPOSE

The Document Retention and Destruction Policy of the United Way of Whatcom County (“UWWC”) defines which company records must be retained for operational, legal, or historical purposes and the retention period for each type.

Adherence to the established retention schedule insures the following:

- Maintenance of fewer corporate records
- Meets accountability commitments
- Protection of vital records
- Reduction of maintenance and record storage costs
- Service improvement

The presence of this retention schedule also enhances the company’s legal position defining the retirement and destruction schedule associated with specific records.

All records (created, received, or maintained) by departments during their operations belong to UWWC and are retained and disposed of according to this policy.

Scope

This policy applies to all employees, volunteers, and subcontractors who conduct business on behalf of UWWC.

Exemptions and Exceptions

None

Definitions and Abbreviations

Records – information, regardless of form, made or received by an employee, volunteer, or subcontractor while transacting official business of United Way of Whatcom County.

POLICY

Policy – General

Company records of UWWC must be maintained according to the guidelines established in the *Records Retention Schedule* of this policy.

Records are maintained only for the recommended retention period; records no longer required for business or legal purpose must be discarded or destroyed in accordance with this policy.

All questions about the retention and destruction of specific records or departmental responsibility for maintaining certain type of records should be referred to the Finance Department.

Policy – Specific

1. Each department is responsible for maintaining its own records. Records may be maintained on-site or stored off-site at an appropriate facility.
2. The Finance Department and the Finance Committee of the Board of Directors (of UWWC) are responsible for establishing retention schedules for those records not listed on the *Record Retention Schedule*.
3. The Finance department or the President/CEO is responsible for the prompt disposal or destruction of all records upon expiration of the scheduled retention period, per the recommended disposal methods of this policy.
4. If two retention times conflict, select the longer retention time and contact the Finance Department or Finance Committee.

Electronic Records Storage

Electronic record keeping is the storage and retrieval of information in digital form. This applies to all electronic records systems.

Electronic or optical media, both fixed and removable, should have retention and disposition instructions incorporated into the system design. These media should be identified in a unique and standardized way, be maintained in an environment that is not harmful to the medium, and be handled appropriately if the medium requires special care.

DISPOSAL

Disposal of Records

Records of UWWC (regardless of the storage medium) can be disposed of upon reaching the minimum retention period stated in this policy, provided the department does not need the records for future administrative, legal, research/historical, or fiscal purposes.

1. Administrative value: contain information applicable to current or future operations
2. Legal value: contain evidence of legally enforceable rights or obligations of UWWC
3. Research/Historical value: document the purpose, growth, history, services, programs and character of UWWC
4. Fiscal value: required for fiscal planning development, financial reporting, or audit purposes

The Finance department is responsible for performing, at least annually, a review to determine the value or usefulness of all records. During the review, the Finance department leader should identify and designate for disposal (destruction or transfer to an archive) the records with elapsed retention periods that are no longer useful.

The Finance department leader is responsible for authorizing the disposal of records. **When authorized, shred records containing sensitive and/or confidential information and dispose of shredded material properly by recycling or putting in trash. DO NOT discard documents containing sensitive or confidential information in the trash that are not shredded.**

The President/CEO is responsible for electronic data. The President/CEO will erase and verify elimination of data beyond recovery on electronic media (diskette, CD, hard drive) before reusing or discarding.

Disposal of Paper Records after Transfer to Other Media

Take extreme care when transferring information to a storage medium. Departments must ensure that records are readable and verified for accuracy before destroying paper copies. Retain the stored electronic records for the minimum retention period specified in this policy. **Shred records containing sensitive and/or confidential information and dispose of shredded material properly by recycling or putting in trash. DO NOT discard documents containing sensitive or confidential information in the trash that are not shredded.**

Document Destruction

The Sarbanes-Oxley Act of 2002 makes it a crime to alter, cover-up, falsify, or destroy any document to prevent its use in an official proceeding. Even though this federal legislation does not specifically apply to not-for-profit organizations, United Way Worldwide embraces many of the guidelines and provisions of SOX, as part of its upgraded membership requirements, in an attempt to improve transparency and remain attractive to donors and volunteers.

UWWC acknowledges its responsibility to preserve information relating to litigation, audits, and investigations. Failure on the part of employees, volunteers or subcontractors to follow this policy can result in possible civil and criminal sanctions against UWWC and possible disciplinary action against responsible individuals.

RECORD RETENTION SCHEDULE

Some of the following suggested retention periods (in years) are for legal purposes, while others are based upon practical consideration.

P - Permanent

** - Retention period begins after termination, expiration, maturity, etc. of the item.*

- 1. Some of the reasons to keep files and records include legal requirements, potential relevance in future litigation, and the needs of this organization, as well as historic importance. It goes without saying that should there be threatened litigation or an investigation on a certain subject matter, particular care should be given that no file or document relating to that matter is destroyed.*
- 2. Retention periods may be adjusted if deemed appropriate (and authorized) or should regulatory/compliance guidelines change.*

Accounting	
Accounts payable – ledgers and invoices (incl. credit memos)	7
Audit reports	P
Audit work papers	3
Cash disbursements journal	7
Banking:	
Cancelled checks	7
Deposit slips	5

Signature cards	P
Statements	7
Budgets/fiscal planning	5
Financial Statements:	
Annual	P
Interim	5
Fixed Assets:	
Depreciation schedules	5*
Purchases (capitalized)	5*
General ledger	7
Invoices (to miscellaneous customers)	5
Petty cash vouchers	5
Purchase journal	7

Benefits Administration	
Actuarial reports	P
Contracts/policies	P
Informational return(s) - federal	P
IRS approval letter(s)	P
Plan and trust agreements	P

Campaign Gifts, Processing of	
Campaign pledges (paper, electronic)	5
Gift acknowledgements	5
Reconciliation, pledges receivable	7
Tax receipting	5

Contracts	
Contracts and related correspondence (including any proposal that resulted in the contract)	7 *
Mortgages, notes, leases, etc.	15*

Corporate Records	
Annual reports	P
Board Minutes	P
Capital stock and bond records	P
Corporate records review (copyrights, trademark, articles of incorporation, bylaws)	P
Legal correspondence	P
Policies and charters	P

Gifts - Endowment	
Restricted - Permanent	P

Grants and Awards	
Applications	3
Funded recipients' information	3
Selection committee records (including selection criteria used and other documentation regarding the selection process)	3

Insurance	
Accident reports	7
General journal	7
Fire inspection	7
Group disability records	7
Insurance policies	P
Safety records	7
Settled insurance claims	7

3. *Of particular importance is the retention of insurance policies and related documents. From time to time, lawsuits are brought which reach back many years. Therefore, it is important to determine the policy in effect at that time a claim arose. Should these policies be missing, they can often be recreated by contacting the broker or insurance company (of record) to establish coverage.*

Investments	
Account contracts, custodial (incl. signature cards)	P
Performance reports (by advisor and/or account manager(s))	7
Statements of account	7
Transactions (purchases, transfers, sells)	7

Legal	
Claims and litigation	P
Correspondences	P
Request for departure from <i>Records Retention</i> schedule	10

Payroll	
Assignments/attachments/garnishments	7
Employee deduction authorizations	7
Employee expense reports (time sheets)	7
Payroll registers	7
Time sheets	5

Personnel	
Employment applications (non-hired applicants)	3
Employment records – correspondence with employment agencies and advertisements (including internal postings) for job openings	3
Employee earnings records (including salary adjs/misc. pays)	7
Employee personnel records	7

Taxes	
Informational returns/filings - federal	P
Informational returns/filings - state	P
Informational returns/filings - local	P
Payroll tax returns	P
Sales and use tax returns	P

4. *Tax returns and governmental reports affecting tax liability should be kept permanently. However, most backup records, such as receipts documenting income deductions need only be kept for seven years. The Internal revenue Service calls for a six-year statute of limitations. The IRS has three years from the date of when the income tax return is filed to question or audit it. If the IRS can prove an omission of at least 25% income, the time period doubles to six years. Therefore, the seven-year period gives a one-year cushion beyond that time limit.*

United Way Worldwide (membership)	
Certification, membership compliance (by BOD)	P
Reports to UWW (campaign, finance, etc.)	5

Policy Type: Operational Policies
Policy Title: Solicitation and Acceptance of Gift Policy
Originally Adopted: March 28, 2013
Last Revised:

Purpose and Responsibility

The guidelines presented in this document have been established to:

- Ensure that informed and consistent decisions are made on the acceptance of all gifts and fund raising initiatives
- Ensure that appropriate administrative, legal, and accounting practices and procedures are followed and applied consistently from year to year
- Ensure equitable relations with all donors
- Ensure that the public image of the organization is maintained or even strengthened as a result of its gift acceptance policies and practices

The Board of Directors will approve all policies relating to the organization's solicitation and gift acceptance program. The Finance Committee, the Campaign Cabinet or any other committee within the organization involved with gift solicitation will advise the President/CEO and Board of Directors as appropriate. The President/CEO, or his/her designee, will manage the use of volunteer support in gift solicitation and acceptance, as circumstances require.

The President/CEO and the Resource Development Division are responsible for all gift solicitations or fund raising initiatives and for ensuring the integrity of the policy/process. Gifts, however, may only be solicited or accepted with the President/CEO's knowledge and approval. Only the President/CEO is authorized to negotiate and execute gift acceptance agreements.

Responsibility to Donors

1. Donors will be treated with fairness, honesty, integrity and openness. In all gift matters, United Way staff and volunteers must be aware of and sensitive to the potential donor's financial needs and concerns.
2. The Board will not knowingly accept a gift that is contrary to the donor's best interests.
3. All prospective donors shall be advised to seek legal and/or tax advice from their own counsel. United Way staff/volunteers should disclose that they are representing the interests of United Way.
4. United Way will not under any circumstances (a) furnish property appraisals or valuations to donors for tax purposes or (b) knowingly participate in a transaction in which the value of a gift is substantially different than its true fair market value to obtain a tax advantage for a donor.
5. In accordance with the provisions of the Internal Revenue Code and related regulations, proper records will be kept and required tax returns filed by the United Way for all gifts processed and/or administered by United Way.
6. All donative instruments will be deemed confidential to the extent permitted by law. However, a donor may authorize public announcement of any feature of an agreement. All files will be made available upon request to agents of the IRS. All other requests for information will be honored only if the donor approves the release of information or if current law requires release of the information.

Types of Gifts

The policy of United Way of Whatcom County shall be to encourage gifts of any type and description which are consistent with the mission of United Way. United Way reserves the right to abstain from accepting any and all gifts. Donors will receive written acknowledgement of gift acceptance or declination.

Outright gifts are those gifts in which United Way has the assets at its immediate disposal and in which the donor retains no continued interest. Gifts considered for acceptance may include, but are not limited to, the following types of property:

Cash, Check or Credit Card

Donors may deliver gifts of cash in the form of money orders or checks, payable to United Way of Whatcom County. Development staff, the President/CEO of United Way, or other person as designated by the President/CEO may accept gifts of any amount, which are in the form of cash, check or credit card.

Publicly Traded Securities

Readily marketable securities bought and sold in active markets which are traded daily through a recognized stock exchange may be accepted. A gift of such securities is considered complete when all steps have been taken to transfer the stock to United Way as the owner. The President/CEO of United Way, or other persons as designated by the President/CEO, may accept gifts of any amount which are in the form of publicly traded securities. Every effort will be made to ensure that publicly traded securities will be liquidated as soon as possible after receipt to prevent potential loss to United Way.

Closely Held Securities

1. Non-publicly traded securities may be accepted after approval by the Executive Committee and legal advice as needed.
2. Prior to United Way's acceptance, United Way shall explore methods of liquidation of the securities through redemption or sale. A representative of United Way shall try to contact the closely-held corporation to determine:
 - An estimate of fair market value
 - Any restrictions on transfer
3. No commitment for repurchase of closely held securities shall be made prior to completion of the gift of the securities.

Real Estate

1. Gifts of real estate must be reviewed by the Executive Committee before acceptance. Real estate gifts will be accepted based upon the projected financial benefit to United Way. The assessment of the financial benefit to United Way should include the projected sales price, anticipated time to sell the property, and financial obligations associated with the property.
2. No real estate will be accepted prior to completion of a phase one environmental audit, unless an environmental audit is deemed unwarranted by the Executive Committee.
3. The donor is responsible for obtaining an appraisal of the property. The cost of the appraisal is borne by the donor, unless waived by the Executive Committee.
4. Prior to presentation to the Executive Committee, a member of the staff must conduct a visual inspection of the property. If the property is located in a geographically distant or isolated area,

a qualified real estate broker can substitute for a member of the staff in conducting the visual inspection.

5. Prior to presentation to the Executive Committee, the donor must provide the following documents:
 - Real estate deed
 - Real estate tax bill
 - Plot plan
 - Substantiation of zoning status
 - Environmental survey/testing for hazardous substances
6. Depending on the value and desirability of the gift, the donor's connection with United Way, and the donor's past gift record, the donor may be asked to pay for all or a portion of the following:
 - Maintenance costs
 - Real estate taxes
 - Insurance
 - Real estate broker's commission and other costs of sale
 - Appraisal costs
 - Environmental survey

Tangible Personal Property

1. United Way adheres to all IRS requirements related to disposing gifts of tangible personal property and filing appropriate forms.
2. Gifts of jewelry, artwork, collections, equipment and software shall be accepted after approval by the Executive Committee.
3. Such gifts of tangible personal property defined above shall be used by or sold for the benefit of United Way.
4. No property which requires special display facilities or security measures shall be accepted by United Way without consultation with the Executive Committee.
5. Depending upon the anticipated value of the gift, United Way may have a qualified outside appraiser value the gift before accepting it. This shall be done independently of the donor's own appraisal.

Deferred Gifts

Deferred gifts generally emanate from the donor's estate and/or special trust arrangements. United Way can accept gifts via the following vehicles:

- Charitable gift annuities
- Deferred gift annuities
- Pooled income funds
- Charitable remainder trusts
- Charitable lead trusts
- Retained life estates

Bequests

1. United Way shall encourage the transfer of assets through bequests that have immediate value to United Way or can be liquidated. Gifts that appear to require more cost than benefit shall be discouraged or rejected.
2. Donors who have indicated that they have made a bequest to United Way may, depending upon the individual situation, be asked to disclose, in writing or by copy of the will, the relevant clause that benefits United Way as evidence of their gift. This information is used for internal financial purposes and is not binding upon the donor.

Life Insurance

Donors who wish to leverage a larger gift with a smaller current donation may use life insurance gifts. Forms of insurance gifts are:

1. Existing paid-up policy: Donor receives the surrender value as a tax-deductible donation. United Way becomes the owner and beneficiary of the policy.
2. New policy: Underwritten through donor's insurance agent, owner claims the premiums paid as a tax-deductible donation. United Way becomes the owner and beneficiary of the policy.

Retirement Plans

Retirement plans can be used for gifting purposes by naming United Way as a beneficiary. Donors may also direct, through estate planning documents, that all or part of the qualified retirement plan be distributed to United Way. Since beneficiary status does not require any financial commitment on the part of United Way, donors are not required to obtain acceptance from United Way prior to designating the organization as a beneficiary. Pending transfer of assets, gifts of retirement plan assets are subject to the same acceptance criteria as outright gifts.

Other

United Way will not ordinarily serve as trustee for any trust in which it has a beneficial interest. United Way as necessary, will seek independent legal counsel in preparing and executing agreements, contracts, trusts and other legal documents.

Policy Type: Board Governance | Duty of Care
Policy Title: Investment and Reserve Policy
Originally Adopted: August 20, 1998
Last Revised: February 21, 2017

Net Assets and Reserve Funds Policy

1. Philosophy - Net Assets and Reserve Funds
 - a. Net Assets and Reserve Funds are maintained for, but are not limited to, the following reasons:
 - i. Prevent cash flow interruptions due to unexpected events (natural disasters, plant closings, major community needs, etc.).
 - ii. Eliminate the need for borrowing.
 - iii. Meet unexpected commitments, obligations or other contingencies.
 - iv. Provide flexibility for new organizational directions.
 - v. Generate investment income.
 - b. Unrestricted reserve funds are always to be considered as funds donated by donors for the mission of United Way of Whatcom County (UWWC).
2. Net Assets are the excess of assets over liabilities of UWWC. Net Assets may be designated by donors or by the UWWC Board of Directors into Reserve Funds or to fund any approved short or long-term need. Reserve funds may include, but are not limited to, the following:
 - a. Unrestricted and Undesignated Net Assets – A temporary fund for excess revenues, pending reallocation by the Board of Directors to either the current year budget or to another Reserve Fund.
 - b. Unrestricted Contingency Reserve – To provide resources for the uninterrupted administration of UWWC and provide consistent agency allocations in the event of an unexpected decrease in donor revenue from campaign pledges. Such a decrease may arise from unfavorable economic conditions, from the unexpected closure or a reduction in the labor force of a major participating employer, or other events. The fund may also be used to provide community assistance for unplanned, unbudgeted expenditures of an emergency nature, such as those arising from a flood, earthquake, or other natural disaster. It shall be a high priority of UWWC to maintain an Unrestricted Contingency Reserve not less than three months and no more six months operating expenses and agency allocations. This fund is specifically not designed to increase a community campaign that declines below the Board approved community campaign goal for one reason or another. In the preceding case, it is expected that United Way will operate within a budget based on projected campaign pledges.
 - c. Unrestricted Endowment Reserve – A Board designated fund in which the principal amount is not available for budgetary appropriation for a period of time. Earnings, however, are typically

available for current operations. Since this fund is Board designated, the principal may be transferred to other Reserve funds or appropriated for expenditures upon Board approval.

- d. Permanently Restricted Endowment – Funds restricted by donors, in which the principal will never be available for expenditure, but earnings may be available annually for specified or general purposes. Gifts to the United Way Foundation, unless specifically directed otherwise by the donor, are considered as gifts to the Permanently Restricted Endowment Fund. Investments in this fund would generally be of a long-term nature.
 - e. Unrestricted Equipment Reserve – To fund future purchases of a capital nature, including equipment, vehicles, or leasehold improvements. Funds shall only be appropriated upon approval of the Board of Directors.
 - f. Unrestricted Community Impact Fund –To fund special projects and grants that benefit the community and support our strategic goals.
 - g. Unrestricted Agency Fund – For costs to assist legacy agencies in transitioning away from on-going support.
 - h. Unrestricted Capacity Building Fund – To fund costs related to new UWWC fund raising ventures and community engagement costs.
 - i. Unrestricted Variable Comp. Fund – Provide bonuses for performance up to 5%.
3. Unrestricted Reserve Funds shall only be budgeted or expended upon approval of the Board of Directors.
 4. At the end of each year, upon completion of UWWC’s annual audit, the excess of revenues over expenses (net income) of UWWC will be added to the balance of the Unrestricted Contingency Reserve or directed to another fund or to the current year budget. In the case of expenses in excess of revenues (net loss), the excess expenses will be deducted from the Unrestricted Contingency Reserve. A formal vote by the Board of Directors shall be recorded to allocate the funds as described.

Investment Policy

I. Investment Philosophy

The Investment Philosophy is to enable UWWC to practice prudent investment activities within established guidelines consistent with legal obligations and the intentions of donors.

II. Investment Objectives

UWWC’s primary objective for the investment portfolio is to assure the safety of principal.

The investment objectives of UWWC are, in order of priority:

A. Preservation of Capital.

B. Preservation of the purchasing power of assets invested through capital appreciation and investment income equal to, or exceeding, appropriate and common market indices or benchmarks as outlined in UWWC’s Investment Guidelines.

- C. Provide current income for the operations and goals of UWWC.

III. Investment Committee & Investment Fund Management

- A. The Executive Committee shall be responsible for implementation of this policy upon recommendations and/or agreed-upon investment guidelines approved and provided by the Finance Committee. The Finance Committee will review the investment guidelines annually to ensure that they still meet the standards set by the investment policy.
- B. The Executive Committee may delegate responsibility for investment and reporting to a contract Investment Manager(s) if desired. To avoid actual or perceived conflict of interest, Investment Managers so selected, shall not serve on the Board of Directors and/or in any other volunteer or staff positions within UWWC. The contract for any chosen Investment Manager shall be reviewed annually by the Finance Committee in relation to the investment portfolio's performance as compared to UWWC's investment guidelines.
- C. The UWWC Treasurer or Investment Manager shall provide an annual report to the Finance or Executive Committees detailing the cost and market value of all holdings and the cumulative total return as compared to UWWC's investment guidelines.

Policy Type: Board Governance | Board Performance
Policy Title: President/Chief Executive Officer (CEO) Succession Policy
Originally Adopted: August 21, 2006
Last Revised:

PURPOSE

The purpose of this policy shall be to provide guidelines to be followed with regard to the transition period between a former and future President/CEO.

POLICY

The Board of Directors recognizes:

1. Its responsibility for continued stable operations of United Way of Whatcom County during an executive transition period; and
2. The departure may present opportunities to reevaluate the direction of the organization, especially in relation to the type of executive leadership needed. Therefore, the organization shall adopt the following procedures with regard to hiring a new President/CEO:
 - a. The Board of Directors and, in particular, the Executive Committee shall be notified as soon as the current President/CEO is known to be leaving.
 - b. The Executive Committee, key United Way volunteers and key United Way staff shall meet as soon as possible to draft an initial plan ensuring continued stable operation.
 - c. The Board Chair shall act as spokesperson for the United Way of Whatcom County until an interim President/CEO is appointed or selected.
 - d. The Executive Committee will meet and may choose to recommend an interim President/CEO subject to approval by the Board of Directors. It is advisable that the interim President/CEO not be a candidate for the permanent President/CEO position and that the interim President/CEO has the skills, experience and United Way knowledge to work with staff, board and the search committee during the interim time period.
 - e. The Board will select a Chair for the President/CEO Search Committee. The charge for this committee may include an organizational review process in addition to developing a process to recruit, review and recommend a new President/CEO to the Board.
 - f. The Search Committee may seek search assistance from United Way Worldwide and other United Way or community resources as available.

Policy Type: Board Governance | Duty of Care
Policy Title: Confidential Reporting of Financial Impropriety or Misuse of the Organization's Resources Policy (Whistleblower Policy)
Originally Adopted: June 24, 2010
Last Amendment: June 25, 2020

Statement of Purpose

The purpose of the Confidential Reporting of Financial Impropriety or Misuse of the Organization's Resources Policy is to afford all employees, volunteers, or any other person affiliated with United Way of Whatcom County (hereafter United Way), the opportunity to confidentially report known or suspected financial improprieties or misuse of United Way resources without fear of retaliation.

Policy

Reporting Known or Suspected Financial Improprieties

Reports of known or suspected financial improprieties on the part of an employee or a volunteer or any other person affiliated with United Way should be made to the Treasurer, who is the Chair of the Finance Committee. The report should be written and made as soon as possible after the events that gave rise to the report. The report should set forth in detail the basis for the individual's concern of financial impropriety or misuse of resources. The Treasurer shall date and log all written reports of known or suspected financial improprieties or misuse of resources. He/she will also acknowledge receipt of the report and confirm to the "complainant" the matter is under review.

The Treasurer and President/CEO will conduct a preliminary review of the reported situation and determine the appropriate course of action. If the President/CEO or Treasurer is named in the report, the Chair of the Board of Directors will perform all duties the President/CEO or Treasurer would otherwise have performed in a review and investigation of financial impropriety or misuse of resources.

If the Treasurer and President/CEO determined a formal investigation should be conducted, the matter will be turned over to the United Way Executive Committee.

If the Treasurer and President/CEO determined that a formal investigation is not necessary, the complainant may report their suspicions to the Board Chair. The Board Chair will then determine if further action is necessary.

Investigation

The Treasurer or his/her designee (usually the President/CEO, if the President/CEO was not named in the report), will investigate the matter, meeting separately with all individuals named in the report, and with others who may have knowledge of the facts set forth in the report. United Way will treat all financial impropriety reports, the sources of such reports and their investigation confidentially, recognizing, however, that in the course of investigating and resolving these matters some dissemination of information to others may be necessary and/or appropriate, particularly if legal action ensues.

On completion of the investigation, the Treasurer will report his/her findings and conclusions to the President/CEO and the Executive Committee. Based upon the report by the Treasurer, the Executive Committee will determine if, and in what form and manner, additional action will be taken. As appropriate and as determined by the President/CEO and the Executive Committee, a full report of the incident will be made to the Board of Directors at the next scheduled meeting.

United Way is registered with FiduciaSolutions if an individual wishes to anonymously alert United Way to possible fraud or embezzlement. The information can be submitted by going to: www.fiduciasolutions.org/Hotline/report. United Way's Organization ID is: **133854**. Within two business days the Board Chair, Treasurer, and President/CEO, if the individual(s) are not named in the report, will be alerted.

“Appeal” Review

Depending on the circumstances and at the discretion of the Executive Committee, persons implicated in the report and investigation of financial impropriety or misuse of resources may be given the opportunity to meet with the Executive Committee for further review and discussion of the matter. The involved party(s) must submit a written request for review of the matter by the Executive Committee. On completion of the “appeal” review, the person(s) will receive an oral explanation of the conclusions reached and the reasons for those conclusions. Decisions resulting from “appeal” reviews by the Executive Committee will be final.

Non-retaliation

If an individual filed a financial impropriety report in good faith, the individual will not be disciplined or otherwise penalized because of the report, regardless of whether or not the report is sustained. If it appears that a financial impropriety report was not filed in good faith, and the report did not name the President/CEO, disciplinary action may be taken as determined by the President/CEO and/or the Executive Committee. If the report was not filed in good faith and the report named the President/CEO, disciplinary action may be taken as determined by the Executive Committee.

Contact Information

The phone number of the Treasurer will be available upon request.