

To: Governance Committee
John Biddiscombe, Herb Clark, David Director, Tim Geelan, Anna Wasescha,
and Wally Jones, Ex Officio

From: Nancy Fischbach, Chair

Date: August 3, 2016

We will meet on

Tuesday, August 9, 2016
8:00 AM
Community Foundation of Middlesex County
Downstairs Conference Room

Our tentative agenda will include the following:

1. Minutes of June 22, 2016 meeting – (Document A)
2. Discussion Items
 - Report of Local Leaders, Local Legends Event
 - ✓ Event Frequency
 - Report of Nominating Subcommittee
 - Creation of Endowment Subcommittee as part of the Development Committee
 - Guidelines
 - ✓ Past Directors Council – (To Be Distributed)
 - ✓ Fund Committees
 - Verbiage to include “must adhere to fund agreements and donor intent as interpreted by senior staff”
 - Committee Self- Evaluations Procedures – (To Be Distributed)
3. Board Composition and Size
4. Executive Committee
 - Overall Composition
 - Addition of “Chair Designate” (if applicable)
5. Review -New/Revised Policies and Other Requirements for National Standards
 - Social Media – (Document B)
 - Privacy – (Document C)
 - Nondiscrimination – (Document D)
 - Other
6. Bylaws
 - Amend to List and Include Duties, Number of Vice Chairs
 - ✓ Duties to include “ serve as Chair’s delegate to committees”
7. Old Business
 - Distribution From Funds Established after June 30th
8. New Business
9. Next Meeting Date – Tuesday, September 13, 2016

Please contact Cynthia at 860-347-0025 or Cynthia@MiddlesexCountyCF.org regarding your attendance.

COMMUNITY FOUNDATION OF MIDDLESEX COUNTY, INC.

Minutes of the Governance Committee

Conference Room

211 South Main Street—Middletown

June 22, 2016

Presiding: Nancy Fischbach, *Chair***Present:** Cynthia Clegg, Anna Wasescha, Herb Clark and Wally Jones, *Ex Officio***Absent:** John Biddiscombe, David Director, Tim Geelan**Call to Order:** Chair Fischbach called the meeting to order at 8:01 am.**I. Minutes**

Upon a motion by Herb Clark and seconded by Wally Jones, the Governance Committee **VOTED** to approve the minutes of the meeting of May 18, 2016 as written. Abstentions: Anna Wasescha

II. Discussion Items**1. Governance Committee Guidelines – Proposed Revisions**

- The changes have been made as discussed at the last meeting and will be sent to the Board of Directors for approval at its next meeting.

2. Subcommittee Updates – Nominating and Past Directors

- Ms. Clegg and Ms. Fischbach met with Mark Levin to begin the Nominating Committee's activities for the fall season. Marcia Kalayjian and Greg Rainey will also serve on this committee.
- The Nominating Subcommittee Guidelines
 - The Committee reviewed and edited the guidelines. The committee will be comprised of four to five members; the current chair will not serve as ex officio on this committee. The CEO will participate as a staff member. It was reiterated that this is a subcommittee of Governance and needs to be referred to as such.

3. Quorum

- The Committee agreed that the requirement for a quorum in committee meetings can be eliminated except in the case of the Executive Committee. It was also suggested that the minutes always list those in attendance. This will be presented at the next Board of Director's meeting for review and approval.

4. Committee Structure and Requirements

The Committee reviewed the requirements and agreed that the document is ready to be reviewed and approved by the Board of Directors.

5. Leaves of Absence/Terms

- Ms. Fischbach discussed the policy. The committee agreed that this should be a policy and should not be an addition to the by-laws. While on a leave, it is important that members understand they are not able to vote.

6. Guidelines (Past Directors)

- This is being worked on and will be on this committee's August agenda.

7. Committee Self Evaluation

- This will be on this committee's August agenda.

III. Updates

1. Honorary Recognition Program Update

- The selection committee has made its recommendations. The nominations and recommendations are very diverse, reflect a good cross section of Middlesex County and will be brought to the Board of Directors for review and approval. It was suggested that when candidates are nominated, a complete list of all the areas that candidates support would be beneficial and helpful in finalizing decisions. The recognition celebration will be on July 27th. The Committee thanked Ms. Fischbach for her hard work on this.

2. Board Mentoring Program Update

- This program is going very well. Everyone agrees that it is very beneficial to new members.

3. Review – Current/New/Revised Policies

- Staff is working on National Standards reaccreditation which is very beneficial to the Foundation. New policies will be added during this process and current policies will be updated. This committee will review all items for recommendation and then bring to the Board of Directors for its approval. This will be discussed at the June Board meeting.
- Privacy
 - No discussion at this time.
- Nondiscrimination
 - There was discussion about whether we should include a statement stating that we do not discriminate when selecting vendors. The Committee agrees that this does not need to be specific, but we should have a generic paragraph stating this. The committee requested clarification on nondiscrimination in grant making. This item will be constantly changing and will need many reviews. Ms. Clegg will follow up.
- Social Media
 - There was a brief discussion regarding guidelines for social media use. This item will be constantly changing and will need many reviews.

4. Discussion on Board Openings

- Board List with Terms – Revised
 - Eric Thornburg has resigned from the Board. We currently have 19 members, with a maximum number of 21. We would like to add an additional one or two members. The Nominating Subcommittee will be proactive in filling gaps for openings in future years.

5. Reappointment of Retired Board Members

- There was a brief discussion regarding the reappointment of retired board members who fulfilled a 9 year commitment and past directors who did not fulfill a 9 year commitment. Mr. Jones feels that if this is a quality person, it would be beneficial to consider them, but they need to be able to stand against other nominated people. They need to bring something special to the Foundation. The Nominating Subcommittee should consider this when looking at the candidates. We may want to add to the guidelines to only allow three or four such candidates and to also limit terms. The skill sets required by the Community Foundation also need to be considered. This should be discussed at the next Board of Directors meeting and finalized by October

IV. Old Business

No discussion.

V. New Business

Ms. Clegg questioned the policy of distribution from funds that are established after June 30th stating that donors have asked about this. Mr. Clark suggested that we review and possibly make a change to the policy. The Governance Committee agrees that this needs to be investigated. Ms. Clegg will follow up with Ms. Davis.

VI. Next Meeting Date

August 9th or 10th will be a new meeting added to the schedule. This will be finalized soon.

Adjournment

The meeting was adjourned at 9:10am.

Respectfully Submitted,

Kelley Frazier, Board Clerk

Community Foundation of Middlesex County

Social Media Policy

I. Introduction

The work of Community Foundation of Middlesex County is easy to identify with and we are all very passionate about the work we do on a daily basis. We encourage our staff, board and committee members, and other volunteers to engage in open communication and tell the world about their work. Internet and email are important communication and information gathering tools. Accordingly, use of these systems is encouraged to improve the quality of work and productivity. Like other tools, however, the potential for inappropriate and/or illegal use exists. In order to reduce this potential as much as possible, it is the purpose of this document to state the general policies that govern the use of the Systems at the Community Foundation of Middlesex County.

In order to communicate freely and openly with donors, grantees, and members of the public, the Community Foundation itself maintains a social media presence through vehicles such as our website, Facebook, Twitter, and YouTube. We will continue to seek out new and appropriate methods of communication to promote and improve our work. Accordingly, we have given authority to certain staff members and board members to maintain the Community Foundation's social media presence and may invite others to submit postings. This policy does not cover these activities.

The Community Foundation takes no position on the desire of employees, board and committee members, and other volunteers to start a blog or participate in social media activities. However, we do want to protect the Community Foundation from unauthorized disclosure of confidential and/or proprietary information and from having employees, board and committee members, or other volunteers indicate that they are speaking on behalf of the Community Foundation when not authorized to do so.

The Community Foundation defines "social media" as personal blogs, Facebook, LinkedIn, Instagram, Twitter, video or wiki postings, chat rooms, personal websites, online journals or diaries, personal newsletters, conference or field-specific listservs or exchanges, online forums, or other similar online activities not affiliated with the Community Foundation.

Social media may not be used by staff, board and committee members, volunteers or fund representatives to conduct Community Foundation business or to enter into contracts or commitments on behalf of the Community Foundation.

II. Community Foundation of Middlesex County's Systems

When using the Community Foundation of Middlesex County's Systems, an employee or volunteer is a representative of the Community Foundation of Middlesex County and, in that connection, such systems should only be used for the Community Foundation of Middlesex County's purposes.

Prohibited uses include, but are not limited to:

- a. Any activity that is contrary to State or Federal law, including distributing or obtaining copyrighted software or information without proper authorization from the copyright holder.

- b. Any activity that could damage the Community Foundation of Middlesex County's reputation or potentially put an employee or volunteer and the Community Foundation of Middlesex County at risk for legal proceedings by any party. For example, libelous or harassing communications or unfair competitive practices are strictly prohibited.
- c. Any communication utilizing the Systems which could reasonably be considered as offensive or disruptive will not be tolerated. Offensive content may include, but is not limited to sexual comment or images, racial slurs, or any comments that would offend someone on the basis of his or her age, gender, sexual orientation, religious or political beliefs, national origin or disability.
- d. The Internet poses security risks for the Community Foundation of Middlesex County's network. Employees and volunteers must be aware that information and programs downloaded from the Internet may contain hidden codes (viruses) capable of destroying data or making the entire network unusable. Accordingly, employees and volunteers should verify such programs acquired through the Internet with staff responsible for Information Technology prior to downloading.
- e. The Community Foundation owns all items of electronic and telephone communications located on its premises and equipment. Employees' and volunteers' activities in these media, including voicemail, text, and email messages, may be retrieved and monitored.

In addition, electronic mail should be treated by employees and volunteers in the same manner as business letters or internal memos, with the same care in composing and the same respect for confidentiality of employer information.

III. Personal Use of Social Media by Employees, Board and Committee Members, Volunteers, and Fund Representatives

- a. Employees, board and committee members, volunteers, and fund representatives are asked to be familiar with and follow the Conflict of Interest Policy and Confidentiality Policy when using social media in cases which may pertain to or connect to Community Foundation activities or information.
- b. When you endorse or promote the Community Foundation or its activities on the Internet, you must identify yourself with your name and, when relevant, your role at the Community Foundation.
- c. Only a select number of people in the organization are authorized to speak on behalf of Community Foundation of Middlesex County. If you choose to identify yourself on social media as a Community Foundation employee, board or committee member, volunteer, or fund representative, understand that some readers may view you as a spokesperson for the Community Foundation. When using social media, please specify that you are speaking for yourself and not for the Community Foundation. You can use a disclaimer like "The postings on this are my own and do not necessarily represent the position, strategy, or opinion of Community Foundation of Middlesex County". Please always write in the first person and do not use your organizational email for private communications.
- d. Community Foundation employees, board and committee members, volunteers and fund representatives must adhere to our Confidentiality Policy in their use of social media. This means you may not discuss any confidential and/or proprietary work-related matter or information on social media.
- e. You are personally responsible for your commentary and posts on social media. Please remember that the Internet never forgets. Use common sense and remember that you can be

held personally liable for commentary that is considered defamatory, threatening, intimidating, harassing, obscene, proprietary, or libelous.

- f. When using social media, you must use your personal email address. You may not use your Community Foundation email address as your means of identification and communication.
- g. Please respect work which others have produced and/or copyrighted. If you didn't create it, don't use it. Before using someone else's work, please obtain the owner's permission to copy or repurpose.
- h. Be aware that others will associate you with the organization when you identify yourself as an employee or volunteer. Please ensure that your social media profiles are consistent with how you wish to present yourself to colleagues, donors, grantees, and the public.
- i. Use of the Community Foundation's resources to conduct personal social media activities should be kept to a minimum and should not disrupt work activities. Although occasional non-business use of these systems is unavoidable, such use may not adversely affect Community Foundation productivity, workplace standards, professional ethics, or morale. Excessive or inappropriate personal use of these resources will be subject to disciplinary action.

IV. Monitoring

The Internet has no concept of privacy. Please remember that nearly everything you post on social media can be viewed by anyone, including the Community Foundation.

V. Reporting Violations

We know that all employees, board and committee members, volunteers, and fund representatives will use social media responsibly and uphold the integrity and values of the Community Foundation. However, if you notice any possible violation of the provisions laid out in this Social Media Policy, please notify the President and CEO. Board members can notify the President and CEO or Board Chair. If possible, please provide a snapshot or printout of the perceived violation so we can have an appreciation of the entire context.

VI. Discipline for Violations

Violation of this Social Media Policy may result in disciplinary action for employees, depending on the nature and severity of the violation. The Community Foundation reserves the right to take legal action against personnel who engage in prohibited or unlawful conduct. Violations by members of the board or by other volunteers may lead to dismissal from the board or committee on which the volunteer serves.

VII. Related Documents

- Confidentiality Policy
- Conflict of Interest Policy

I have read, understood, and agree to comply with the above Social Media Policy of the Community Foundation of Middlesex County.

Print Name

Signature

Date

Community Foundation of Middlesex County

Privacy Policy

The Community Foundation of Middlesex County recognizes the importance of protecting the information we may collect from those who visit our website. Our policy is to use the information we acquire from visitors to our website for internal purposes only. We maintain appropriate security measures to keep this information private.

If anyone expresses to us that they do not wish to have their information used as a basis for further contact, we will respect those wishes. If anyone wishes to review, edit, or correct the personal information that we have collected, please contact the Community Foundation at 860.347.0025.

The Community Foundation takes precautions to keep user information that is provided to us secure. Such information will never be disclosed to third-party vendors for commercial purposes. To prevent unauthorized access of our information, to maintain accuracy of our data, and to ensure the appropriate use of information, we have the appropriate physical, electronic, and managerial procedures to safeguard the information we collect.

Our Privacy Policy may change from time to time. Any changes to the Privacy Policy will be posted on our Web site.

Community Foundation Confidentiality Policy

The Community Foundation of Middlesex County is fully aware that in order for the Community Foundation to operate in an efficient manner, donor and prospective donor records must be maintained and managed in a professional manner. These records may contain sensitive information that has been shared with the Community Foundation staff or volunteers on a confidential basis. The term "records" extends to all files kept by the Community Foundation, including electronic data on donors or prospective donors to the Community Foundation. Donors and prospective donors may be attracted to the Community Foundation on the basis of its ability to assure temporary or permanent anonymity upon request. The assurance and protection of donor anonymity is an important part of providing excellent service to donors.

Publication of Donor Names

The names of all donors are printed in the Community Foundation's annual report and other appropriate listings, unless otherwise requested by an individual donor. The Community Foundation prides itself in keeping any promise of temporary or permanent anonymity requested by any donor. Any donor who does not explicitly request anonymity will have their name printed in the Community Foundation's annual report and other donor lists published by the Community Foundation.

Public Disclosure

The Community Foundation will comply with all public disclosure requirements, including the open availability of its Form 990 tax returns. This Confidentiality Policy shall not be construed in any manner to prevent the Community Foundation from disclosing information to taxing authorities or other governmental agencies or courts having regulatory control or jurisdiction over the Community Foundation.

Website Privacy Policy

What information do we collect? We only collect information about you when you fill out a form or make a donation or purchase on our website. When making a donation or purchase on our website, as appropriate, you may be asked to enter your name, e-mail address, mailing address, phone number, and credit card information. The information that we collect from you is given to the Community Foundation with your awareness and consent.

Anyone can visit our website without revealing any personal or contact information. If you choose to provide personal information to the Community Foundation for the purpose of correspondence, or processing a donation, then it is our intent to let you know how this information will be used.

Any of the information that we collect from you may be used in one of the following ways:

- To improve our website

We aim to improve what our website has to offer based on the feedback that we receive from you. We do use “cookies” to track user information; this information is gathered to help improve the overall user experience of our website. By studying traffic patterns of visitors using our website, we can use the information gathered to improve the overall experience of our website. Please see the following section “Use of IP Addresses and Cookies” for greater detail.

- To process transactions

Your information will never be sold, exchanged, transferred, rented, or given to any other company for any reason whatsoever without your consent. The information that you provide to the Community Foundation in order to process a transaction will only be used for that purpose. The Community Foundation does not retain your credit card account information. We use commercially reasonable efforts to make sure that your credit card information is kept strictly confidential by using only third-party processing services that use industry-standard encryption technology to protect your credit card information during the transaction from unauthorized use.

- To send periodic e-mails

The e-mail address that you willingly provide to us will be used to send you information, and may also be used to send you periodic news about the Community Foundation.

If at any time you would like to unsubscribe from our mailing list, we include clear, easy unsubscribe instructions at the bottom of each e-mail.

When your information is used for these reasons, we do so with respect for your privacy. Your personally identifiable information is never disclosed, sold, shared, loaned, rented, or otherwise transferred to a third-party vendor for any reason.

Reproducing Content from this Website

The content on this website is the property of the Community Foundation. If you would like to use or adapt content from this website for a nonprofit organization or an educational institution, please contact us at 860.347.0025, and we would be happy to assist you. We ask that you acknowledge the Community Foundation in any reproduced content.

External Links

The content of the Community Foundation's website contains links to external sites that do not fall under the www.MiddlesexCountyCF.org umbrella. Please be aware that the Community Foundation is not responsible for the privacy practices or the content of these external sites. We encourage you to be aware when you leave our site and to read the privacy policies of each Web site that collects Personal Information.

Use of IP Addresses and Cookies

A unique number called an IP address identifies every computer on the Internet. Each time you connect to the Internet, your computer is assigned an IP address. When filling out forms on the Community Foundation's website, your IP address will be captured with the information you submit. Your IP address is given the same level of security and user confidentiality as your donor information. As with all information collected by the Community Foundation of Middlesex County, your information will never be sold, exchanged, transferred, rented, or given to any other company for any reason whatsoever without your consent.

Specific sections of the Community Foundation of Middlesex County's website use "cookies" to store user information. A cookie is a small string of text a website can send to your browser. A cookie cannot retrieve any other data from your hard drive, pass on computer viruses, or capture your email address. The Community Foundation's website uses cookies to enhance the user's visit; in general, cookies can securely store a user's ID and password for our website, personalize home pages, identify which parts of a website have been visited, or keep track of selections in a "shopping cart." Cookies help us to understand which parts of our website are the most popular, where our visitors are going, and how long they spend there. We use cookies to study traffic patterns on our site so we can improve the overall experience of our website.

Cookies were originally designed to store a previous visitor's preferences set while browsing the website. If you are just browsing the Community Foundation of Middlesex County's website, a cookie identifies only your browser. If you become a registered user on our website (with a user ID and password), we may use

cookies to provide you with personalized information we believe will be of value to you based on preferences you have indicated while visiting the website.

You can set preferences on your browser to inform you when a cookie is being placed so that you have the opportunity to decide whether to accept or decline the cookie. If you are just browsing our website and are not a registered user, you do not have to accept a cookie and you can still continue browsing the website. However, if you are visiting a website where you will be accessing a confidential account, you must accept that site's cookies because they are essential for site administration and more importantly, security.

“Do Not Track” Settings

Some browsers have settings that enable you to request that our Website does not track your movement within our Website. Due to circumstances that are outside our control (i.e. internet transmission issues, web browser/web server incompatibilities, etc.), we may not always be able to detect and honor this setting. However this does not change our compliance in any other way with our Privacy Policy. You can turn off tracking features and other security settings in your browser by visiting your browser's “Help” or “FAQ” page on its website.

If you have questions about your information or this policy, please contact the Community Foundation of Middlesex County at 860.347.0025.

Approved by the Board of Directors: _____

Any changes made to our Privacy Policy are effective upon the date approved by the Board of Directors of the Community Foundation of Middlesex County and replace any prior Privacy Policies.

Community Foundation of Middlesex County Nondiscrimination Policy

Employment

The Community Foundation of Middlesex County follows an equal opportunity employment policy and employs personnel without regard to race, creed, color, ethnicity, national origin, religion, sex, sexual orientation, gender expression, age, physical or mental ability, pregnancy, veteran status, military obligations, and marital status. This policy applies to hiring, internal promotions, training, opportunities for advancement, and terminations.

Grantmaking

No person in the United States shall, on the basis of actual or perceived race, color, religion, national origin, sex, gender identity (as defined in paragraph 249(c)(4) of title 18, United States Code), sexual orientation, marital or parental status, political affiliation, military service, physical or mental ability, or any other improper criterion be excluded from participation in, be denied the benefits of, or be subjected to discrimination under any program or activity funded in whole or in part with funds made available by the Community Foundation of Middlesex County, and any other program or activity funded in whole or in part with funds appropriated for grants, cooperative agreements, and other assistance administered by the Community Foundation of Middlesex County.

Approved by the Board of Directors: _____

DATE