

Section 2

KCDD Structure/Board Organization

2.1: Establishment of the Organization

KCDD is established as Developmental Disabilities Council under the federal Developmental Disabilities Assistance and Bill of Rights Act, consistent with the laws of the state of Kansas. The board of directors is established as the authority to operate KCDD in accordance with its bylaws and board policies.

Kansas state law (KSA 74-5501 to 5505) also establishes the full Council, through its control of the state plan, has the ability to carry establishing the fiscal control and fund accounting procedures pursuant to Section 125(d)(3) of the federal DD act (“The state plan for developmental disabilities shall provide for such fiscal control and fund accounting procedures as may be necessary to assure the proper disbursement of and accounting for funds paid to the state under such act.”)

KCDD business will be conducted in accordance with the laws of this state, bylaws of the corporation, board policies and generally accepted business practices that will accomplish the mission of KCDD.

Adopted: _____08/11/2012_____ Last revised: _____08/11/2012_____

2.2: Authority of the Board of Directors

Each member of the KCDD board, together with other members of the board, is legally and morally responsible for all activities of KCDD. All members of the board share in a joint and collective authority, which exists and can only be exercised when a quorum of the full group is in session.

Adopted: _____08/11/2012_____ Last revised: _____08/11/2012_____

2.3: Board Member Commitment

Serving as a board member of KCDD involves a very special commitment. To meet that commitment, board members are expected to:

- 1) Ensure adherence to KCDD’s mission.
- 2) Attend the regularly scheduled council meetings.
- 3) If unable to attend, members are expected to notify the council staff stating the reason for the absence in advance of the meeting.
- 4) When absent from a meeting, review minutes and results of the missed meeting.
- 5) Do homework to be prepared to participate fully in board and committee meetings.
- 6) Serve actively on at least one committee.

7) Act only with the full board, not individually unless authorized to do so by the full board.

8) Speak for the full board only when the full board sanctions their doing so.

9) Be loyal to the organization when acting as a board member, and to respect the decisions of the full board, even if an individual board member disagreed with the decision.

Adopted: _____08/11/2012_____ Last revised: _____08/11/2012_____

2.4: Board Delegation of Policy Interpretation to Staff and Public

The board delegates to the executive director responsibility for policy interpretation to the staff and public consistent with federal law and in accordance with both the KCDD Mission Statement and Annual KCDD Legislative Policy.

Adopted: _____08/11/2012_____ Last revised: _____12/11/2017_____

2.5: Board Member Rights

Members of the KCDD board are granted certain specific rights. All board members have the right to:

1. Receive notice of board meetings and the agenda.
2. Attend and participate in board meetings.
3. Examine KCDD's books, records, meeting minutes, financial statements and contracts but shall always ensure confidentiality of trade secrets and other information gained from such examinations.
4. Place items on the board meeting agenda at the appropriate time.
5. Request alternate formats or other accommodations to achieve equal access.

Adopted: _____08/11/2012_____ Last revised: _____08/11/2012_____

2.6: Duty of Board Members not to compete

A board member may not use his/her position on the KCDD board to prevent KCDD from competing with the board member's business. It is expected that board members, even after they complete board service, will not use trade secrets, client lists, or other confidential information acquired by virtue of being a member of the board.

Adopted: _____08/11/2012_____ Last revised: _____08/11/2012_____

2.7: Soliciting or Receiving Gifts

Members of the KCDD board must never offer, give, solicit or receive any form of bribe or kickback through their connection to KCDD. Board members must never solicit a personal gift of any kind from anyone who does business with KCDD. This restriction applies to both actual and proposed business transactions involving KCDD.

Adopted: _____08/11/2012_____ Last revised: _____08/11/2012_____

2.8: Board Member Conflict of Interest

Board members have a duty to subordinate personal interests to the welfare of KCDD and those we serve. Conflicting interests can be financial, personal relationships, status or power.

Board members and employees are prohibited from knowingly receiving gifts, fees, loans, or favors from suppliers, contractors, consultants, or financial agencies, which might be perceived as obligating or inducing the board member or employee to compromise responsibilities to negotiate, inspect or audit, purchase or award contracts, with the best interest of KCDD in mind.

Board members and employees are prohibited from knowingly disclosing information about KCDD to those who do not have a need to know or whose interest may be adverse to KCDD, either inside or outside KCDD. Nor may board members or employees in any way use such information to the detriment of KCDD. Nothing in this policy shall prevent a Board member of KCDD from sharing with any member of the public any information that is not confidential information which was shared at a public Board meeting or which would be considered public information.

Any possible conflict of interests on the part of any board member should be disclosed to the other board members and made a matter of record. This disclosure shall be made through KCDD's annual conflict of interest registry, where Board members enumerate their affiliations and interests to ensure that potential conflicts of interest are disclosed and registered with KCDD. This Potential Conflicts Registry shall be provided to the Board at every meeting, and members shall update any changes to affiliations or potential conflicts at that time by providing changes to the Executive Director.

Any board member having a conflict of interests or possible conflict of interests on a matter before the Board should abstain from voting and should not participate in discussion on the matter as a Council member. All Board members will follow the federal DD Act requirements regarding conflict of interest, which state, "no member of such (DD) Council will cast a vote on any matter that would provide direct financial benefit to the member or otherwise give the appearance of a conflict of interest" and that Board members of the KCDD shall "recluse themselves from any discussion of grants or contracts for which such representatives' departments, agencies, or programs are grantees, contractors, or applicants." When in these roles, Board members shall not

participate as Board members in Board discussions; they shall only speak or answer questions as the grantee, contractor or applicant, in the same manner in which any other such entity would speak at a KCDD meeting. When members abstain from voting the minutes of the KCDD should reflect that the abstention from voting.

These restrictions should not be construed as preventing the board member from briefly stating his/her position in the matter, nor from making the same type of presentation as any grantee, contractor or applicant would make to the Board, nor from answering pertinent questions of other board members, since his or her knowledge could be of assistance to the deliberations.

All board members will be required to complete the annual "Conflict of Interests" statement. This policy will be reviewed by the board annually and given to each new board member for signature during orientation.

Adopted: _____ 08/11/2012 _____ Last revised: _____ 08/11/2012 _____

2.9: Enforcement of Board Ethics Policies

Any board member who believes that a fellow board member has acted unethically should first review the current board ethics policy. Board members should not file or encourage the filing of ethics complaints that are frivolous and are intended to harm the respondent rather than to protect KCDD.

If the board member continues to believe a fellow board member has acted unethically he/she should seek resolution by discussing his/her concerns with the colleague if such discussion is likely to be productive and does not violate any individual's right to privacy. The Board member making the complaint shall state that they have a complaint about an ethics violation, and shall inform the other Board member of the specifics of the complaint.

If this discussion, or other informal attempts to address the concern, fails to resolve the problem, the board member should bring the concern to the attention of the board chairperson. If the concern relates to the board chairperson, the issue should be brought to the attention of the board vice-chairperson.

The board chairperson may choose to address the concern individually with the member in question or refer the concern to the executive committee. The Board expects that a successful resolution of an ethics complaint will be that the issue is addressed and that the member understands the specifics of the ethics policy, the seriousness of the policy and follows it.

Board members shall cooperate in ethics investigations, proceedings, and resulting requirements. In doing so, they should make reasonable efforts to resolve any issues as to confidentiality. Failure to cooperate is itself an ethics violation.

Adopted: _____ 08/11/2012 _____ Last revised: _____ 08/11/2012 _____

Any official action taken by the Council found to have involved a member having a Conflict of Interest or otherwise violating this Policy, the Council By-Laws, or any applicable state and federal laws regarding Conflict of Interest, even unintentionally, shall be brought before the Council for a vote on the action

2.10: Recommendation and/or Probationary Action of Council Members

Council, as the result of an affirmative vote of sixty percent (60%) of its members, may petition the Governor to remove a Council member or may sanction a Council member for any of the following reasons:

- A) Dereliction of duty which includes, but is not limited to, absences at more than three (3) meetings during a calendar year;
- B) Conduct, as a council member, harmful to or opposed to the best interests of the Kansas Council on Developmental Disabilities;
- C) Abuse of grantees, Council staff or other Council members;
- D) Repeated violations of Council By-laws or policies; or
- E) A Council member becomes ineligible to continue to serve as a member.

Prior to a vote for Recommendation and/or Probationary Action, the Council member in question shall receive a notice in writing which states the grounds of the intended actions, and such Council member shall have the opportunity to present their case to the full Council. The council will then vote on recommendations and/or Probationary Actions to be forward to the Governor's Office.

Adopted: _____ 08/11/2012 _____ Last revised: _____ 12/11/2017 _____

2.11: Conflict of Interest's Statement

Conflict of Interests Statement

I have read and am familiar with the KCDD board policy concerning conflict of interests, and I have initialed the line opposite the appropriate paragraph below and I affirm that I will abide by this policy.

In order to fully disclose and register my potential conflicts of interest, I am detailing my affiliations below. These include my place of employment, other Boards, Commissions, Councils, etc., that I serve on, and any businesses that I have a financial interest in. These affiliations will be noted in the Board Conflicts Registry, which I will

faithfully update at every Board meeting. I am disclosing these affiliations to best of my knowledge:

Board member signature _____ Date: _____

Adopted: _____ 08/11/2012 _____ Last revised: _____ 08/11/2012 _____

2.12: Legal Obligations of Board Members

The KCDD board is both responsible and liable for KCDD. The KCDD board and the law require every board member to follow the rule of the reasonably prudent person and the principle of good faith.

The rule of the reasonably prudent person means the board will not:

- mismanage KCDD by deviating from fundamental management principles, such as planning carefully for the future of KCDD, regularly reviewing the financial status of KCDD, and monitoring compliance with board policies.
- fail to govern by utilizing all control systems to govern KCDD.
- be involved in self-dealing that provides personal gain to board members.

The principle of good faith means that board members will:

- attend board and committee meetings and be a part of board actions.
- read and understand KCDD's policies and bylaws.
- pay attention to corporate affairs and keep informed of organization activities.
- ensure that KCDD is in compliance with legal requirements.
- avoid self-dealing.

Adopted: _____ 08/11/2012 _____ Last revised: _____ 12/11/2017 _____

2.13: Legal requirements of board members

All KCDD board members will be expected to recognize and accept their legal position as governing agents of KCDD. A board member of KCDD occupies the role of a fiduciary with regard to those served. A fiduciary is a person who holds something in trust for another. If KCDD board members violate their trust or fiduciary duty, they may be subject to legal consequences. The duties and responsibilities of board membership attach automatically when board members accept the office.

There is a certain amount of liability involved with being a board member, so the board will annually discuss the liability issue to be certain that the board is adequately informed and insured. A management and Board errors and omissions policy, as well as other insurance policies, will be obtained. KCDD DSA legal opinion is that we are covered by the Kansas Tort Claims Act and therefore removes KCDD's need to acquire general liability insurance.

The **Kansas Tort Claims Act (KTCA)** was enacted twenty-five years ago by the Kansas Legislature. Prior to the KTCA, **Kansas** recognized the common law doctrine of sovereign immunity that rendered the state and its subdivisions immune from liability for harms caused by tortious conduct of its employees unless it first consented to being sued.

Adopted: _____08/11/2012_____ Last revised: _____08/19/2012_____

2.14: Indemnification of Board Members

KCDD shall indemnify all board members, officers and former board members and officers from any suit or proceeding, by reason of the fact that he or she was a board member or officer of KCDD, against expenses, judgments, fines and money paid in settlement, if the board member or officer acted in good faith and in a manner the board member or officer believed to be in the best interest of KCDD, and believed the actions were lawful.

Adopted: _____08/11/2012_____ Last revised: _____08/11/2012_____

2.15: Legal Services Agreement

KCDD may choose to access legal services from the Attorney Generals office or other legal counsel. A written agreement for legal services shall be executed between the chairperson of the board and legal counsel before any work is performed or fees incurred. If there is an ongoing relationship between counsel and KCDD the written agreement may authorize executive director to serve as the ongoing contact for legal services, and authorize those persons to direct the day-to-day decisions about use of legal counsel. When the legal counsel's advise specifically concerns the executive director, this point of contact shall be the Board Chair. Authority to initiate a lawsuit or to increase fees for legal services beyond the budgeted amount will be at the discretion

of the board. Authority to settle a lawsuit or terminate a lawsuit will be at the discretion of the board.

Adopted: _____08/11/2012_____ Last revised: _____08/11/2012_____

2.16: Ethical Obligations of Board Members

The board will annually review and approve a code of ethics for board members. All board members will be given a copy of the code of ethics, and will be expected to adhere to the provisions of that code.

Adopted: _____08/11/2012_____ Last revised: _____08/11/2012_____

2.17: The KCDD Board Code of Ethics Pledge

The KCDD Board Code of Ethics

As a member of the KCDD board, I WILL...

- listen carefully to my teammates, and those served by KCDD.
- respect the opinion of other board members.
- respect and support the majority decisions of the board.
- recognize that all authority is vested in the board when it meets in legal session and not with individual board members.
- keep well-informed of developments that are relevant to issues that may come before the board.
- participate actively in board meetings and actions.
- call to the attention of the board any issues that I believe will have an adverse effect on KCDD or those we serve.
- attempt to interpret the needs of constituents to KCDD and interpret the action of KCDD to its constituents.
- refer constituent or staff complaints to the proper level on the chain of command.
- recognize that the board member's job is to ensure that KCDD is well-managed, not to manage KCDD.
- vote to hire the best possible person to manage KCDD.
- represent all constituents of KCDD and not a particular geographic area or special interest groups.
- consider myself a "trustee" of KCDD and do my best to ensure that KCDD is well maintained, financially secure, growing and always operating in the best interests of constituents.
- always work to learn more about the board member's job and how to do it better.

- declare, through KCDD’s affiliations registry, any conflict of interests between my personal life and my position on the KCDD board, and avoid voting on issues that appear to be a conflict of interest.

As a member of the KCDD board I WILL NOT...

- be unreasonably critical, in or outside of the board meeting, of other board members or their opinions when acting as members of the Board.
- use KCDD or any part of KCDD for my personal financial-advantage or the personal financial advantage of my friends or relatives.
- discuss the confidential proceedings of the board outside the board meeting.
- promise prior to a meeting how I will vote on any issue in the meeting.
- to interfere with council members or staff to carry out council business

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2.18: Political Contributions

Members of the KCDD board must never make political contributions on behalf of KCDD. If a board member takes an active part in the political process, it must be done at the board member's personal expense. KCDD will not reimburse anyone for a political contribution.

Board members must not make any direct or indirect political contribution in cash, property or service specifically on behalf of KCDD.

Adopted: _____ 08/11/2012 _____ **Last revised:** _____ 08/11/2012 _____

2.19: Board Planning and State Plan Adoption

To ensure that planning is based on the needs and preferences of current and potential constituents, KCDD board and management will annually conduct a realistic assessment of KCDD capabilities and analysis of trends likely to impact the future of KCDD. With this information, KCDD will conduct all assessment, planning and implementation for the State Plan as required by its federal funder and the Federal DD Act.

Adopted: _____ 08/11/2012 _____ **Last revised:** _____ 08/11/2012 _____

2.20: Perpetuation of the organization

Appropriate potential new board members must be recruited to maintain continuity of the governance of KCDD.

Although the Governor has a role in appoints Board members pursuant to federal law, the board will maintain an ongoing recruiting plan that can fill board

vacancies with well-qualified candidates and with minimal disruption to the board's work. When recruiting new board members, the board will attempt to find a broad representation that will offer diverse perspectives to the board's decisions. It is every board members responsibility to find effective candidates to serve on the Board.

The membership of the council shall be geographically representative of the state and reflect the diversity of the state with respect to race and ethnicity.

Adopted: _____08/11/2012_____ Last revised: _____12/11/2017_____

2.21: Vacancies on the board

When a vacancy occurs on the Council, or the membership composition is out of compliance with federal law, the Executive Director shall call this to the attention of the Governance Committee of the Council who will provide recommendation to the full council for approval. The recommended nominations will then be forwarded to the Governor

Adopted: _____08/11/2012_____ Last revised: _____12/11/2017_____

2.22: Meeting attendance requirement

It is the policy of KCDD board that board members must attend meetings to maintain governance continuity, to be fully informed about the issues on which they will vote, and to meet their responsibility to contribute to the decisions the board is required to make.

If a board member will be absent from all or part of any meeting, the board member is expected to notify the Board of this absence by contacting the board chairperson and the executive director as soon as the need to be absent is known. Any Board members who follows this notification requirement will be duly noted in the minutes as having an "excused absences."

If a board member has three absences which are not excused, the board chairperson will ask the board to consider making a recommendation to the Governor to remove the board member from membership on the board.

When a board member is absent from any board meeting with an unexcused absence, the minutes will also be reflected that the absence is unexcused.

Members who have been absent from three council meetings in any calendar year period, may be recommended for review by the Governance Committee.

The Full Council may recommend termination of a council member that has three unexcused absences in a calendar year or for cause. Upon such recommendation, the Governor's office shall be notified of the vacancy.

After three (3) absences within a calendar year, the Chairperson shall notify the member of the intent to notify the appointing authority to request a replacement unless the member can show cause. The Executive Committee of Council shall determine whether absences are excused.

Adopted: _____08/11/2012_____ Last revised: _____12/11/2017_____

2.23: Compensation of Board Members

Board members will not be compensated for service on this board. Compensation does include reasonable reimbursement travel pursuant to Board policy.

Adopted: _____08/11/2012_____ Last revised: _____08/11/2012_____

2.24: Authorized Contact of Professional Consultants

Only the executive director or their designee may contact professional consultants on behalf of the board, unless the Board has otherwise by specific action differed this ability to a Board Committee or other Board member. Costs billed to KCDD and associated with individual board members contacting legal counsel or other professional consultants without specific authority from the board of directors or as authorized and detailed in Board policy, will be billed to the board member making the unauthorized contact.

Adopted: _____08/11/2012_____ Last revised: _____08/11/2012_____

2.25: Board correspondence

All official correspondence from the board will be written on KCDD stationery will be approved by the executive director. Use of KCDD letterhead by the board will be limited to Official Agency Business only.

No material or information disclosed in executive sessions of the board will be released to any unauthorized person

Adopted: _____08/11/2012_____ Last revised: _____12/11/2017_____

2.26: Board Members speaking for the Board to the Public or Media

Individual board members may not speak to the public or the media on behalf of the board unless authorized by the full board to do so.

When speaking about KCDD or about board action, board members should be careful to define when their remarks represent personal opinion and when their

remarks represent official board position. Board members must be aware that may be viewed as board members even when they designate comments as personal.

Adopted: _____08/11/2012_____ Last revised: _____08/11/2012_____

2.27: Authority of Board Members

Board members have authority only when acting as a body in regular or special meetings of the board, or when the full board has granted clearly specified authority to individuals.

The board will not be bound in any way by any statement or action by any individual board member except when such statement or action is in pursuance of an adopted board resolution or special instructions by the board, or under specified delegation of responsibility.

Adopted: _____08/11/2012_____ Last revised: _____08/11/2012_____

2.28: Board Member Orientation and Development

The KCDD board believes that professional development for board members is vital to good governance of KCDD. Therefore, new board members will be given, within 90 days of appointment, a thorough orientation about KCDD, board operations, finance, conflicts of interest policy, board ethics, responsibility and liability.

The board will also include in the annual budget of KCDD a line item for board development. The line item will be used to pay for publications and materials to assist the board to learn the job, training and in-service programs oriented to board operations and travel to conferences and conventions that will assist board members to develop their governance skills.

Adopted: _____08/11/2012_____ Last revised: _____08/11/2012_____

2.29: Board Self-Evaluation

Performance accountability for the board can only be maintained at a high level through regular self-evaluation of the board's work. Therefore, the KCDD board will annually conduct a written self-evaluation of the board's performance for the past year. The evaluation will include, but not be limited to:

- quality of meetings
- committee performance
- progress on the long-range plan
- fiscal monitoring
- cohesiveness of the board team
- quality of the relationship with the executive director
- exercise of vision on behalf of the organization

- level of participation in board activities by all board members
- community/member relations

It will be the responsibility of the board chairperson to initiate the board self-evaluation.

Adopted: _____ 08/11/2012 _____ Last revised: _____ 08/11/2012 _____

2.30: Board Members as Advocates for KCDD

Board members are potentially the most powerful advocates for KCDD programs and services, and are expected to take an active role in promoting KCDD. Advocacy opportunities for board members include legislative education and public relations.

The board will annually discuss pending and potential legislative issues that will impact KCDD, and develop a report on the official KCDD position on those issues. That report will be distributed, as appropriate, to board members, staff, legislators, constituents and other interested parties.

The executive director will regularly bring opportunities for board member advocacy to the board, such as:

- requests for KCDD presentations to service clubs and other organizations.
- invitations to display KCDD programs at county fairs, home shows and other events.
- public events and gatherings.
- letter writing campaigns.
- appearances before funding bodies.

The executive director will ensure that each board member has a supply of brochures or other materials about KCDD programs and services, and inform board members about other equipment and materials available for advocacy activities.

Accommodation Policy:

These meetings are being held consistent with FOIA and ADA requirements. Persons requiring accommodations should contact the KCDD Office at 785-296-2608 in advance to make necessary arrangements for participation.

ADA Requirements: Reasonable accommodations are adjustments or modifications, which range from making the physical environment accessible, providing a flexible schedule or providing assistive equipment (examples: TTY machine for customers with hearing impairments or a computer that enlarges print for customers with vision impairments). These accommodations must be made case-by-case

Adopted: _____ 08/11/2012 _____ Last revised: _____ 12/11/2017 _____

2.31: Board Members as Volunteers

Members of the KCDD board may serve as a volunteers for KCDD. While serving as direct service volunteers, board members must comply with the same rules governing all KCDD volunteers, and be particularly mindful that:

- all volunteers are supervised and directed by staff and accountable to staff.
- board members have no board authority when working as volunteers.

Adopted: _____ 08/11/2012 _____ Last revised: _____ 08/11/2012 _____

2.32: Public Communications

It is the KCDD board’s policy to encourage release of information to the public regarding programs, board activities and consumer concerns. That communication will:

- maintain integrity in dealing with the public and the news media. The executive director (or designee) is the official spokesperson and shall provide the news media with a formal channel of communication.
- use the various news media for the promotion of KCDD programs and raise the community consciousness regarding KCDD services.
- communicate always in an accurate and honest way consistent with other related board policies.
- The DD Council is a collective unit. No individual member shall speak on behalf of the council unless permission is granted by action of the council
- If a council member disclose they are a member of the DD Council, they must also disclose they are not speaking on behalf or representing the council

Adopted: _____ 08/11/2012 _____ Last revised: _____ 12/11/2017 _____

2.33: Guideline for Processing Complaints

From time to time situations may occur that create a belief on the part of the public or constituents that KCDD needs to review its action/decisions. Anyone other than KCDD Staff that would like to offer a formal complaint may do so by requesting a blank complaint form from our website or from the KCDD office. The form should be completed with the nature of the complaint and the relief that is being requested.

Step by step process for person other than KCDD staff to file a complaint.

Each step in the procedure will give consideration to the complaint and will be a review of facts. Each individual receiving the complaint will issue a written response within the time stated. If the party filing the complaint is not satisfied with the remedy they can appeal each decision up to a board hearing. If the person filing the complaint isn't satisfied with Response #1 they can present the complaint to level #2 who will respond within (5) working day from the receipt of the complaint. The complainant has (10) working days from the time they receive the level #2 response to file a complaint with the board. The board will conduct a hearing within (30) working days from the receipt of the complaint. The KCDD boards decision is final.

KCDD Official Complaint Form:

KCDD Official Complaint Form

Date: _____

Person filing complaint: _____

Phone: _____

Where may you be reached (Address):

Explain nature of complaint:

Requested remedy:

Response #1: (Level--Line staff)

Response #2: (Level--Executive director)

Response #3: (Level--Board of directors)

Adopted: _____ 08/11/2012 _____ **Last revised:** _____ 12/11/2017 _____