The Friends of Pleasant Bay

Board of Directors Guide

July 8, 2021

Table of Contents

Introduction to the Friends of Pleasant Bay (the Friends or FoPB) 3
Brief History of the Friends of Pleasant Bay 4
Mission and Current Priorities 6
Board Responsibilities 7
- Fiduciary Responsibilities of Directors
- Directors Liability Insurance
- **Friends of Pleasant Bay Bylaws**
- Officers and their Responsibilities
- The Current Board and Terms of Directors
- Delegation of Authority

### Board Committees and the Annual Calendar

- Committee Overview
- Six Standing Committees
  - Executive
  - Finance
  - Education and Programs
  - Membership
  - Communications
  - Governance
- Ad Hoc Committee Descriptions
  - Floating Classroom
  - Annual Meeting/Events
  - Special Project Fundraising
  - Science
- Nominating Committee
- Current Committee Membership
- Annual Calendar

### Other FoPB Policies

- Retention of Records
- Whistleblower
- Travel
- Investment

FoPB Website Introduction, Login Instructions, and Closing Words
An Introduction to the Friends of Pleasant Bay

Congratulations on having joined the board of a small and high-functioning organization. We are glad to have you joining us and look forward to helping you apply your skills and interests to FoPB’s activities. The FoPB Board does the work of the organization; there is no staff. Thus, FoPB is designed to have almost all the funding it raises go directly to the activities it supports. Since its inception, FoPB has been recognized for its education, advocacy, research, and conservation leadership.

In the past few years, the FoPB Board has been working to codify its policies and procedures with two goals in mind: to assure that FoPB functions in the top tier of non-profit organizations and to help new Board members “get up to speed” quickly. The Board created this guide with those goals in mind. Designed primarily for new FoPB Board members, it also is meant to serve as an ongoing resource for the entire Board, particularly when a Board member takes on new committee or officer responsibilities. Because the Guide will need to change as the organization’s work evolves, it uses internet links to more detailed documents, most of which exist on the FoPB website in a password protected section available to the Board. (See the Guide’s website section.)

After this welcome and brief history of FoPB, the Guide addresses the responsibilities of all Board members, the work of FoPB’s committees, the Annual Calendar of events, the bylaws and organizational policies, and the website. The Guide is designed to help you see the big picture of these areas, with linked website materials for specific, current information. An additional approach for orienting you to FoPB is an in-person orientation that the Board’s Governance committee runs for new members during their first fall on the Board. No initial orientation or document can anticipate all the questions that will arise during your time as a Board member, so feel free to ask anything that will help you be as effective as you can be in your FoPB work. Congratulations again on your nomination and selection as a Friends of Pleasant Bay Board member, and welcome to our Board.
Brief History of the Friends of Pleasant Bay

The founders organized FoPB as a non-profit organization in 1985 with the mission to “preserve and enhance the natural, visual, and historic resources of Pleasant Bay.” Click here Our History for a description of the events that motivated the early years, written by past president George Cooper. The organization focuses on the Bay, Cape Cod’s largest estuary, and its entire watershed.

In 1987, FoPB successfully achieved designation for the Bay as an Area of Critical Environmental Concern (ACEC), a Commonwealth of Massachusetts categorization that...
increases the Bay’s protection. Funding by the Friends supported preparation of the first Resource Management Plan in 1998. Regular updates to the Resource Management plan are coordinated by the Pleasant Bay Alliance, a municipal group that allows the towns in the watershed (Brewster, Chatham, Harwich, and Orleans) to focus on Bay issues together. A top current priority is the water quality in the Bay. Click here for PB Alliance Watershed Management Plan

Supported by both memberships and donations, FoPB provides financial support to many projects and local groups. Educational and other grants allow young people to explore Pleasant Bay through experiential science, art, and humanities projects. Current projects are referenced later in this Guide under the Education and Program Committee. Scientific Grants support research on wildlife and coastal processes. A recent major effort involved assessing the flora and fauna in the Bay, conducted by the Center for Coastal Studies. Click here Below the Surface of the Bay to see the report. The Board’s Science Committee is charged with recommending such activities.

From 2017-2019, FoPB raised over $250,000 for the design, construction, and certification of a solar-powered vessel that will serve as a floating classroom on the Bay for years to come. It is named “The Friend of Pleasant Bay,” (AKA “The Friend”) and FoPB donated it to Pleasant Bay Community Boating (PBCB) June 2021, following the Coast Guard’s certification of the vessel. PBCB will operate it for educational programming on the Bay.

Most recently, FoPB led fundraising to acquire and preserve Sipson Island, creating public access to the island for the first time in 300 years. This effort was a quantum leap forward for the Friends, in that we worked with other organizations, including the local land trusts, to raise over $5.0 million. (See LINKS here to a picture of Sipson Island and a news article on the recent purchase.) As part of this effort, FoPB launched another non-profit, the Sipson Island Trust (SIT), to manage the island going forward. SIT is raising the funds to restore the island and manage education and research projects related to it.
In 2017 FoPB was proud to receive the “Outstanding Organization Award from the American Fisheries Society (organized in 1870) and its Southern New England Chapter for “work dedicated to the preservation of one of Cape Cod’s most stunning recreational resources.”

Mission and Current Priorities

The Friends’ mission is to promote education, research, and public awareness of the area as one of critical environmental concern; preserve open space and to retain visual quality of the area; preserve the environmental integrity of the bay shore; ensure habitat protection and retention of the rich biological diversity and productivity of the bay; retain and enhance public access to the shoreline; preserve natural and historic sites; and promote public awareness of historic Native American culture.

Our priorities in the fiscal years July 2019 to June 2021 were to complete the two large projects that dominated our agenda for the last several years: the design, construction and certification of the solar-powered vessel, and the fundraising for the acquisition and preservation of Sipson Island. With those projects behind us, we will set new priorities for the near and longer terms. One possibility is to focus on an element of our mission that has been overlooked: promoting public awareness of historic Native American culture surrounding the Bay.
Board Responsibilities

Fiduciary Responsibilities of Directors

Board members hold positions of trust and act on the part of the members of the FoPB. The law refers to Board members as “fiduciaries” (persons who hold a position of trust), with “fiduciary responsibilities.” The assumption in the law, which the FoPB Board shares, is that FoPB is more likely to be a well governed organization when its directors meet their fiduciary responsibilities. Three of the fiduciary responsibilities that often arise in FoPB’s work are the duties of care, loyalty and obedience. The duty of “care” requires that directors use the same degree of diligence, inquiry, and skill in performing their duties as would a prudent person under similar circumstances. For example, when voting on a motion at a Board meeting, directors should have enough information to cast an informed vote. The duty of “loyalty” requires that directors act in good faith and refrain from self-dealing. The best protection here is transparency. If a director might have a conflict of interest because of work or relationships outside FoPB, make that potential conflict known to the rest of the Board, which can then decide how to proceed. Click here for Conflict of Interest Policy. The duty of “obedience” requires that directors carry out the FoPB’s work in ways set out in our bylaws and approved policies. For example, we have a duty to stick to our mission.

In practice, these duties are not burdensome. Neither the law or good governance asks Board members to have perfect knowledge or expertise regarding all the actions they need to take in doing FoPB’s work. But directors are asked to be prudent, diligent and transparent. Thus, ask questions and feel comfortable about issues before taking action on them. Click here MA AG Guide for Board Members for a useful short document from the Attorney General in Massachusetts regarding the responsibilities of board members of non-profits in Massachusetts.

Directors Liability Insurance

FoPB provides directors liability insurance of $1 million in coverage for current directors. The insurance, known informally as D & O or Director and Officer insurance, is payable to the directors and officers or to FoPB itself to cover damages or defense costs in the event that such costs are a result of a lawsuit filed against the directors for alleged wrongful acts while acting in their capacity for FoPB.

Friends of Pleasant Bay Bylaws

The FoPB Bylaws are the most important document shaping the Board’s work. They include our mission, stipulate how directors are nominated and confirmed, describe the officer positions, state the procedures for calling and running meetings, describe the
Board committees, and so on. The Bylaws can be changed only by a vote of the FoPB members at the annual meeting. While their language is somewhat technical, the bylaws are foundational and worth a read to familiarize yourself with their content and format. Click here for the current bylaws.

Officers and Their Responsibilities

FoPB has four officers: President, Vice President, Treasurer, and Secretary. The officers are elected each year by the Board at the first meeting in the fall after the Annual Meeting of the corporation, which usually happens in July. This means new Board members confirmed at the Annual Meeting get to vote for the officers. Officers serve one-year terms and may be reelected to additional terms. The President functions as the chief executive officer of FoPB. S/he chairs the Board and Annual Meeting and appoints the heads of the Board committees, who then select the other committee members in consultation with the President. (The one exception is the Nominating Committee, whose members are elected by the FoPB members at the Annual Meeting.) The President chairs the Executive Committee.

The Vice President serves for the President when needed and takes on other ad hoc duties. The Treasurer functions as the chief financial officer of FoPB. In that role s/he prepares an annual budget that the Finance Committee reviews and recommends to the full Board for action; reports at all meetings on FoPB’s revenues, expenses, and assets; oversees the contract bookkeeper; recommends any audits/reviews of FoPBs financial statements; and implements FoPB’s investment policy. The Secretary prepares the minutes for Board meetings and the Annual Meeting. Massachusetts law requires all non-profit organizations to have a “Clerk,” and the Secretary fulfills that role.

The Current Board and Terms of Directors

The bylaws stipulate that there will be 18-21 directors with a minimum of two directors from each of the four towns in the watershed. Click here for Current Directors Photos and Bios. Directors serve three-year terms and may serve two consecutive terms before they must step down for a year before being considered by the Nominating Committee for re-nomination. The typical tenure is six years. If a director is elected to complete an unexpired term, the new director would serve the remainder of the unexpired term and then be eligible to be nominated by the Nominating Committee for his/her own three-year terms. Click here for the 2021-2022 FOPB Term Chart PDF.

Delegation of Authority

One of FoPB’s most important policy documents is its “delegation of authority.” This policy stipulates who can commit FoPB to contracts, grants, and similar documents; who can approve the payment of invoices; who has access to FoPB’s bank accounts; and
so on. Most of these duties are handled by the President and Treasurer with the Vice President involved in certain situations. Click here for Delegation of Authority policy.

Board Committees and the Annual Calendar

Because FoPB currently has no staff, almost all its work is done by its committees. There currently are six standing committees that are ongoing, three ad hoc committees created to do time-limited tasks, and the Nominating Committee. The duties of the standing committees are outlined in the bylaws and expanded in descriptions of the composition, duties, and annual responsibilities of each committee. The bylaws are general, while the committee descriptions are consistent with current practice, so rely on them. Those descriptions are posted on the website, with links below. The standing committees are Executive, Finance, Education/Program, Membership, Communications, and Governance. A complete list of the standing committees is in Article III, section 6 of the bylaws:

Currently there are four ad hoc committees:

1. One that plans events such as the Annual meeting;

2. a committee exploring the possibility of a Native Cultural Initiative;

4. and a committee charged with making recommendations about FoPB’s role in future research activities, the Science Committee.

Executive Committee:

Consisting of the FoPB officers and up to three other president-appointed directors, this committee is empowered to act on behalf of the full Board when needed, due to time sensitive issues.

Finance Committee:

This committee works with the Treasurer to develop and recommend the annual budget and oversee FoPB’s modest investments. Exclusive of special project fundraising, the FoPB annual budget is in the range of $65,000, most of which supports grants to schools and other organizations for activities related to the Bay and communication materials such as our newsletters and brochures. Most of the revenue comes from semi-annual
appeals resulting in modest donations. Special projects are an exception and can result in large, project-specific donations. To read the annual budgets click here for 2021-22 Budget Approved.

**Education and Program Committee:**

The focus of this committee is to review and recommend action on proposals from schools and other organizations to use the Bay for educational and other activities consistent with our mission. Typical school grants involve 50 or so students and primarily support transportation to and out onto the Bay. Click here to download the 2021 Grant Summary Report. Given COVID, spending for educational grants this past year was atypically low. With the “Friend” vessel now certified and the world opening up, we expect that grant requests will grow significantly in 2021-2022.

**Membership Committee:**

This committee is responsible for building, sustaining and reporting on membership in FoPB.

**Communications Committee:**

FoPB’s communication program, including the design and content of our two newsletters a year and a brochure we publish about our work and the Bay, is the responsibility of the Communications Committee. FoPB also maintains a stock of books about the Bay. The Communications Committee offers editing services for FoPB communications and maintains inventory of communication-related materials.

**Governance Committee:**

In 2020 the Board created a governance committee to help FoPB be a well-governed organization. The Committee is responsible for periodically reviewing all FoPB policies and procedures, advising the Board on governance issues such as potential conflicts of interest, helping the Board stay current with the Annual Calendar, and providing an orientation for new Board members. This guide is one tool that the Governance Committee created to further its work.

**Ad Hoc Committees of the Board plus the Nominating Committee:**

**Native Cultural Initiative:** One element of our mission that has gotten little attention is promoting public awareness of historic Native American culture. This
past year the ad hoc committee has explored a possible relationship with the Wampanoag Language Reclamation Project

**Science Committee:** Research is part of our mission, and several years ago we supported an analysis of the Bay. The Board formed the Science Committee, charged with thinking through if and how FoPB might be involved in scientific work. This work took a back seat to the finishing of the recent projects and the Board will need to decide if the ad hoc committee should continue.

**Annual Meeting/Events Committee:** The Events Committee organizes event planning and implementation of social events, to include schedule, invitation, venue and food arrangements. Regular FoPB events include the Annual Meeting and a spring potluck dinner to which former directors are invited.

**Nominating Committee:** This is the one committee whose membership is elected by FoPB members at the Annual Meeting. It consists of two Board members and three other members of the organization. Each year the committee prepares a recommended slate of new Board members to fill any vacancies created by resignation or term limits. In addition, the committee recommends a slate for the next year's Nominating Committee. At the first Directors meeting after the Annual Meeting, the same Nominating Committee presents a slate of Officers to the Board.

**Current Committee Membership**

All Board members serve on one or more of FoPB’s committees. Each year the President chooses committee chairs from the current directors for all committees except Nominations, whose members elect their chair. Then committee chairs select the committee members, who need not be current directors. In practice, this is an open process that considers the interests, skills, and availability of the current directors. New Directors should make their interests known. Click here for [2020-21 FOPB Officers and Committees](#).

**Annual Calendar**

Many FoPB activities occur at predictable times throughout the year. For example, the call for proposals for education grants goes out early in the year, the Finance Committee proposes an annual budget for July-June at the May meeting, and the Annual Meeting is held mid-summer. These predictable events should occur when planned because they often influence each other. FoPB has created an annual calendar listing all these events by month, which also serves as a good way to get an overview of the year. Click here for the Corporate Calendar. In addition, each committee description contains a calendar of the activities particular to that committee.
Other FoPB Policies

Retention of Records:
All organizations need a policy for which documents need to be retained and for how long. Some, such as the articles of incorporation, need to be kept permanently. Others, such as receipts needed as back up for tax filings, need to be kept for up to seven years. Click here for the Doc Retention Policy.

Whistleblower:
As one step toward good governance, a whistleblower policy needs to be in place to protect those who call attention to possible wrongdoing. Click here for the Whistleblower Policy.

Travel:
FoPB rarely is asked to authorize reimbursement for travel. When such a request is made, the travel policy provides guidance on the expenses that are reasonable. Click here for the Travel Policy.

Investment:
FoPB has modest financial resources that require a conservative investment policy to protect them. Click here for the Investment policy.

FoPB Website Introduction and Login Instructions
The FoPB website is the main vehicle FoPB uses to communicate with the membership and other interested parties. The public has access to most of the website, including information on FoPB’s history, publications, activities, grantmaking programs, Board, and fundraising. There is also a password protected portion of the site reserved for current directors. There you will find all the documents linked in this guide and more. Click here for BOD Website Instructions with instructions on how to log into the password protected portion of the website.

In Closing
The Governance Committee created this Guide and plans to improve it over time. It would be helpful to hear from directors new and old, as they use the Guide. How could it become more useful as you do your work?

Again, WELCOME to the FoPB Board and thank you for your willingness to serve. FoPB has shown that when we work together, we can protect the Bay.