



**BOARD OF DIRECTORS
HANDBOOK**

Effective: *INSERT DATE*

DRAFT

1. Who We Are

Children's Forum (the "Forum") is a Florida-based nonprofit organization operating under Section 501(c)(3) of the Internal Revenue Code. Founded on the principle that every child deserves a strong start, the Forum serves as a statewide hub for early childhood collaboration, systems-building, and workforce development.

The Forum works with child care providers, early learning coalitions, community stakeholders, and agencies from multiple states to strengthen the infrastructure supporting young children and their families. Its work spans professional development registries, scholarship programs, training systems, grant management, and policy advocacy.

Our Mission & Vision

Mission: Through collaboration, the Forum builds and supports systems to promote positive experiences and outcomes for young children.

Vision: To build connected and engaged communities supporting children for life-long success.

Core Values

The Forum's work is guided by the following core values, which board members are expected to model and uphold:

- **Collaboration** — We partner with communities, providers, and agencies toward shared goals.
- **Integrity** — We conduct business according to the highest ethical standards.
- **Respect** — We value every individual and maintain a culture of dignity and inclusion.
- **Excellence** — We pursue quality in all programs, services, and governance.
- **Accountability** — We are responsible stewards of public trust and donor resources.

2. Board Structure & Composition

The Board of Directors is the governing body of Children's Forum. It holds ultimate legal and fiduciary responsibility for the organization's mission, strategy, financial health, and compliance with applicable law.

Board Officers

The Board is typically led by the following officers, elected by the full Board:

Chair / President	Presides over board meetings; serves as primary liaison to the President/CEO; leads executive committee.
Vice Chair	Supports the Chair and assumes responsibilities in the Chair's absence.
Secretary	Ensures accurate meeting minutes, proper record-keeping, and timely notice of meetings.
Treasurer	Oversees financial reporting, audit process, and fiscal committee; ensures financial controls are in place.

Committees

The Board may establish standing or ad hoc committees or task forces to carry out its work. At this time, The Children's Forum Board has a Finance Committee whose purpose serves to review financial statements, oversee audits, and monitor internal controls. There is also a Compensation Committee responsible for evaluating and recommending changes to the President/CEO's compensation.

New committees may be proposed by Children's Forum staff or Board members at any time as needs arise. Any proposed committee will be subject to a Board vote, and a majority approval is required for its establishment.

3. Roles & Responsibilities of Board Members

Service on the Children's Forum Board of Directors is a meaningful commitment. Board members are expected to actively engage in governance and to bring their skills, networks, and judgment to bear in service of the Forum's mission.

Three Fiduciary Duties

Under Florida law and established nonprofit governance standards, each board member owes three core fiduciary duties to the organization:

Duty of Care

Exercise reasonable care and diligence in decision-making. This means coming prepared to meetings, asking informed questions, reading financial statements, and engaging thoughtfully with organizational strategy — acting as a prudent person would in managing the affairs of another.

Duty of Loyalty

Act in the best interests of Children's Forum at all times. This means placing the Forum's interests above personal interests, disclosing any actual or potential conflicts of interest, and recusing yourself from votes where a conflict exists.

Duty of Obedience

Ensure the Forum remains true to its charitable mission. This means that resources are used in furtherance of the stated mission and that the organization complies with all applicable laws, regulations, and its own governing documents.

General Expectations

- Attend and actively participate in at least 3 regularly scheduled board meetings and/or retreats.
- Actively participate in board-related work outside of scheduled Board meetings, including activities such as meetings with the President & CEO, attendance at conferences and events hosted by The Children's Forum, and other related duties.
- Prepare for meetings by reviewing materials in advance.
- Support the Forum's fundraising efforts through personal giving and encouraging others to give.
- Serve as an ambassador for the Forum in the community — promoting awareness of and enthusiasm for its mission.
- Act as a resource to the President/CEO by offering expertise, connections, and guidance when requested.
- Maintain the confidentiality of board deliberations, personnel matters, financial data, and client information.
- Advocate for children and early learning in professional and civic settings.

4. Board Meetings

The Board meets regularly throughout the year. The schedule of meetings is set annually by the Board Chair in consultation with the President/CEO. Special or emergency meetings may be called as needed.

Meeting Frequency	As established annually by the Board (typically quarterly at minimum).
Quorum	A majority of seated board members constitutes a quorum for the transaction of business.

Attendance	Members are expected to attend at least 3 regular meetings and have active participation outside of meetings. Excessive absences and inactivity may result in removal per the bylaws.
Notice	Notice of meetings is provided in accordance with the Forum's bylaws and applicable Florida law.
Minutes	The Secretary ensures accurate minutes are prepared and approved at each subsequent meeting.

Board members who cannot attend a meeting should notify the Board Chair or Secretary in advance. Participation by telephone or videoconference is generally permitted in accordance with the bylaws.

5. Conflicts of Interest

The Forum maintains a Conflict of Interest Policy consistent with IRS requirements for 501(c)(3) organizations. All board members are required to:

- Annually disclose any known or potential conflicts of interest by completing the Forum's Conflict of Interest Disclosure form.
- Promptly disclose to the Board Chair and/or legal counsel any new conflict that arises during the year.
- Recuse themselves from discussion and voting on any matter in which they have a personal, financial, or organizational interest that could impair — or appear to impair — impartiality.
- Never use their position on the Board to obtain personal financial gain or benefit for themselves, their family members, or their affiliated organizations.

The Forum's Anti-Nepotism Policy further prohibits board members from advocating for the employment of immediate family members in situations that would create a conflict or the appearance of one.

Violations of this policy may result in removal from the Board and, where applicable, personal liability.

6. Financial Oversight

The Board holds ultimate accountability for the financial health of the Forum. This includes ensuring that resources are used in furtherance of the mission, that adequate internal controls exist, and that the Forum remains financially sustainable.

Key Financial Responsibilities

- Approve the annual organizational budget.
- Review regular financial statements (balance sheet, income statement, cash flow) at each board meeting.
- Oversee the annual independent audit and review the auditor's findings and management letter.
- Ensure compliance with all grant, contract, and donor restrictions.
- Approve major financial transactions and expenditures above thresholds set by policy.
- Monitor executive compensation to ensure it is reasonable and properly documented (required for 501(c)(3) status).

Board members are not expected to be accountants, but they are expected to engage with financial information, ask questions, and raise concerns. The Finance Committee and staff leadership are available to assist board members in understanding financial reports.

7. Legal & Compliance Obligations

As a 501(c)(3) nonprofit, the Forum must comply with a range of federal, state, and local requirements. The Board is responsible for ensuring such compliance and for maintaining the Forum's good standing with all regulatory bodies.

Key Compliance Areas

IRS Form 990	Filed annually; available to the public. Board members should review the 990 before it is filed.
Florida Nonprofit Law	The Forum operates under Florida's Nonprofit Corporation Act (Chapter 617, F.S.).
Employment Law	The Forum's Employee Handbook reflects compliance with Florida and federal employment law. The Board oversees HR policy at the governance level.

Public Records	As a recipient of public funds, the Forum may be subject to Florida public records laws.
Background Screening	The Forum designates positions of special trust and complies with Level 1 and Level 2 background screening requirements under Florida law.
Anti-Discrimination	The Forum is an Equal Opportunity Employer and does not discriminate on any basis protected by law. The Board sets the tone for this culture.
Whistleblower Protection	The Forum prohibits retaliation against anyone who reports suspected illegal activity or policy violations in good faith.

Board members who become aware of potential legal violations or compliance concerns should promptly report them to the Board Chair, the Finance/Audit Committee, or legal counsel.

The Children's Forum holds all individuals associated with the organization — staff and board alike — to the highest standards of ethical conduct. Board members serve as stewards of public trust and are expected to lead by example.

Board Member Conduct Standards

- Treat fellow board members, staff, clients, and community partners with respect and professionalism at all times.
- Maintain the confidentiality of board discussions and sensitive organizational information — both during and after your term.
- Speak with one voice: once the Board has made a decision, support it publicly even if you disagreed privately.
- Do not accept gifts, gratuities, or personal benefits from vendors, contractors, or others doing business with the Forum that could create the appearance of impropriety. The Forum's Gifts Policy (limiting non-cash gifts to under \$25) applies to board members as it does to staff.
- Do not make public statements or speak to the media on behalf of the Forum without authorization from the Board Chair and/or the President/CEO.
- Do not engage in political activity on behalf of the Forum. The Forum does not endorse or contribute to any political candidate or party.

Harassment-Free Governance

The Forum is committed to a workplace and boardroom free from discrimination and harassment based on sex, sexual orientation, gender identity, race, age, disability, religion, national origin, or any other protected characteristic.

Board members are expected to uphold these standards in all interactions — at board meetings, committee work, events, and when representing the Forum externally.

Any concerns about harassment or discrimination should be reported to the Board Chair or legal counsel.

9. Relationship with the President/CEO

The Board's most important governance function is the hiring, support, evaluation, and — when necessary — dismissal of the President/CEO. The President/CEO is the only employee who reports directly to the Board. All other staff report through the President/CEO.

Governing Principles

- The Board governs; the President/CEO manages. Board members should refrain from directing staff or becoming involved in day-to-day operational decisions.
- The Board communicates with the President/CEO as a body, not as individuals. Individual board members do not have the authority to direct, instruct, or make commitments on behalf of the organization outside of established channels.
- The Board conducts an annual performance evaluation of the President/CEO and establishes measurable goals aligned with the strategic plan.
- The Board sets the President/CEO's compensation annually, consistent with comparable organizations and IRS reasonable compensation standards.
- Board members should be accessible to the President/CEO as resources — offering expertise, connections, and support — while respecting the operational boundary.

10. Fundraising & Community Engagement

Board members play a critical role in the Forum's fundraising success and community presence. Each member is asked to contribute in the following ways:

Give

Every board member is expected to make an annual personal financial contribution to the Forum at a level that is meaningful to them. 100% board participation in giving is important to donors, grant funders, and other stakeholders.

Get

Board members are encouraged to help identify, cultivate, and steward donors and grant opportunities. This may include making introductions, co-signing letters of solicitation, hosting events, or participating in funding meetings.

Govern

Board members provide governance oversight that inspires donor and funder confidence. Strong financial controls, transparent reporting, and ethical leadership are in themselves a form of organizational sustainability.

Advocate

Board members are champions for early childhood in their professional and civic lives. The Forum encourages board members to speak publicly about the importance of high-quality early learning and to support the Forum's mission in their communities.

11. Board Terms, Onboarding & Departure

Terms of Service	Board members serve three-year terms. At the conclusion of each term, members are welcome to renew their service for an additional three-year term or elect to step down — the decision rests entirely with the individual member, in consultation with the Governance/Nominating Committee. There is no obligation to continue, and both choices are honored equally.
Onboarding	New board members complete an orientation covering the Forum's mission, programs, finances, bylaws, key staff, and governance expectations.
Annual Commitments	Each board member reviews and signs this Handbook, the Conflict of Interest Disclosure, and any other required governance documents annually.
Resignation	Board members wishing to resign should provide written notice to the Board Chair and Secretary.
Removal	The Board may remove a member for cause or for excessive absences in accordance with the bylaws.
Exit	Departing members are asked to ensure the return of all Forum materials and completion of an exit conversation to support continuity.

12. Key Contacts & Resources

Board members should familiarize themselves with the following resources and contacts:

President/CEO	Primary point of contact for board inquiries; reports directly to the Board. The President & CEO will include other staff members as necessary.
Fiscal Department	Available for questions related to financial reports, expense reimbursements, and grants.
Legal Counsel	If outside counsel is needed, the Board Chair or President/CEO will retain an appropriate attorney to address legal matters. Board members are expected to cooperate fully and engage with outside counsel as necessary.
Florida Abuse Hotline	1-800-96ABUSE — All Forum-associated individuals with knowledge of suspected abuse, neglect, or exploitation of a child or vulnerable adult are legally required to report.

Acknowledgment

By signing below, I acknowledge that I have received and reviewed the Children's Forum Board of Directors Handbook. I understand my responsibilities as a board member and agree to fulfill them in accordance with this Handbook, the Forum's bylaws, and applicable law.

Printed Name: _____

Signature: _____ Date: _____

Board Position / Title (if applicable): _____