



KENTUCKY EQUALITY FEDERATION
Office of the Chairman of the Board
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RESOLUTION 2011-005

A RESOLUTION expanding and further defining the role of the Chair (Chairman, Chairwoman, Chairperson) of the Board of Directors.

WHEREAS, SmartMoney, eHow Money, the International Non-Profit Society, and Harvard Business School concur the role of non-executive Chairperson and that of the President should remain separate. According to Harvard Business School and the International Non-Profit Society, *"Appointing a 'Non-Executive Chairperson of the Board' is the single most decisive step that a Board can take to force systemic and truly effective change in corporate governance."*

WHEREAS, briefly, the aforementioned believe that an independent Chairperson provides stronger leadership for the Board of Directors to balance the power of the President on the Board of Directors, even though the President of Kentucky Equality Federation (*Kentucky for Kentucky Equality, Inc. and Kentucky Equality Coalition, Inc., collectively and individually*) cannot vote unless it is to break a deadlock (a tied vote) as described in Article III of the Bylaws.

RESOLVED, The primary function of a Non-Executive Chairperson is to preside over the Board of Directors. In addition to presiding over meetings of the Board, the Non-Executive Chairperson may also make appointments to Board Committees. The Non-Executive Chairperson has no executive authority and provides advice to the President and other management in the performance of their duties and as outlined in this Resolution; the Chairperson assists the Office of the President with difficult issues and shall provide regular advice to the President and the Office of the President. **The Chairperson also plays a critical role in public outreach by attending events, electronic messages, telephone calls to other organizations, groups, and educational outreach. Public outreach is a major task for the Chairperson.**

RESOLVED, The Chairperson's overarching responsibility is to ensure the Board's effective functioning, and in public outreach programs. Simply put, the Chairperson is the Chairperson of the

Board, and not of the entire Federation. An important corollary is that both the President and the Board of Directors are directly elected by dues paying, Official Members. The Board of Directors then appoints a Chairperson from among their members. The President reports to the Board of Directors, and not the Chairperson. The President is not a subordinate of the Chairperson, and if treated as such, undermines the effectiveness of the Board as a whole.

RESOLVED, The Non-executive Chairperson plays a critical role in representing the different communities within the Federation with an impartial viewpoint. The Chairperson is the highest-ranking member of the Board of Directors, enhances independence of the other Directors and ensures that all voices have a fair hearing; and maintains continuity during times of management change.

RESOLVED FURTHER:

- 1) **Keep the Board Focused on Governance, and Out of Management.** This responsibility flows from a clear conception of the Board's broad objective--to govern the company within its defined role. With this definition in mind, the Chairperson must ensure that the Board stays focused on the issues falling within its own domain, and not on those properly left to the Office of the President, Treasurer, Secretary, and other management. This means the Chairperson must develop a thoughtful perspective on what specific issues should come to the Board, and reach agreement with the President about this.
- 2) **Shape Annual Board Calendar and Meeting Agendas.** The Chairperson oversees the planning of the annual Board calendar, including the scheduling of meetings and the substantive allocation of recurring topics--such as donations and periodic reporting to dues paying Official Members, Presidential succession planning, detailed strategy discussions, and annual budget and operating plan reviews. Keying off the annual calendar, the Chairperson works closely with the President, and other Board members in producing the agendas for each Board meeting and in reviewing the agendas developed for committee meetings by their Chairs.
- 3) **Ensure that Directors Receive Appropriate and Timely Information.** Ensures the Office of Secretary of the Corporation and the Office of the Treasurer maintains clearly understandable records. Ensures Directors receive such materials ahead of meetings and that they do not arrive too late to be digested.
- 4) **Lead Board Discussion – Vote of the President.** The bulk of the contributions made by Directors occur at Board meetings themselves. The purpose of such meetings is for

Directors to express their views and reach a quorum. If a quorum cannot be reached because of a deadlock, the President shall break the tie.

Should the President refuse to vote, the motion shall be tabled until a quorum can be reached as stated in Article III of the Bylaws; it is therefore essential that the Chairperson lead these meetings crisply and efficiently to deal with all issues on the agenda, but also in a manner that unlocks the value that each Director is capable of contributing.

- 5) **Develop and Maintain an Efficient Board Culture.** The Chairperson must do her best to foster the development of Boardroom norms that encourage constructive dialogue and facilitate the Board's work and the unique qualities each Director brings to the Board of Directors.

- 6) **Serve as an Occasional Spokesperson--but Only for the Board, Not the Organization.** The Chairperson is limited to the representation of the Board of Directors, not the Organization.

The Office of the President is appropriately the public face of the company, so the Federation speaks with one voice.

In a few instances, however, the voice should be that of the Board of Directors rather than the Office of the President, and in those cases the Chairperson is the right mouthpiece--albeit on behalf of the entire Board of Directors as a group.

The Chairperson may, and is encouraged to issue statements on all press releases in coordination with the Office of President, Treasurer, Secretary, and other volunteers to reflect the official position of the Board of Directors.

RESOLVED FURTHER:

- 7) **Other Responsibilities and Recap.**
 - a) Leads the Board to consensus from the disparate points of view.
 - b) When the Board is not in session, the Chair continues to act as its head and represents it to the outside world as its spokesperson within the Federation.
 - c) The Chairman ensures the Board is following Federation Bylaws.
 - d) Ensures the Offices of the President, Secretary, Treasurer and any other officers perform their fiduciary duties and follow our Bylaws and Articles of Incorporation.

- e) Ensures all Officers of the Corporation enforce Board Resolutions.
- f) Recruits other Board members, submits their names, and resume for consideration to the Board of Directors.
- g) Forms alliances with other organizations and coordinates with the President for approval.
- h) Consults with the Offices of the President, Secretary, and Treasurer in the performance of their duties, and assists when necessary.
- i) Confirms or denies Ambassadors of Goodwill appointments from the President, or other Ambassadors of Goodwill.
- j) Heads the Discrimination, Hate Crimes, and School Bullying Committee, a non-Board Committee issued by order of the President per Section 2.01 – Article V: “The Board may appoint other committees, including an advisory committee, consisting of directors, non-directors, or others. In addition, the President may appoint special committees or councils consisting of one or more non-directors. The committees or councils described in this section shall have no fiduciary responsibility or authority except to act in an advisory manner to the President or the Board.”

RESOLVED FURTHER:

A non-binding illustration of how the non-executive Chairperson maintains balance between the Board of the Directors and Officers of the Corporation:



HISTORY:

April 05, 2011 – Presented to the Board of Directors

April 05, 2011 – Passed by Unanimous Vote



Richard T. Jones
Chairman of the Board

Dean Byrd
Secretary of the Corporation