

***AMERICAN CHESTNUT LAND TRUST
ROLES & RESPONSIBILITIES OF THE
BOARD OF DIRECTORS, COMMITTEES & STAFF***

I. Board Responsibility

The Board of Directors is the governing body of the American Chestnut Land Trust with major responsibility for developing and promoting the mission, programs and image of the ACLT. It has the ultimate authority in determining the direction of the organization; it is accountable for the fiscal well being of the organization; and it is responsible for selecting the Executive Director and for evaluating his/her performance in administering the organization.

The Board must assure compliance with all applicable laws and with the bylaws of the Trust and provide the policy framework for strategic planning, fundraising and administration. The Board also must be accountable to the membership it represents by assessing organizational effectiveness, regularly evaluating its own performance, and ensuring its own replacement over time.

II. Committee Roles

In general, ACLT's committees are responsible for discussing and recommending policies for eventual approval by the Board as well as for performing much of the work of the ACLT, which cannot otherwise be performed by Staff. Each committee has a charter defining its specific roles and responsibilities, which charter is adopted by the Board and incorporated as an appendix to this document.

Each committee will be chaired by a Board member recommended by the President and approved by a majority vote of the Board. The Executive Director and President will be ex officio members of each committee. In addition to the Board members requested to serve on a committee by the President, the committee chair may invite others to serve on the committee, including both Board members and ACLT members.

The committee chairs shall have the authority to create subcommittees, appoint chairs for any subcommittees, and delegate any of the committee's responsibilities to those subcommittees. The committee chairs shall also have the authority to conduct any meeting, or portion of a meeting, in executive session (i.e., with committee members only present). The committee chairs will be responsible for ensuring that their committee: works towards the priorities set for that committee by the Board for the current year; proposes a budget for Board approval and adheres to the budget approved by the Board; gives reasonable notice of its meetings to all committee members and invited guests; records minutes of its meetings and distributes same to all committee members and the ACLT files; and reports to the Board in advance of each Board meeting concerning the committee's progress toward accomplishing its priorities for the year, recommendations for policy level action by the Board, as well as any other business conducted by the committee which may be of interest to the Board.

III. Individual Board Member Responsibility

Each Board member will be asked by the President to serve on a committee and, in addition, may be asked to serve as a special consultant or as a liaison to a specified government body or other organization. In addition to the Board responsibilities described thus far, individual Board members may be selected to serve as an officer of the ACLT Board and may also be asked by the President or Executive Director to perform active volunteer functions in areas of public relations, research, fundraising, etc. It is expected that each designated Board member will coordinate his/her efforts with the staff and will keep the appropriate staff members informed of progress. Individual Board members should not represent the organization unless a position has

been developed and a consensus reached by the Board and the individual has been requested to represent the organization. If an individual Board member acts on his/her own behalf in relation to activities that could be interpreted to be ACLT actions or to strongly reflect on the organization, the Board member has the obligation to ensure that a clear understanding exists and that the work is being performed on a personal basis, and not on behalf of or at the direction of the ACLT.

Board members are expected to attend all Board meetings to the fullest extent possible and make effective arrangements to have their assignments completed and presented by others in the event that they cannot attend a particular meeting. Board members whose absenteeism over a two-year period is 50% or greater may be asked to resign.

In delineating the role of the Board and its members, it is important to make clear the distinction between the authority of the Board and the authority of individual Board members. Neither individual Board members nor Board committees have the authority to direct the Executive Director or any other member of the staff to perform or not perform any specific task. Board members concerned with the execution of Board directives should make such concerns known to the President who will in turn discuss them with the Executive Director. In order for a Board member's personal opinions or desires to be implemented, the Board must incorporate those ideas into the organization's strategic plan. This requirement, however, does not preclude a Board member from passing on news, ideas or suggestions for staff evaluation and consideration or from making requests of staff for minor administrative support.

IV. Executive Committee Roles

The Executive Committee consists of the officers and the standing committee chairs elected by the Board at the time of their annual meeting. Its powers and functions are the same as those of the full Board, except for those functions that are not permitted by the bylaws. The Executive Committee is empowered to act on behalf of the Board on all matters of Board responsibility that may require action in the interim between Board meetings. Board members who are not members of the Executive Committee may attend their meetings when deemed appropriate by the President, but they do not have the right to vote at these meetings.

When Board-level action is required, every effort will be made to wait until regularly scheduled Board meetings, thus avoiding major interim decisions by the Executive Committee. Occasionally, however, events are such that decisions are required before the next Board meeting. In such an event, the Executive Committee will vote its decision and report back to the full Board at its next meeting, or sooner if necessary.

V. Officer's Roles

Please refer to the Bylaws of the ACLT for a detailed discussion of the roles of the officers.

VI. Executive Director

The Executive Director is responsible for the overall management of all aspects of the ACLT consistent with the mission, goals, objectives and policies established by the Board of Directors. The Executive Director is employed by the Board and is directly accountable to the Board President. Please refer to the Executive Director's Job Description for a detailed description of the duties of the Executive Director.

VII. Communication Channels

Close and consistent communication and openness between the Executive Director, staff, committees and the Board are essential for success of the organization. Particularly important is the openness of exchange between the Executive Director and the President of the Board. They work as a team with the President being the spokesperson for the Board and the Executive Director for the staff. The President and Executive Director will attempt to communicate to each other all significant events or plans which either one senses could be controversial in the mind of the other or of the Board, or an embarrassing surprise to the other if learned first from a different source.

Formal channels of communication between the staff and the Board include written minutes of meetings and the Executive Director's periodic reports to the Board. However, it is anticipated and encouraged that Board members will communicate informally and directly with staff members as discussed under Section III.

Directives to staff members shall be made only by the Executive Director or a delegated person and complaints shall not be expressed by Board members directly to staff, but rather through the Executive Director. Likewise, staff members must not deal with Board members on sensitive internal matters as this is the role of the Executive Director. Should any problems develop between the staff and a Board member, these matters should be addressed to the Executive Director for his or her handling. If a staff member has a complaint or grievance, it is expected that it will be discussed directly with the Executive Director, not a Board member. If the Executive Director has not acted to the satisfaction of a staff member, the staff member may request that the matter in question be placed on the agenda for the next meeting of the Executive Committee, which may or may not decide to address the matter. The Executive Committee will consult with the Executive Director before acting on any complaint. Personnel problems involving staff will be handled in accordance with the ACLT's Personnel Policies.

VIII. Use of Consultants, Contractors and Suppliers

The Executive Director has full authority to retain consultants, including contractors and suppliers, to achieve the Trust's mission and Board-approved strategic plan within the normal limits imposed by the annual budget. The Executive Director shall communicate to the Board the anticipated use of consultants, the purpose and cost of which should be included as part of the annual operating plan. The choice of whom to retain resides with the Executive Director who is expected to consult with the appropriate committee chair. Such consultants may be used to assist either in the programs of the organization or in its management. Retaining consultants should be done with the prior knowledge of staff who will be affected. The Board has the authority to hire consultants to perform duties that are consistent with Board responsibilities, such as self-evaluation of performance.

IX. Statement of Values and Code of Ethics

A. Statement of Values

The American Chestnut Land Trust is committed to act in accordance with the highest standards of honesty, integrity, fairness, respect, trust, responsibility, inclusiveness and accountability in all of its operations. We recognize that achieving our mission requires maintenance of the public trust. We further recognize that, as a private nonprofit land conservation organization, ACLT has an obligation to the land conservation community, to our donors, to the public, and to the landowners, partners, and others with whom we interact, to avoid any conflict of interest and to avoid conferring any private inurement. We endeavor to conduct our land acquisition, land protection, land management, outreach, fundraising and organizational activities under the highest professional standards and in accordance with the Land Trust Alliance's Standards and Practices, which constitutes the ethical and technical code for the entire land trust community. To this end, at a meeting of the

Board of Directors of the American Chestnut Land Trust, Inc. held on March 19, 2011, the board passed the following resolution:

WHEREAS, the American Chestnut Land Trust, Inc. (ACLT) adopted the original Land Trust Alliance (LTA) *Standards and Practices* in 1992 and the revised 2004 LTA *Standards and Practices* on March 19, 2005; and

WHEREAS, ACLT agrees that the LTA *Standards and Practices* are the ethical and technical guidelines for the responsible operation of a land trust, and that by adopting the Standards and Practices we have agreed to commit to making continual progress toward implementation of these standards and practices.

ACLT's Conflict of Interest policy requires many of the individuals who regularly act on ACLT's behalf to affirm annually their obligation to comply with this Statement of Values.

B. Participation in ACLT and in Outside Activities

Staff, Board and volunteers shall not purposefully engage in activities that undermine the role of ACLT or which take advantage of inside information which is proprietary to the Trust for personal, financial or influential gain.

C. Service to the Trust

Board members shall not be compensated for providing business or professional services to the organization, but may be reimbursed for authorized expenditures.

D. Use of ACLT Resources

Staff, Board and volunteers shall not make use of ACLT resources for private purposes.

E. Gifts

Staff, Board and volunteers shall not solicit or accept for personal benefit, directly or indirectly, any gift, loan or anything else of substantial monetary value from any person or firm which has sought or is seeking assistance or contractual business or financial relations with the ACLT. Meals, accommodations and travel services provided to ACLT staff on official business may be accepted as long as they are clearly in support of the Trust and its programs.

F. Property Purchase

Staff, Board and volunteers shall not purchase from or sell to ACLT any real estate or personal property having substantial value, without approval of the Board, appropriate documentation of its fair market value, and compliance with ACLT's Conflict of Interest policy.

G. Confidential Information

Staff, Board and volunteers shall not divulge any confidential information obtained through their ACLT employment or affiliation to anyone within or outside the ACLT not intended to receive such information. All work performed on behalf of the ACLT remains the property of the ACLT.

H. Loyalty

Staff, Board and volunteers owe a duty of loyalty to ACLT and shall not take any position or action or make any statement which is detrimental to the mission, program, stated positions or image of the ACLT.

I. Staff Positions

No Board member shall apply for a staff position or consulting contract with ACLT without first resigning from the Board.

J. Violations

Any violation of this code of ethics is grounds for disciplinary action, including dismissal or removal from staff, Board or volunteer positions with the ACLT. Considerations of and decisions regarding ethical violations shall be the responsibility of the Executive Committee.

Adopted by the ACLT Board of Directors July 24, 1999

Revised by the ACLT Board of Directors May 19, 2012

Revised by the ACLT Board of Directors January 16, 2021