



**CANDIDATE WELCOME LETTER  
Board of Directors Elections 2020**

Dear potential candidate,

Enclosed you will find copies of important information relative to our organization that will help you determine if running for a Board of Directors position in the right step for you.

Please be sure to return the requested and necessary documents, including your Intent to Run, to our office by Friday, July 17<sup>th</sup> at 4:30pm.

Thank you for your interest in serving the older adults of Northwest Missouri.

Sincerely,

Young at Heart Resources  
Board of Directors and Staff



We are seeking highly-qualified and enthusiastic people who support the vision, mission, goals, and priorities of the agency to serve on the Board of Directors of Young at Heart Resources.

The need for such a board that embodies these qualities and characteristics is imperative to the agency's continued success, growth, viability, development, and sustainability. The included details and guidelines are based on best practices and principles of nonprofit boards of directors.

**Candidate Considerations:**

Source – Council of Nonprofits

**DIVERSITY:** Each member brings his/her own unique perspective to the board. Diversity ensures that the agency not only reflects its constituency but is also able to relate and interact with each other and with their peers. With diversity in all areas, the agency is in a stronger position to deal with challenges and to consider opportunities. Diversity considerations should include gender and racial; geographic throughout the 18 counties, experience, expertise, and perspectives.

**BOARD PARTICIPATION AND ATTENDANCE:** Individuals who are elected to the Board of Directors should be active and committed. Candidates for office should be able to commit to attending monthly meetings, participating as an active member of at least one committee, preparing before meetings, allowing time to study information received in informational packets, and becoming aware of and advocating for needs and interests of their peers in the 18 counties of Northwest Missouri .

**LEADERSHIP, GUIDANCE, AND VISION:** Substantial changes in how the agency serves clients in the future are anticipated, largely because of aging Baby Boomers and different needs and interests among the wide range of ages and geographical locations of clients. Board members need to share perspectives on issues and solutions related to the aging population, looking beyond today's model of identifying and meeting needs of clients. They need to be comfortable providing input, guidance, and vision to promote and strengthen the agency's ability to serve its clients, both now and in the future.

**IMAGE AND STATURE:** For more than four decades, Young at Heart Resources has maintained a high level of respect, integrity, dedication to its mission, and a reputation for creating innovative ways to respond to the needs of clients. The Board of Directors will need to be prepared to build on past momentum while promoting new ideas and initiatives.

**FUNDING OPPORTUNITIES:** Our board is called upon to consider and support ways to increase, diversify, and enhance revenue sources, as well as help open doors to those opportunities.

**SKILLS AND EXPERTISE:** Current board members should assess the makeup of the board against the needs of the agency and its clients, in order to identify leadership/diversity gaps and help to seek qualified candidates for annual elections.



### **THREE LEGAL STANDARDS TO CONSIDER**

#### **The Duty of Caring**

Each board member is expected to act in good faith and to actively participate in governance, through preparing for and attending meetings, asking appropriate questions, using unbiased judgment, and reviewing the agency's financial reports, which are prepared monthly.

#### **The Duty of Loyalty**

Conflict of interest must be absent. Each member must put the interests of the agency and its clients ahead of his or her personal interests by disclosing any potential conflict of interest, not using board activities and/or opportunities within the agency for personal gain, adhering to the agency's conflict of interest policy, and not disclosing confidential information about the agency or its clients.

#### **Duty of Obedience**

Board members show a standard of dedication to the agency's mission and vision by examining all documents which govern the agency and its operation, making sure decisions that are made fall within the scope of the agency's governing documents, and by complying with all regulatory and legal requirements.

### **VISION STATEMENT**

To empower and provide older adults of Northwest Missouri the opportunity to live safe, healthy, independent lives in the home environment of their choice.

### **MISSION STATEMENT**

The mission of Young at Heart Resources is to promote systems that maintain and enhance the quality of life for older adults in the home environment of their choice.

This is done by listening to the needs of, identifying and coordinating resources, planning, developing and implementing programs, services, and systems for older adults and their caregivers.

Young at Heart Resources strives to ensure effective, efficient use of resources, and supports individual choice and informed decision making.



## Board of Directors Job Description

**Position Title:** Member, Board of Directors

**Term:** Three (3) Years, unless designated to fill a vacancy

**Time Commitment:** Monthly meetings average 2 to 3 hours; preparation time and miscellaneous time besides meetings average 2 to 3 hours weekly

Young at Heart Resources is a private, not-for-profit corporation designated by the State of Missouri to develop and administer an Area Plan for the senior population in the northwest 18 counties of the state—its specific responsibilities include, but are not limited to, the following:

- Assessing the needs of seniors and their caregivers in the Planning Service Area; identifying deficiencies and gaps in service delivery system; identifying solutions to meet needs and bridge gaps
- Developing and administering the Area Plan
- Funding services
- Developing written policies and procedures
- Monitoring and evaluating the effectiveness and efficiency of service providers
- Advocating on behalf of older adults and their caregivers

The board consists of three directors from each of the three regions in the 18-county area, and they are elected for a three-year term. Each director represents the six counties within his or her region.

They may receive expense reimbursements for attendance at board meetings, or in the course of performing other agency-related business.

Board meetings are usually held monthly in Cameron. Regular meetings begin at 10:00 a.m. and typically conclude by noon. Committee meetings, work sessions, or trainings may follow the meeting in the afternoon or are scheduled for another day and time.

Board members are expected to attend meetings, serve on committees or task forces, be informed about and advocate for the organization, its mission, policies and programs, and assist in carrying them out. They are also expected to abide by and follow the policies and regulations of the agency and its funding sources.



### **PERSONAL CHARACTERISTICS TO CONSIDER**

Highly sought are the ability to listen, analyze, think clearly and creatively, and to work well with people individually and in a group; to be willing to prepare for and attend board and committee meetings; ask questions; take responsibility, and follow through on a given assignment; contribute personal and financial resources according to circumstances; open doors in the community; self-evaluate and develop certain skills if you do not already possess them, such as cultivating and soliciting funds, recruiting board members and other volunteers as needed, reading and understanding financial statements, and learning more about the substantive program areas of the agency; possess honesty, sensitivity to and tolerance of differing views, a friendly, responsive and patient approach, community-building skills, personal integrity, a developed sense of values, concern for the agency's mission, services, and needs, and a sense of humor.



## **CONFLICT OF INTEREST AND CODE OF CONDUCT**

**122.00**

Policy & Procedure Manual

Effective June 25, 2018

Supersedes Policy 200 Dated 3-21-05

The purpose of this policy is to set standards and procedures governing conflicts of interest; and this policy and related procedures are standards of behavior for all directors, employees or representatives of Northwest Missouri Area Agency on Aging (hereinafter also referred to as Agency or NWMOAAA.)

### **STANDARDS**

The effective discharge of responsibility by directors, employees and representatives of the Northwest Missouri Area Agency on Aging depends in great part on the confidence placed in the Agency by the general public, state government, federal government and local political subdivisions. Any action on the part of any individual which would have the effect of threatening that confidence can be considered a violation of this policy and cannot be tolerated.

A crucial aspect of these standards is that inappropriate conduct by directors, employees and representatives of the Agency cannot occur in an atmosphere of open and trustful discussion.

Therefore, it is a basic premise of these standards that any director, employee or representative of NWMOAAA has the absolute responsibility to disclose knowledge or belief/suspicion that a violation has occurred in a manner reasonably calculated to make the Ethics Committee aware of the situation.

No person who makes such disclosure in good faith may be penalized by adverse action of any kind for having made such disclosure, unless it is done with malice and is knowingly and falsely represented.

### **THE ETHICS COMMITTEE**

The Executive Committee of the Board of Directors of the Northwest Missouri Area Agency on Aging will act as the Ethics Committee. The Committee will meet on an as- needed basis, but not less than once a year, and will annually report its findings to the Board of Directors.

The purpose of the Ethics Committee is to determine whether or not a violation of this policy has occurred in a given situation and to advise and assist Agency directors, employees and representatives whenever questions arise regarding the ethical conduct of persons associated with the Northwest Missouri Area Agency on Aging.

Any and all suspected violations of this policy must be reported by the person who is aware of the situation to bring the matter before the Ethics Committee for review. No person who makes such disclosure in good faith may be penalized by adverse action of any kind for having made such disclosure, unless it was done with malice and was knowingly and falsely represented. Suspected violations



reported by members of the staff will be made to an immediate supervisor. Suspected violation reported by members of the Board of Directors will be made in a manner reasonably calculated to bring the matter to the attention of the Ethics Committee.

These ethical standards and policy will be effective upon adoption by the Board of Directors and will continue in force until specifically amended or rescinded by the Board.

### **ETHICAL REQUIREMENTS**

- The basic underlying principle in conflict of interest is that employees and board members should avoid any activity, investment or interest that might reflect unfavorably upon the integrity of their own good name or that of the Agency.
- The mere appearance of such conflict when the agency director, board member, employee or representative knew or should have known that the transaction would appear to involve a conflict for him/her is a violation of these standards. A direct or indirect interest means a pecuniary interest and/or any interest that may be gained on the basis of friendship, family, or associations with outside groups.
- It is a violation of these standards for any board member, employee or representative of NWMOAAA to use their title, position, influence or association with NWMOAAA as a means of enhancing their own personal opportunities in employment, financial gain or public standing, without disclosure of same to NWMOAAA and the party to whom the representations are made.
- All invitations to accept any gratuity, bribe or inducement, or any proposal or suggestion of a similar nature must be reported immediately to the employee's immediate supervisor, or in the case of board members, to the Ethics Committee. Non-disclosure of even a rejected proposal of any gratuity, bribery or inducement shall be reason for disciplinary action.
- No gift, unusual consideration, special payment or favor shall be offered or given, directly or indirectly, by any board member, employee or representative of the Agency to any director, employee or agent of any supplier for the purpose of procuring on behalf of the Agency any supplies, services, equipment or other property.
- No gift, unusual consideration, special payment or favor shall be offered or made by a board member, employee or representative of the Agency to any governmental officer, agent or employee, directly or indirectly, for the purpose of obtaining any special consideration, irregular services or favorable treatment from any governmental agency.
- No board member, employee or representative of the Agency shall make or offer to make gifts of money, property, services, special favors or anything of value to any legislator, judge or other governmental official for the purposes of influencing the enactment of any legislation, the adopting or elimination of any regulation or finding of any tribunal concerning any law, statute, regulation or ruling.



- No board member, employee or representative of NWMOAAA in a position to influence purchases shall have a financial interest in the success of any supplier or any company or firm seeking to sell its products or services to NWMOAAA. This influence includes indirect influences such as close family members, the holding of any position in the supplying company or any ownership. If any such potential for conflict should arise, the situation shall be disclosed to the employee's supervisor and the Ethics Committee so that appropriate controls or assignment of duties may be established prior to the conclusion of the transaction.
- Each director, employee and representative of NWMOAAA is required to do his/her best to maintain Agency standards by the prompt disclosure or submission for review of any situation which is or could become a possible conflict of interest.
- No director, employee or representative of NWMOAAA shall disclose any confidential NWMOAAA information that is available solely as a result of the affiliation with NWMOAAA, to any person and/or organization, corporation or other entity not authorized to receive such information, without the express authorization of the NWMOAAA Board and duly recorded in the Board's minutes.
- Every director, employee and representative of NWMOAAA is required by these standards to deal with all directors, officers, managers, employees and representatives of any governmental or private entity in complete good faith and to refrain from unfair dealing, overreaching, and misrepresentation of any kind, whether material or immaterial.
- It is a violation of these standards for any director, employee or representative of NWMOAAA to violate any law in the course of their duties performed for NWMOAAA.
- It is a violation of these standards for any director, employee or representative of NWMOAAA to engage in conduct, whether in the course of his/her duties for NWMOAAA or not, that harms the Agency's goodwill and undermines public confidence, or in any way interferes with the ability of NWMOAAA to perform its public duty and function.
- It is a violation of these standards for any director, employee or representative of NWMOAAA, in the course of their duties for NWMOAAA, to abuse, waste or through gross negligence or otherwise, expend Agency resources in a wasteful or abusive manner. This includes the misuse of financial, administrative or work benefits in such manner that the privileges are abused.
- Violation of any law, regulation or contractual requirement by act or omission in a manner which demonstrates bad faith, seeking personal gain at the expense of the Agency, or blatant negligence that does not serve the best interests of the agency, are all considered a violation of these standards. Willful failure to comply with these policies may be grounds for dismissal, and it is appropriate for the Agency to consider in such situations the effect on the public good will and reputation of the Northwest Missouri Area Agency on Aging.





- Each board member, employee and representative of NWMOAAA is required to do his/her best to maintain Agency standards by the prompt disclosure or submission for review of any situation which is or could become a possible conflict of interest.
  
- At a minimum, employees, board members and representatives of NWMOAAA must adhere to the following:
  - NWMOAAA shall not select, appoint or elect as a member, or ex officio member, any individual who is an owner, board member or employee of a service provider agency/organization that has currently submitted a proposal to the area agency to receive funding to provide services, or that is currently providing services under a grant, contract or stipend with NWMOAAA.
  - NWMOAAA shall not select, elect or appoint any person to any board who is related within the third degree of \*affinity or \*\*consanguinity to a present board member.
  - NWMOAAA shall not employ anyone who is related within the third degree of \*affinity or \*\*consanguinity to a member of the governing board or an employee of the Agency.

\*Affinity – related by marriage

\*\*Consanguinity – related by blood

#### **OTHER PROVISIONS**

Any person who makes disclosure of actions which appear to violate this policy may not be adversely affected by any action of the Agency as long as the following conditions are met concerning the disclosure:

1. The person making such disclosure is in no way responsible or culpable in such action;
2. The disclosures, even if proven to be untrue or of no consequence, were made in good faith and with the clear intention of benefiting the Agency;
3. The disclosures are made in a timely manner so that the Agency can act to avoid or correct any harm resulting from any inappropriate action so disclosed.

#### **OTHER PROCEDURES**

This policy is to be reviewed, and the appropriate form(s) submitted annually by each member of the Northwest Missouri Area Agency on Aging Board of Directors. The “Attestation” form and “Code of Ethics and Conduct” form are incorporated in and made a part of the Policy and Standards, by this provision. All newly-elected or appointed Board members of NWMOAAA will be informed of NWMOAAA ethical standards by the Chairman or the CEO. The Chairman or CEO must assure that the new member understands the policy and has confirmed his/her acknowledgment of that understanding by signing both the “Attestation” and “Code of Ethics and Conduct.”



## CODE OF ETHICS AND CONDUCT

This is a pledge board members make when accepting a position on the Young at Heart Resources Board of Directors.

As a board member of Young at Heart Resources, I understand and agree to the following duties and responsibilities:

- I. I am legally responsible, along with the other board members, for this organization.
  - a. I will gain a full and accurate understanding of the purpose, mission, and goals of Young at Heart Resources.
  - b. I will, as an agent of Young at Heart Resources, faithfully abide by the Articles of Incorporation, by-laws, and policies and procedures of Young at Heart Resources, as well as all laws, rules, regulations, and court orders pertaining to Young at Heart Resources.
  - c. I will commit the necessary time to prepare for and actively participate in meetings and serve on committees, as assigned.
  - d. I will maintain a professional level of courtesy, respect, and objectivity in all my activities.
  - e. I acknowledge that the responsibility of the board is confined to policymaking, planning, and appraisal.
  - f. I acknowledge that authority rests only with the whole board assembled in a meeting and will make no personal promises or take any private action which may compromise the board or the organization.
  - g. I will act as a staunch advocate of Young at Heart Resources and work unremittingly to help my constituents understand the importance of proper support for Young at Heart Resources and its programs.
  - h. I will refrain from giving direction as an individual board member, to the CEO, or to any member of the staff.
  - i. I will refrain from investigating or discussing any personnel issues without board authorization.
- II. I am fiscally responsible, along with the other board members, for this organization.
  - a. I will strive to read and understand before approving all financial statements, tax returns, and audits, as well as area plans, applications, contracts, and grants.
  - b. I will remain accountable for prudent fiscal management to governmental and other funding bodies and the entire Northwest Missouri Service Delivery Area.
  - c. I will give what is for me a significant donation of time, money, or expense reimbursements, etc.
- III. I am morally responsible for the health and well-being of this organization.
  - a. I will respect and encourage the opinion of others and support the principle of majority rule. I will refrain from trying to influence other board members outside of board meetings that might have the effect of creating factions and limiting free and open discussion.
  - b. I will be balanced in my efforts to understand other board members; and, once a board decision is made, I will support the decision, even if I disagree.



c. I agree not to disclose or discuss differences of opinion on the board with those who are not members of the board. The board communicates externally “with one voice.”

d. I will hold confidential all matters pertaining to Young at Heart Resources which, if disclosed, might needlessly injure individuals or Young at Heart Resources and will respect the confidentiality of information on sensitive issues, especially in personnel matters.

e. I will support and protect Young at Heart Resources personnel in the proper performance of their duties.

f. I will refer all complaints through the proper “line of authority” within Young at Heart Resources organization.

g. I will never endanger Young at Heart Resources, nor its programs or funding, by placing myself in a conflict of interest.

**IV.** I will act with the care and loyalty required of board members and put the interests of the organization first.

a. I acknowledge that the board represents all senior citizens of the northwest eighteen counties and will not use my position to benefit my friends, family, or potential or current contract organizations.

b. I will exercise the powers vested in me for the good of all board members and the organization as a whole, rather than for the personal gain of myself, friends, or relatives.

c. I attest that I am not:

i. An owner or employee of a service provider agency/organization that has submitted a proposal to Young at Heart Resources to receive funding to provide services, or that is currently providing services under a grant, contract, or stipend with Young at Heart Resources.

ii. A board member of a service provider agency/organization that has submitted a proposal to Young at Heart Resources to receive funding to provide services, or that is currently providing services under a grant, contract, or stipend with Young at Heart Resources.

iii. An immediate family member, such as parent, sibling, spouse, or child of those identified above.

I understand and agree that violation of the Code of Ethics and Conduct can result in suspension, termination, or legal action by the Board of Directors. All cases will be reviewed by a committee of the Board of Directors on an individual basis.



**DECLARATION OF INTENT TO RUN  
Board of Directors - 2020**

_____ Intended Office	_____ Date of Birth
_____ Printed Name	_____ Home Address
_____ City & Zip	_____ County & Region
_____ Phone Number	_____ Email Address

Please submit a statement (250 words or fewer, typed) describing why you are declaring your intent to be a candidate for the Young at Heart Resources Board of Directors. Your statement may be mailed with this form and other required documents (see below) or emailed to our office.

To be considered valid, the election packet you return to Young at Heart resources must include:

- Declaration of Intent to Run (this form)
- Candidate Statement & Biography (please note, this will be published for voters' benefit prior to and during elections) – topics to consider including are education, work experience, history of volunteering and advocacy, if applicable, as well as why you desire to run
- Signed Attestation – Conflict of Interest

Please return your election packet to:  
(Deadline is July 17<sup>th</sup>, 4:30pm.)

Young at Heart Resources  
Attn: Michael Stopka  
PO Box 265  
Albany, MO 64402 OR  
mstopka@yahresources.org

\_\_\_\_\_  
Candidate Signature

\_\_\_\_\_  
Date Signed



**ATTESTATION – CONFLICT OF INTEREST  
Board of Directors Election**

As a candidate with intent to run for the Young at Heart Resources Board of Directors, I acknowledge that conflict of interest is always a valid concern.

So being, I attest that I have not, during the current fiscal year, been an owner, board member, or employee of a service provider that has currently submitted a proposal to Young at Heart Resources to receive funding to provide services, or that is currently providing services under a grant contract or stipend with Young at Heart Resources.

My signature below signifies that the above is true to the best of my knowledge.

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Candidate Signature

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Date Signed