

NAMI BOARD POLICY & GOVERNANCE MANUAL

Adopted July 19, 2021

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I. PHILOSOPHY OF GOVERNANCE

NAMI

Board Policy and Governance Manual

Date Reviewed/Revised: July 19, 2021

PURPOSE

NAMI's hierarchy of rules and procedures begins with the Articles of Incorporation and moves downward through the Bylaws, the Board Policy & Governance Manual, and operating and committee working procedures. The Manual describes the need for the Board of Directors to maintain written documentation of policies and protocols. This policy describes the purpose and contents of the Manual and the responsibilities and procedures for review and revision of the Manual.

POLICY

The Board Policy & Governance Policy Manual addresses the manner the Board of Directors will manage itself and oversee the future of the organization. Documentation and regular review of policies and procedures will assist the Board to:

- Ensure knowledge of and compliance with its own policies
- Orient new Board Members
- Comply with ethical principles as well as legal and regulatory guidelines
- Memorialize decisions made by the Board about governance
- Regularize the work of the Board and make it more efficient
- Keep policies and procedures up to date
- Address the many roles and responsibilities of the Board of Directors

PROCESS

The Board Policy & Governance Committee of the Board of Directors has the primary responsibility to develop and update the Board Policy & Governance Manual in consultation with the full Board. As new decisions are made or new policies or revisions or deletions are needed, the Board Policy & Governance Committee will provide drafts to the full Board for review, discussion, and adoption. The Board Policy & Governance Committee may delegate some of these tasks to committees and/or work groups.

New Board Members will be expected to read the Board Policy & Governance Manual as part of their orientation process, verifying their review in writing.

Every three years, Board Members will individually review the entire Board Policy & Governance Manual, signing a statement to that effect. This will ensure that the full Board is familiar with the documents and that the Manual is up to date and comprehensive. Any recommendations for revisions will be submitted to the Policy & Governance Committee for consideration. The full Board of Directors must approve any changes to the Board Policy & Governance Manual.

NAMI
Governance Style Policy

Date Reviewed/Revised: July 19, 2021

PURPOSE

To clarify the way in which the Board chooses to govern itself as it moves the organization toward fulfillment of the organization's Mission, Vision and Values.

POLICY

- The Board serves to govern, focusing on its fiduciary oversight role, strategy and the long-term viability of the institution, and delegates organizational operations to the Chief Executive Officer.
- The Board commits to a culture of cooperation, accountability, honesty, respect, transparency, and trust within itself and with the staff.
- The Board commits to seeking and welcoming diverse voices, perspectives, and information in its decision-making process.
- The Board commits to continual Board learning, development, and evaluation.

Each Board member will:

- Adhere to the legal Duties of Care, Obedience and Loyalty
- Adhere to any established Board policies, procedures, and processes
- Commit to maintain at all times the confidentiality of the Board's work
- Commit to whole Board work and support the legitimacy and authority of the final determination of the Board on any matter, regardless of the Board Member's personal position on the issue, as evidenced by:
 - Supporting Board decisions
 - Speaking with one voice
 - Operating in a transparent manner
 - Respecting the confidentiality of boardroom discussions
 - Recognizing the lack of authority vested in individual Board Members when interacting with the CEO, staff members, the public, the press or other entities, except when explicitly Board-authorized
 - Recognizing the lack of authority vested in individual Board Members to incur expenses, engage consultants or in any way encumber the organization contractually, either verbally or in writing, without explicit authorization by the Board.

PROCESS

The Board will periodically discuss its process and performance both as a Board and as individual Board Members.

NAMI
Decision-Making Policy

Date Reviewed/Revised: July 19, 2021

PURPOSE

NAMI has adopted a policy on its decision-making process to help ensure that the Board conducts its due diligence as it makes decisions.

POLICY

The Board operates in a culture of inquiry, valuing diverse thoughts and perspectives, and striving to develop a high level of consensus in its decision-making processes. Board decisions and actions are determined through formal votes at the Board table as prescribed in the Bylaws.

PROCESS

Routine business matters, or matters that have already been discussed by the Board, may be addressed and decided in the Consent Agenda of a Board Meeting agenda. In these cases, relevant materials will be provided to all Board Members at least ten (10) days prior to the Board Meeting. Any Board Member who has reviewed the documentation has the right to request an issue be removed from the Consent Agenda for discussion at the Board Meeting.

More substantive decisions will be preceded by the dissemination of relevant materials and adequate Board discussion. As part of its culture of inquiry, Board Members are encouraged to ask relevant questions, explore alternative solutions, and consider the known and unknown implications of its decisions prior to voting on an issue.

II. ORGANIZATIONAL POLICIES

NAMI

Anti-Harassment Policy

Date Reviewed/Revised: July 19, 2021

PURPOSE

Nonprofit leaders, including Board Members, have an obligation to prevent, investigate, and address harassment. Harassment can take place in nonprofit workplaces and in boardrooms. Nonprofit organizations, and potentially Board Members, can face legal liability for violations of state or federal laws that prohibit harassment. State and federal laws also prohibit retaliation against someone for complaining about harassment or other types of illegal discrimination.

NAMI is committed to an environment in which all individuals are treated with respect and dignity. Each individual has the right to work and serve in a professional atmosphere that prohibits discriminatory practices, whether verbal, physical or in the form of a hostile environment, regardless of whether it takes place within NAMI's office itself or in work-sponsored settings/Board meetings. Harassment is unacceptable and will not be tolerated – NAMI is a “zero tolerance” organization. This policy clarifies what constitutes harassment, procedures to report harassment, and recourse.

POLICY

Definitions

Unlawful Discriminatory Practices – Unlawful discriminatory practices include sexual harassment and harassment based on actual or perceived race, color, ethnicity, national origin, religion, age, gender, gender identity, sex, marital status and partnership status, familial status, sexual orientation, veterans status or military status, disability, citizenship, alienage, political belief, genetic information or predisposing genetic characteristics, pregnancy, nursing mother status, unemployment status, caregiver status, arrest or conviction record (when not job related), credit history (when not job-related), status as a victim or survivor of domestic violence, stalking or sex offenses, or any other classification protected by applicable federal, state or local laws.

Sexual Harassment – For the purposes of this Policy, sexual harassment is defined, as in the Equal Employment Opportunity Commission Guidelines, as:

Unwelcome sexual advances, requests for sexual favors and other verbal or physical conduct of a sexual nature constitute sexual harassment when a) submission to such conduct is made either explicitly or implicitly a term or condition of an individual's employment; b) submission to or rejection of such conduct by an individual is used as the basis for employment decisions affecting such individual; or c) such conduct has the purpose or effect of unreasonably interfering with an individual's work performance or creating a hostile or offensive working environment.

Other Forms of Harassment - Harassment on the basis of any other protected characteristic is also strictly prohibited. Under this policy, harassment is verbal, written or physical conduct that denigrates or shows hostility or aversion toward an individual because of his/her race, color, ethnicity, national origin, religion, age, gender, gender identity, sex, marital status and partnership status, familial status, sexual orientation, veterans status or military status, disability, citizenship, alienage, political belief, genetic information or predisposing genetic characteristics, pregnancy, nursing mother status, unemployment status, caregiver status, arrest or conviction record (when not job related), credit history (when not job or position-related), status as a victim or survivor of domestic violence, stalking or sex offenses, or any other classification protected by applicable federal, state or local laws. This policy also pertains to harassment of his/her relatives, friends or associates, when the conduct: a) has the purpose or effect of creating an intimidating, hostile or offensive environment; b) has the purpose or effect of unreasonably interfering with an individual's performance; or c) otherwise adversely affects an individual's employment or NAMI leadership opportunities.

Reporting an Incident of Harassment – Complaint Procedure

NAMI expects Board Members to report any and all perceived incidents of harassment, including sexual harassment, regardless of who the offender may be.

Notification: Board Members who believe they have been the victim of harassment or believe they have witnessed harassment should discuss their concerns with the Executive Committee. If a member of the Executive Committee is perceived to be involved in the harassment, the Board Member should discuss her/his concerns with the Board President. NAMI encourages individuals who believe they are being harassed to promptly advise the offender that his or her behavior is inappropriate and unwelcome.

However, it is not necessary for an individual to talk directly to an offender if he/she feels uncomfortable doing so.

Timeliness in Reporting an Incident. Prompt reporting of incidents is important so that action may be taken. However, due to the sensitivity of these problems and because of the emotional toll such misconduct may have on the individual, no fixed period has been set for reporting harassment incidents.

Investigatory Process. All reported allegations of harassment will be investigated promptly. The investigation may include interviews with the parties involved, and where necessary, with individuals who may have observed the alleged conduct or may have relevant knowledge. Reported allegations will be handled in a sensitive and discreet manner.

Confidentiality. Confidentiality will be maintained throughout the entire investigatory process, to the extent practicable and appropriate under the circumstances, to protect the privacy of persons involved.

Protection Against Retaliation. Retaliation against an individual who makes a report of alleged harassment or who assists in providing information relevant to a claim of harassment is a serious violation of this

Policy and is prohibited by law. Any acts that may be considered retaliation should be reported immediately to the Executive Committee.

Responsive Action. Misconduct constituting harassment will be dealt with appropriately. Responsive action may include, for example, referral to counseling and disciplinary action such as warnings.

Reconsideration. If, after a matter is closed, any Director directly involved in a harassment investigation wishes the matter to be reconsidered, he or she may submit a written request to that effect in a timely manner to the Executive Committee.

PROCESS

The Executive Committee will annually ensure Board Members are made aware of this policy.

NAMI

Confidentiality Policy

Date Reviewed/Revised: July 19, 2021

PURPOSE

The protection of and proper use of information in NAMI's possession is fundamental to its ability to carry out its business so that corporate partners, subcontractors, and business associates have confidence in the integrity of NAMI. Business and technical information are valuable to NAMI; and it is our policy that this information must be protected from loss, theft, inadvertent disclosure, or misuse. Board Members have responsibility for protecting information in the possession of NAMI.

This general policy provides Board Members with broad guidelines for handling confidential information. The intent is to ensure that all information that is confidential or privileged or that is not publicly available, is not disclosed inappropriately.

POLICY

It is the policy of NAMI that Board Members of NAMI may not disclose, divulge, or make accessible confidential information belonging to or obtained through their affiliation with NAMI to any person, including relatives, friends, and business and professional associates, other than to persons who have a legitimate need for such information and to whom NAMI has authorized disclosure. Board Members shall use confidential information solely for the purpose of performing services as a Board Member for NAMI. This policy is not intended to prevent disclosure where disclosure is required by law.

Board Members must exercise good judgment and care at all times to avoid unauthorized or improper disclosures of confidential information. Conversations in public places, such as restaurants, elevators, and airplanes, should be limited to matters that do not pertain to information of a sensitive or confidential nature. In addition, Board Members should be sensitive to the risk of inadvertent disclosure and should, for example, refrain from leaving confidential information on desks, tables, computer screens or otherwise in plain view and refrain from the use of speakerphones and virtual meetings to discuss confidential information if the conversation could be heard by unauthorized persons.

All files, documents, and working papers of the organization are the property of the organization. Any Board Member who purposely, or through a failure to exercise reasonable care, causes confidential information to be disclosed may be subject to disciplinary action up to and including removal from the board. The obligation to keep information confidential continues after a Board Member ceases to serve on the Board of Directors.

At the end of a Board Member's term in office, s/he shall return all printed documents, papers, and other materials and delete any electronic materials that may contain or be derived from confidential information in his/her possession.

PROCESS

This policy will be included in every new Board Member Orientation.

NAMI

Conflict of Interest Policy

Effective Date: October 2020

Date Reviewed/Revised: July 19, 2021

PURPOSE

NAMI, as a nonprofit, tax-exempt organization, depends on charitable contributions from the public. Maintenance of its tax-exempt status is important both for its continued financial stability and for the receipt of contributions and public support. Therefore, the IRS, as well as state corporate and tax officials, view the operations of NAMI as a public trust that is subject to scrutiny by and accountability to such governmental authorities as well as to members of the public.

Consequently, there exists between NAMI and its board, officers, and management employees a fiduciary duty that carries with it a broad and unbending duty of loyalty and fidelity. The board, officers, and management employees have the responsibility of administering the affairs of NAMI honestly and prudently, and of exercising their best care, skill, and judgment for the sole benefit of NAMI. Those persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with NAMI or knowledge gained therefrom for their personal benefit. The interests of the organization must have the first priority in all decisions and actions. Conflicts of loyalty sometimes arise that do not involve financial gain. Relationships and affiliations have potential for both conflicts of loyalty and collaborative benefits. Open discussion of such situations is important to allow for informed and thoughtful choices.

POLICY

All directors, officers, and employees owe a duty of loyalty to NAMI, must act in good faith toward NAMI, must act in NAMI's best interests rather than in their own interests or the interest of another entity or person, and must comply with applicable legal requirements. The purpose of this Conflict of Interest Policy (this "Policy") is to set forth procedures for monitoring, reporting, review, and oversight of, and review, approval, or ratification of, any action taken in connection with, conflicts of interest and related party transactions, including conflicts of interest between a director's, officer's, and employee's duties or obligations to NAMI and, where applicable, to other organizations. The purpose of this Policy is to provide general direction so that Board Members can seek further clarification on issues related to the subject of acceptable standards of operation. This Policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

This Policy applies to any person who is or, at any time during the past five (5) years, was:

- A director of NAMI;
- An officer of NAMI;
- A "key employee" of NAMI who is a person who is in a position to exercise substantial influence over NAMI other than a director and officer;

- Any other person who exercises the powers of a director, officer, or key employee of NAMI; and
- Any other employee, volunteer, independent contractor of, or substantial contributor to, NAMI, each, a "Covered Person."

An actual or potential conflict of interest occurs when a Covered Person's personal or financial interest could be reasonably viewed as affecting his or her objectivity or independence in fulfilling his or her duties to NAMI.

No presumption of guilt is created by the mere existence of a relationship with outside firms. However, if a Covered Person has any influence on transactions involving purchases, contracts, or leases, it is imperative that he or she discloses to an officer of the organization as soon as possible the existence of any actual or potential conflict of interest so that safeguards can be established to protect all parties.

The personal interest of a Covered Person may be served not only in cases where a Covered Person, but also a relative has a significant ownership in an entity or person with which NAMI does business, but also when an employee, board member, or relative receives any kickback, bribe, substantial gift, or special consideration as a result of any transaction of business dealings involving NAMI or where such person has a compensation arrangement with any entity or person with which NAMI does business. For the purpose of this Policy, a relative is any person who is related by blood or marriage, or whose relationship with the Covered Member is similar to that of persons who are related by blood or marriage.

The materials, products, designs, plans, ideas, and data of NAMI are the property of NAMI, and should never be given to an outside firm or individual except through normal channels and with appropriate authorization. Any improper transfer of material or disclosure of information, even though it is not apparent that a Covered Person has personally gained by such action, constitutes unacceptable conduct. Any Covered Person who participates in such a practice shall be subject to disciplinary action by the board of directors, or where appropriate, his or her supervisor.

Persons Concerned: This statement is directed to all Covered Persons who can influence the actions of NAMI. For example, this would include all who make purchasing decisions, all other persons who might be described as "management personnel," and all who have proprietary information concerning NAMI.

Areas in Which Conflict May Arise:

- Conflicts of interest may arise in the relations of any Covered Person with any of the following third parties:
 - Persons and firms supplying goods and services to NAMI
 - Persons and firms from whom NAMI leases property and equipment
 - Persons and firms with whom NAMI is dealing or planning to deal in connection with the gift, purchase or sale of real estate, securities, or other property
 - Competing or affinity organizations
 - Donors and others supporting NAMI
 - Agencies, organizations, and associations that affect the operations of NAMI
 - Family members, friends, and other employees

Nature of Conflicting Interests

A conflicting interest may be defined as an interest, direct or indirect, with any persons and firms mentioned below. By way of example and not by limitation, such an interest might arise through:

- Owning stock or holding debt or other proprietary interests in any third party dealing with NAMI.
- Holding office, serving on the board, participating in management, or being otherwise employed (or formerly employed), whether as an employee or independent contractor, in any third party dealing with NAMI or providing services or advocacy for persons living with mental illness or mental health conditions.
- Receiving remuneration for services with respect to individual transactions involving NAMI.
- Using NAMI's time, personnel, equipment, supplies, or good will for other than NAMI approved activities, programs, and purposes.
- Receiving personal gifts or loans from third parties dealing with NAMI. Receipt of any gift is disapproved except gifts of nominal value that could not be refused without discourtesy. No personal gift of money should ever be accepted.

Interpretation of this Statement of Policy

The areas of conflicting interest listed above and the relations in those areas that may give rise to conflict, as listed above, are not exhaustive. Conceivably, conflicts might arise in other areas or through other relations. It is assumed that Covered Person will recognize such areas and relation by analogy.

The fact that one of the interests described above exists does not mean necessarily that a conflict exists, or that the conflict, if it exists, is of practical importance, or that upon full disclosure of all relevant facts and circumstances it is necessarily adverse to the interests of NAMI.

However, it is the policy of the Board that the existence of any of the interests described above, irrespective of materiality, shall be disclosed before any transaction is consummated. It shall be the continuing responsibility of Covered Person to scrutinize their transactions and outside business interests and relationships for potential conflicts and to immediately make such disclosures.

Disclosure Policy Procedure

Disclosure should be made according to the NAMI standards. Transactions with related parties may be undertaken only if all of the following are observed:

- A material transaction is fully disclosed in the audited financial statements of the organization;
- At the request of the Board, the related party is excluded from the discussion and approval of such transaction;
- Due diligence shall have been done to determine whether, with reasonable efforts, a more advantageous transaction or arrangement could have been obtained from a third party not subject to a conflict of interest; and
- The organization's Board has acted upon and demonstrated that the transaction is in the best interest of the organization.

Disclosure involving directors should be made to the Board President, who shall bring these matters, to the Board.

Disclosure in the organization should be made to the chief executive (or if she or he is the one with the conflict, then to the Board President), who shall determine whether a conflict exists, and bring them to the attention of the Board President.

Board member biographies on the NAMI website should list the Board Members' potential financial conflicts and the Board Members' affiliations which are not financially based, such as membership on the boards of other organizations, or membership in professional societies.

Board Members will be provided with vendor information on a quarterly basis, prior to each Board meeting and are asked to review their previous disclosures for any needed updating. The Board shall determine whether a conflict exists and is material, and in the presence of an existing material conflict, whether the contemplated transaction may be authorized as just, fair, and reasonable to NAMI. The decision of the Board on these matters will rest in their sole discretion, and their concern must be the welfare of NAMI and the advancement of its purpose.

Recusal

Board Members with a potential conflict of interest shall recuse themselves from discussion and voting by leaving the meeting unless the Board by majority vote of the disinterested directors waives such conflict, thereby including the vote of the Board member(s) with a potential conflict of interest.

Violation of Policy

If the Board, committee or chief executive has reasonable cause to believe a Board member, officer, or management employee has failed to disclose actual or possible conflicts of interest, it is required to inform the person of the basis for such belief and afford the person an opportunity to explain the alleged failure to disclose.

If, after hearing the person's response and after making further investigation as warranted by the circumstances, the Board, committee or executive director, as the case may be, determines the person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

- Using NAMI’s time, personnel, equipment, supplies, or good will for other than NAMI approved activities, programs, and purposes
- Receiving personal gifts or loans from third parties dealing with NAMI. Receipt of any gift is disapproved except gifts of nominal value that could not be refused without discourtesy. No personal gift of money should ever be accepted.

Under this policy, do you have any potential or perceived conflicts of interest to disclose?

- I have read and understand NAMI’s conflict-of-interest policy and agree to be bound by it. I will promptly inform the Board President of any material change that develops in the information contained in the foregoing statement.
- No, I have no potential or perceived conflicts of interest to disclose.
- Yes, I have the following potential or perceived conflicts of interest to disclose:

Signature: _____

Date: _____

Interim Review: Board Members are required to review this disclosure and NAMI’s updated vendor/supporter list prior to each Board meeting and to provide any relevant updates.

Signature: _____ Date: _____ No changes Changes noted

Signature: _____ Date: _____ No changes Changes noted

Signature: _____ Date: _____ No change Changes noted

Signature: _____ Date: _____ No change Changes noted

[Updated lists of NAMI’s Current Corporate Funders are provided quarterly for Board Members’ use and review]

Some of these organizations are trade groups, some are managed care companies, some are essentially startups with no regional or local capacity to interact with our grassroots, and some are multinational corporations with significant resources that allow them to reach out to our affiliates (WALKS funding and small direct grants to fund educational programs and underwrite their annual meetings). The amount of funding to NAMI National from the above organizations can vary significantly from year to year.

NAMI
Data Protection Policy

Date Reviewed/Revised: July 19, 2021

PURPOSE

To describe the responsibility of the Board of Directors in providing oversight regarding the protection of NAMI data and to ensure knowledge about the changing legal and regulatory landscape regarding data protection in the United States.

POLICY

NAMI seeks to protect and responsibly steward both NAMI's data and the personal data of people who engage with NAMI (e.g., Board Members, staff, donors, stakeholders).

The Data Protection Policy articulates:

- Current Legal and Regulatory Requirements
 - The NAMI staff annually will solicit information from legal counsel, our accounting firm, our IT firm and national nonprofit organizations that follow regulatory and legal changes to ensure that our Policy is current
- The coverage of the following:
 - General Policies
 - Acceptable Use
 - Data Breach Response
 - Disaster Recovery Plan
 - Email Policy
 - GDPR Compliance
 - Network Security
 - Remote Access
 - Wireless Communication
 - Server Security
 - Database Credentials
 - Technology Equipment Disposal
 - Information Logging
 - Server Security
 - Software Installation
 - Workstation Security
 - Cyber Security Insurance

PROCESS

The Board of Directors has the responsibility to understand the steps the NAMI staff takes to stay abreast of legal and regulatory changes impacting data protection and to ensure that the Policy is appropriate for an organization of our size, scope and budget. Once each year the staff will provide a review/dashboard of the current Policy at a meeting of the Audit Committee who in turn will report out to the Board.

NAMI

Justice, Equity, Diversity, and Inclusion Policy

Date Reviewed/Revised: July 19, 2021

PURPOSE

The NAMI Board of Directors values Justice, Equity, Diversity, and Inclusion in belief as well as in leadership practice. NAMI believes in the fair and equitable treatment of the individual. It is committed to a policy of equal opportunity, which prohibits discrimination or harassment of any type. In addition, NAMI is willing to consider providing employees and staff with a reasonable accommodation consistent with federal, state, and local law. Sexual and other harassment is unacceptable and inconsistent with our tradition of providing a respectful, professional, and dignified workplace.

This Policy serves as a guide for Board Members, as well as an external declaration of the importance of Justice, Equity, Diversity, and Inclusion to this organization.

POLICY

NAMI promotes understanding, acceptance and the embracing of individual differences in order to eliminate all forms of intolerance and to help build a more just, diverse, inclusive, and egalitarian community in which we lead and operate. We promote diversity that reflects that of the people living in our communities. We recognize that this will differ by community. Our beliefs are based on mutual respect, tolerance, encouragement and action, and we are working to help each other embody these principles of Justice, Equity, Diversity, and Inclusion.

NAMI recognizes that people of minority races and ethnicities, lower socio-economic status, the LGBTQI community, and other forms of diversity are more likely to struggle from mental health issues, and the barriers to receiving help for these people are also incredibly high. NAMI strives to implement strategies to increase awareness of this problem and to overcome known barriers.

The NAMI Board shall embrace these practices and beliefs in its own work and provide leadership to its States and Affiliates in the promotion, support, and integration of these principles. Annually the Board will identify ways that it can both champion and model these beliefs in its leadership and in its interactions with its membership.

PROCESS

The Board of Directors will adopt a Justice, Equity, Diversity, and Inclusion plan every 1 to 3 years and measure its performance in the plan in the periodic Board self-assessment.

NAMI

Document Retention and Destruction Policy

Effective Date: October 2020

Date Reviewed/Revised: July 19, 2021

PURPOSE

To allow NAMI to identify, retain, store, and dispose of the organization's records in an appropriate, legally sound, and orderly manner. This policy is also included in the NAMI Accounting Policy manual.

POLICY

A. General Statement

1. Except as otherwise indicated, documents shall be retained for the number of years indicated in Part B.
2. Irrespective of the retention periods specified in Part B, upon (i) receiving notice of a lawsuit, government investigation, or other legal action against or involving the organization, or (ii) learning of circumstances likely to give rise to such an action, proceeding or investigation, all documents in any way relating to such matter shall be preserved and safeguarded.
3. No officer, director, employee, agent or member of the organization shall knowingly destroy a document with the intent to obstruct or influence the investigation or proper administration of any matter within the jurisdiction of any government department or agency or in relation to or contemplation of any such matter.
4. Employees are expected to utilize documentation practices as trained and are required to comply with the documentation standards outlined in this policy. Failure to do so could result in disciplinary action, up to and including termination of employment. Employees with questions about this policy should consult with management or seek legal advice.
5. The organization will maintain accurate and high-quality records electronically or in local, damage-proof storage for the duration of the time periods provided for in this policy. Once any such time period is complete, the records are to be destroyed
6. Documents maintained solely in electronic format will be scanned and retained in highly organized electronic folders on the organization's network in accordance with this schedule.
7. The organization is to maintain complete, accurate and high-quality records in local, damage-proof storage for the duration of the time periods provided for in this policy, any such time period is complete, the records are to be destroyed.
8. The organization's Chief Financial Officer shall be responsible for authorizing, overseeing, and ensuring that records are destroyed pursuant to this policy.

B. Record Retention Guidelines

1. General Corporate Records

Type of Record	Retention Period
Articles of Incorporation and amendments thereto	Permanently
Bylaws	Permanently
Meeting Minutes	Permanently
Patents, trademark registrations, copyright registrations	Permanently
Property records (including leases, deeds, easements, rights of way, appraisals, costs, depreciation reserves, blueprints, plans, end-of-year trial balances, tax records)	Permanently
Membership ballots	3 years following the applicable vote
Membership applications	Membership term, plus 1 year
Correspondence relating to member discipline matters	Membership term, plus 5 years
Contracts	3 years

2. Accounting, Finance and Tax Records

Type of Record	Retention Period
Income tax returns and filings	Permanently
Audit reports of Accountants	Permanently
Cash books	Permanently
Charts of accounts	Permanently
Federal and state tax bills and statements	3 years
Schedules, ledgers and other supporting documentation for financial statements and tax forms	7 years
Bank reconciliations	3 years
Checking records, including account statements, check register	3 years
Social security tax records	7 years
Accounts Receivable and payable	7 years
End-of-year financial statements	Permanently
Budget data	3 years
Banking records, including deposit and withdrawal records, bank statements	7 years
Expense accounts, approvals, petty cash records	3 years
Invoices to members, customers and vendors	7 years

3. Personnel Records and Payroll Documents

Type of Record	Retention Period
Resumes/applications and related employment materials, including background checks, letters of reference and related documents: For applicants not hired For employees	2 years Employment term, plus 4 years
I-9 Forms Active employees Terminated employees	Employment term Employment term, plus the later of 3 years from date of hire or 1 year following termination of employment.
Compensation, job history and timekeeping records	Employment term, plus 4 years
FMLA/USERRA and related leave records	Employment term, plus 4 years
Performance appraisal/disciplinary action records	Employment term, plus 4 years
Benefit records	Employment term, plus 6 years
Records related to disputed issues involving external agencies or parties, wage charge or suit hour investigation by DOL, EEOC charge, arbitrations, court actions, etc.	Employment term, plus 4 years
Records of accommodation to any disabled employee requesting such accommodation	Employment term, plus 4 years
Records of any sexual harassment complaints and the investigations and actions taken in response	Employment term, plus 4 years
OSHA & employee safety records	Employment term, plus 5 years
Workers Compensation claims	30 years after date of injury/illness

4. Insurance

Type of Record	Retention Period
Insurance records	Permanently
Accident reports	7 years
Appraisals	7 years
Worker compensation claims	7 years
Unemployment insurance	7 years

NAMI
Ethics Statement Policy

Date Reviewed/Revised: July 19, 2021

PURPOSE

To set a high bar for ethical behavior and to affirm that integrity and caring are expected from all Board and staff Members.

POLICY

NAMI believes strongly that our Officers, Board Members, Council Chairs, and staff must uphold the highest standards of ethical, professional behavior.

- We expect all to hold paramount the safety, health, and welfare of the staff, members, collaborators, and Board Members in the performance of our governing duties.
- We expect all to act in such a manner as to act in accordance with the law and to uphold and enhance personal and professional honor, integrity, compassion, and dignity of the profession.
- We expect the highest standards of integrity, honesty, and trustworthiness in our work; courage in our decisions; and dedication to NAMI's Values and Mission.
- We expect all to respect and protect privileged information to which we have access in the course of our official duties.
- We expect responsible action on behalf of the organization and are accountable and transparent to our members and to one another. We share information when appropriate without sacrificing confidentiality.
- We expect to be treated and to treat others with respect. We respect the opinions of and the differences among individuals.
- We expect fairness to be evident in our actions internally and externally. We are equitable in our decisions and mindful of their impact on other groups and people.
- We expect our actions to demonstrate our care for others and the community as a whole. We support each other in a humane manner. We care about the well-being of each other, the community, and the NAMI organization.

PROCESS

Board Members, staff, and others may communicate suspected violations of the Ethics Policy, applicable law, or other wrongdoing or alleged retaliation by contacting Lighthouse, the third-party vendor NAMI uses for the purposes of reporting instances of harassment and fraud. Lighthouse will be responsible for reporting all Whistleblower complaints to the Executive Committee in a timely manner. Reported allegations will be handled in a sensitive and discreet manner in accordance with legal requirements.

Depending on the nature and seriousness of the breach, action may be taken.

NAMI
Gift Acceptance Policy

Date Reviewed/Revised: September 21, 2023

PURPOSE

To provide guidelines for staff who deal with gifts, to outside advisors who assist in the gift planning process, and to prospective donors who want to make gifts to NAMI. It is intended only as a guide and allows for some flexibility on a case-by-case basis.

POLICY AND PROCESS

Restrictions

NAMI National will not accept gifts that (a) would result in NAMI National violating its corporate charter, (b) would result in the Organization losing its status as a § 501(c)(3) not-for-profit organization, (c) are too difficult or too expensive to administer in relation to their value, (d) would result in any unacceptable consequences for NAMI, or (e) are for purposes outside Organization's mission or unlawfully discriminate. Decisions on the restrictive nature of a gift, and its acceptance or refusal, shall be made by the CDO, in consultation with the CEO and the CFO.

Morality Clause

In the case a donor or corporate partner publicly behaves or speaks contrary to NAMI's values, NAMI reserves the right to refuse a gift, return the gift, retain the gift and speak against the incident, or retain the gift and devote it to efforts to address the social problem the donor's actions contributed to or created. The determination about the gift will be made by the CEO in consultation with the CDO, CFO, and Chief Communications Officer.

Cash

Checks shall be made payable to NAMI. In no event shall a check be made payable to an individual who represents NAMI.

Publicly Traded Securities

Readily marketable securities, such as those traded on a stock exchange, can be accepted by NAMI.

For NAMI gift crediting purposes, and in accord with IRS policy, the value of the gift is the median of the high and low prices on the date of the gift.

Unless there are compelling reasons to the contrary, gifted securities will be sold immediately upon receipt.

Closely Held Securities

Before closely held securities are accepted, NAMI shall explore methods of liquidating them through redemption or sale. A representative of NAMI shall contact the closely held corporation to estimate their fair market value, and/or whether there are any restrictions to transfer.

Non-publicly traded securities may be accepted after consultation with NAMI's Accounting Department, its attorneys and the Finance & Audit Committee.

Cryptocurrency

Donations of cryptocurrency can be accepted by NAMI. These donations shall be immediately processed and sold; the net proceeds from the sale of the assets are transferred to NAMI National in U.S. Dollars. NAMI National does not maintain any cryptocurrency or a reserve of cryptocurrency, therefore all cryptocurrency asset donations are deemed to be final. For gift crediting purposes, and in accord with IRS policy, donations of cryptocurrency are treated as donations of property. NAMI shall follow all IRS requirements related to disposing

of gifts of tangible personal property and filing appropriate forms.

Real Estate

Before gifts of real estate can be accepted, they must be reviewed by NAMI staff and such experts as they may deem appropriate, to determine whether the donation is appropriate for NAMI.

A member of the staff must conduct a visual inspection of the property. If the property is located in a geographically isolated area, a local real estate broker can substitute for a member of the staff in conducting the visual inspection.

The donor is responsible for obtaining a qualified appraisal and an environmental audit of the property, the cost to be borne by the donor.

Because gifts of real estate are expensive to process, NAMI prefers gifts whose value and marketability make them acceptable.

The donor must provide the following documents:

- Real estate deed
- Real estate tax bill
- Plot plan
- Substantiation of zoning status
- Or other documents as required.

The donor may be asked to pay for all or a portion of the following costs while the property is being held for sale by NAMI:

- Maintenance costs
- Real estate taxes
- Insurance
- Real estate broker's commission and other costs of sale
- Appraisal costs

Life Insurance

NAMI will accept life insurance policies as gifts only when NAMI is named as the owner and beneficiary of 100% of the policy.

Gifts of Tangible Personal Property

Gifts of jewelry, artwork, collections, equipment, and software shall be accepted after approval by NAMI's CFO.

NAMI requires that a qualified outside appraiser value the gift before it is accepted, and the cost of such an appraisal will not be paid by NAMI.

NAMI shall follow all IRS requirements related to disposing of gifts of tangible personal property and filing appropriate forms.

Deferred Payment Gift Annuities

NAMI is pleased to accept gifts of deferred payment gift annuities. Upon acceptance, responsibility for administering these gifts is transferred to a third-party vendor (Charitable Gift America).

Bequests

Assets, transferred through bequests, that have immediate value to NAMI or that can be liquidated shall be encouraged by the development staff. Gifts that appear to require more cost than benefit shall be discouraged or declined.

Administrative Issues

NAMI shall not act as an executor (personal representative) for a donor's estate. NAMI shall not act as trustee or co-trustee of a charitable remainder trust.

NAMI shall not pay for the drafting of legal documents for trusts or wills.

NAMI shall not pay any finder's fee or other fees for directing gifts to the organization.

Endowment Fund Policy

A permanent endowment fund is appealing to donors who are considering major outright or planned gifts because it provides a recognized vehicle for the investment of assets to help NAMI carry out its mission both now, and in the future.

Definition

The term "endowment" includes all gifts and bequests which are to be used to support the programs of NAMI in perpetuity.

For the sake of this document the term refers only to "true endowments".

Capital Structure

A segregated account will be established for gifts that have been earmarked for endowment.

Marketing & Donor Relations

To establish a named endowment fund, a minimum of \$250,000 is required. However, gifts of any amount can be made for inclusion in the general endowment fund.

Upon request, donors will receive an annual report detailing the investment performance and use of the fund.

NAMI
Media Policy

Date Reviewed/Revised: July 19, 2021

PURPOSE

To ensure clarity regarding who has the authority to speak on behalf of NAMI and that the nature and quality of NAMI's media messages are consistent and appropriate.

POLICY

NAMI's public image is critical to the organization's success and should always reflect NAMI's philosophy, Mission and Values. In order to maintain this image, it is necessary to have consistent and professional communications with the media, general public, and stakeholders (e.g., States, Affiliates, donors) regarding NAMI's overall strategies, plans and activities.

The only people who can make an official statement or present a position on behalf of NAMI are the NAMI President and the NAMI CEO. Board Members and staff do not have the authority to speak on behalf of NAMI or the Board unless specifically authorized to do so by the President or CEO. All media requests must be cleared with the staff prior to taking part in them.

NAMI Board Members and staff are expected to exercise good judgement in how they conduct themselves online. They should always be honest and accurate when posting NAMI information and, if a mistake is made, it should be remedied quickly.

NAMI encourages Board Members to share news or events through social media, as a representative of NAMI, but has guidelines around this type of communication (see below). In all cases, Board Members should always remember that they are seen as representatives of NAMI, and common sense should be exercised before publishing content.

1. When posting on social media about Board and/or committee meetings and/or work, be aware of what should remain confidential and do not disclose work in progress. If a Board Member is uncertain about what is confidential, the Board member should check with the Board President or CEO before taking action in posting.
2. Board Members will ensure permission has been received to post or use everyone's photo. Board Members will remain cognizant of the image we are projecting regarding the balance of social elements and work in regard to Board and/or committee activity.
3. When posting on social media, blogs or in other outlets, Board Members will make sure personal opinions are noted as such and not as representing an official position of NAMI. When in doubt, check with the staff and/or the NAMI President.

In addition, a NAMI Board member cannot:

- Use NAMI as a part of a username to imply endorsement or present their page as an official NAMI page.
- Disclose confidential information about any stakeholders, donors, the Board and its directors, staff, or volunteers, without prior written permission.
- Falsify NAMI records, documents, or communications of any kind.
- Harass, discriminate, threaten, coerce, imitate, or intimidate any NAMI stakeholders, staff, Board Members, or interns.
- Use abusive language, such as posts that could contribute to a hostile work environment based on race, sex, disability, religion, or any other status protected by law.

PROCESS

Instances of noncompliance with this policy will be addressed in a timely manner by the Board President or CEO.

NAMI

Whistleblower Policy

Date Reviewed/Revised: July 19, 2021

PURPOSE

The Ethics Policy adopted by NAMI requires all Board and staff members to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As representatives and employees of NAMI, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations. Set forth below is NAMI's policy with respect to reporting good-faith concerns about the legality or propriety of NAMI actions or plans.

POLICY

Reporting of Concerns or Complaints

It is the responsibility of all NAMI Officers, Board Members, Council Chairs and staff to comply with NAMI's Ethics Policy and all laws, and to report violations or suspected violations in accordance with this Whistleblower Policy.

Confidentiality

NAMI will treat all communications under this policy in a confidential manner, except to the extent necessary 1) to conduct a complete and fair investigation, and/or 2) for review of NAMI operations by NAMI's Board, its Finance and Audit Committee, NAMI's independent public accountants, and/or NAMI's legal counsel.

Retaliation

NAMI will not permit any negative or adverse actions to be taken against any employee or individual for making a good-faith report of a possible violation of its Ethics Policy or applicable law, even if the report is mistaken, or against any employee or individual who assists in the investigation of a reported violation.

Retaliation in any form will not be tolerated. Any act of alleged retaliation should be reported immediately and will be promptly investigated. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within NAMI prior to seeking resolution outside the organization.

Illustrative Types of Concerns

The following is a non-exhaustive list of the kinds of improprieties that should be reported:

- Supplying false or misleading information on NAMI's financial or other public documents, including its Form 990
- Providing false information to or withholding material information from NAMI's Board or auditors
- Destroying, altering, mutilating, concealing, covering up, falsifying, or making a false entry in any records that may be connected to an official proceeding, in violation of federal or state law or regulations

- Altering, destroying, or concealing a document, or attempting to do so, with the intent to impair the document's availability for use in an official proceeding or otherwise obstructing, influencing, or impeding any official proceeding, in violation of federal or state law or regulations
- Embezzling, self-dealing, private inurement (i.e., NAMI earnings inuring to the benefit of a director, officer, or senior management) and private benefit (i.e., NAMI assets being used by anyone in the organization for personal gain or benefit)
- Paying for services or goods that are not rendered or delivered
- Using remarks or actions of a sexual nature that are not welcome and are likely to be viewed as personally offensive, including sexual flirtations; unwelcome physical or verbal advances; sexual propositions; verbal abuse of a sexual nature; the display of sexually suggestive objects, cartoons, or pictures; and physical contact of a sexual or particularly personal nature.
- Using epithets, slurs, negative stereotyping, and threatening, intimidating, or hostile acts that relate to race, color, religion, gender, national origin, age, or disability
- Circulating or posting written or graphic material in the workplace that denigrates or shows hostility or aversion toward an individual or group because of race, color, religion, gender, nationality, age, disability, or sexual preference
- Discriminating against an employee or potential employee due to a person's race, color, religion, gender, sexual orientation, national origin, age, physical or mental impairment, or veteran status
- Violating NAMI's Ethics Policy, Conflict-of-Interest Policy, Anti-Harassment Policy, or Equal Employment Opportunity Policy
- Facilitating or concealing any of the above or similar actions

PROCESS

How to Report Concerns

Board Members, staff, and others may communicate suspected violations of its Ethics Policy, applicable law, or other wrongdoing or alleged retaliation by contacting Lighthouse, the third-party vendor NAMI uses for the purposes of reporting instances of harassment and fraud. Lighthouse will be responsible for reporting all Whistleblower complaints to the Executive Committee in a timely manner.

If you wish to remain anonymous, it is not necessary that you give your name or position in any notification.

Whether or not you identify yourself, for a proper investigation to be conducted, please provide Lighthouse with as much information as you can, sufficient to do a proper investigation, including where and when the incident occurred, names and titles of the individuals involved, and as much other detail as you can provide.

III. BOARD AND CHIEF EXECUTIVE PARTNERSHIP POLICIES

NAMI

Delegation of Authority Policy

Date Reviewed/Revised: July 19, 2021

PURPOSE

To ensure clarity of roles and lines of authority between the Board of Directors and the Chief Executive.

POLICY AND PROCESS

The Board focuses on establishing broad policies to fulfill its fiduciary, strategic and resource generation roles. Policies related to the administration of NAMI shall remain wholly delegated to the Chief Executive.

When the Board delegates authority for the administration of NAMI, it does so through the Chief Executive. All authority and accountability for the administration of NAMI are placed under the authority and accountability of the Chief Executive who serves as the sole NAMI employee under the Board's oversight. No individual Board member, including the Board President nor any committee, has direct authority over the Chief Executive or other NAMI staff member. The Chief Executive reports to the Board as a collective body.

Individual Board Members, committees and work groups may make requests for information beyond specific policy requirements. However, the use of the NAMI staff's time falls ultimately under the Chief Executive's purview. Therefore, any Board request may be declined if it requires an undue material amount of time or funds, or is disruptive to the fulfillment of normal duties.

The Chief Executive has full authority to hire, set compensation, evaluate, develop, discipline, and terminate employees of NAMI. When a staff member who reports to the Chief Executive seeks conflict resolution of a grievance against the Chief Executive, he or she must follow relevant NAMI Grievance policies. The Board will not be involved in internal grievance matters short of those that trigger the Board's Whistleblower Policy.

NAMI

CEO Annual Performance Evaluation and Compensation Policy

Date Reviewed/Revised: July 19, 2021

PURPOSE

One of the primary functions of a Board is to hire and fairly compensate the CEO, and evaluate the CEO's performance. The intention of a productive evaluation process is to acknowledge accomplishments, identify areas for growth, and build consensus on priorities, challenges, and goals for the upcoming year.

POLICY

Evaluation

The Board will formally evaluate the Chief Executive's performance on an annual basis, completing the process by January 31st of the following year.

The Executive Committee will lead the process but will engage all Board Members accordingly. The Executive Committee will review and summarize any survey results and meet with the Chief Executive to discuss his/her performance over the past year and goal setting for the upcoming year. The outcome of the performance review will be shared with all Board Members in an Executive Session of the Board.

Compensation

The Chief Executive will be eligible to receive an annual merit and/or cost of living salary increase. Merit increases will be tied directly to the evaluation results of the Chief Executive's performance.

Organizations like NAMI that look to hire and retain the best and the brightest in their fields must offer attractive salary and benefits plans. If, however, a salary package is deemed in excess of reasonable compensation, the IRS may impose intermediate sanctions on both the individual receiving that salary and the organizational managers who approved it. Therefore, the NAMI Board will conduct and document a Chief Executive compensation study at least every three years to ensure the Chief Executive's compensation is fair and reasonable compared to the salaries of CEOs of other like organizations. When conducting the compensation study, the Board will identify at least three different sources and consider "like" organizations in terms of budget size, staff size, geography, etc.

PROCESS

- The Chief Executive drafts his/her annual performance goals for review, adapted as needed and approved by the Board on or before January 31st as part of his/her evaluation process.
- The evaluation process begins late in the Fourth Quarter, and it includes data collection from a proven survey tool that addresses both goals and competencies, input from the full Board, and a self-assessment component.
- The Executive Committee convenes to review and discuss evaluation results. Consensus is developed and the Executive Committee also determines any changes in the Chief Executive's

compensation. The Board President compiles this information and develops a written performance evaluation.

- This evaluation is shared with the Chief Executive in writing in advance of a meeting with the Board President and at least one other member of the Executive Committee. This conversation will include goal achievement, the relationship between the Chief Executive and Board, and ways to work together to move the organization forward.
- The Board President will report on the discussion, outcomes, and decisions on the Chief Executive evaluation and compensation to the Board in Executive Session.
- A copy of the Chief Executive's self-evaluation and the final evaluation will be kept in the Chief Executive's confidential employment file.

NAMI
CEO Succession Policy

Date Reviewed/Revised: July 19, 2021

PURPOSE

To prepare for a leadership transition at NAMI to minimize risks and disruption of services in the unexpected or planned, and temporary or permanent absence of the CEO.

POLICY

The CEO succession plan will be comprised of at least three written components:

A Temporary Absence (either planned or unexpected)

In the case of a short-term CEO absence (less than 90 days), the Board in partnership with the CEO, if possible, will appoint an interim CEO to serve during the interim period.

An Emergency Permanent Departure

In the case of a sudden loss or departure of the CEO, the Board will appoint an Interim CEO to serve on a temporary basis while the Board conducts a comprehensive search process to hire a new CEO. The Interim CEO may be a member of staff, a Board member, or an experienced individual from outside the organization. If a Board member is asked to serve as the Interim CEO, the Board member will first resign from the Board. The Interim CEO will have all authorities and responsibilities of the CEO position, and will keep the Board well informed of notable issues, challenges, and decisions. The Interim CEO would be eligible to apply for the permanent position. The written CEO succession plan will not name any potential Interim CEOs.

A Planned Permanent Departure

The CEO will make every effort to provide the organization a minimum of three-month's notice of a decision to resign from the organization. When notice is received, the Board will identify an Interim CEO, if needed, to serve during the period between the departure of the current CEO and the arrival of a new CEO. The Board will conduct a formal search for a new CEO.

PROCESS

Board Members will be made aware of this policy in the Orientation process, and the CEO will annually reaffirm and adapt recommendations to the Board on staff capable of serving in the Interim CEO role, if needed.

NAMI

Communications between Board and Staff

Date Reviewed/Revised: August 2021

PURPOSE

To promote effective communications between Board Members and the Chief Executive Officer and staff.

POLICY AND PROCESS

As a general matter, Board Members should not freely interact with staff on NAMI matters. It is important to maintain a separation between the Board's high-level policy and management responsibilities and the responsibilities of staff to implement those policies in the day-to-day operations of the organization.

Communication with staff should be limited as outlined in this Policy and the Delegation of Authority Policy. Board Member having a second role within NAMI should bear in mind that staff will see that person first as a Board Member. Accordingly, if that Board Member would ordinarily communicate with staff in that second role, consideration should be given to having a deputy or other person communicate with staff in that instance.

All interactions and communications between Board Members and the Chief Executive Officer and staff are expected to be respectful. Communication with staff on Board committee business should be made with the liaison for that committee; any other communications with staff should go to the Board liaison. All requests beyond the usual scope of a routine committee request, including requests for readily available information, must first be discussed with the Board President and Chief Executive Officer. The Board President should be copied or otherwise notified of all communications with staff or requests to communicate with staff.

The Chief Executive Officer, Board President, and Committee Chairs will confer periodically on staff time needed to facilitate Board committees' work. Priority given to requests from Board Members will depend on staff's availability and priorities.

NAMI

Contracts/Financial Limits Policy

Date Reviewed/Revised: July 19, 2021

PURPOSE

To clarify the parameters within which the CEO makes significant spending decisions. The comprehensive policy can be found in NAMI's Accounting Policy manual.

POLICY

- NAMI will avoid purchasing goods and services from vendors or suppliers with whom there is a conflict of interest.
- NAMI will not make purchases of over \$25,000 without a three-bid process, with the exception of when doing so would be detrimental and disruptive to the ongoing operations of the organization. Suppliers from whom seeking multiple bids might cause undue disruption might include insurance, legal counsel, audit, public relations, technology outsourcing, and consultants for whom the scope of work on projects has been extensive. In these cases, staff is encouraged to periodically solicit bids to ensure these contracts reflect fair market pricing.
- The Finance & Audit Committee oversees the process by which the Board selects the auditor. In the other cases, contracts are reviewed, although not necessarily formally bid, at least every three years.
- Any contract or purchase exceeding \$200,000, whether budgeted or unbudgeted, must be approved by the NAMI Board or Executive Committee.

PROCESS

NAMI staff will apprise the Board of any possible exceptions to the above parameters as they occur. The Board will be apprised of significant purchases through the annual budgeting process for both the Operating and Capital Budgets. The Board has the ultimate authority for the NAMI budget.

IV. BOARD POLICIES

NAMI

Board Member Recruitment Expectations Policy

Date Reviewed/Revised: July 19, 2021

PURPOSE

To actively demonstrate solidarity with the NAMI values of hope, inclusion, empowerment, compassion, and fairness toward Board candidates throughout their candidacy and the election process.

POLICY

As representatives of the national organization, Board Members are front-line ambassadors to all members and convention attendees, including the candidates running for the Board. Demonstrating impartiality and sincere hospitality toward all candidates is essential so that all feel welcomed.

While Board Members are encouraged to recruit people to run for the Board, as representatives of NAMI, Board Members are expected to refrain from promoting any candidate(s) or attempting to influence the vote of state organizations and affiliates.

The intention of these requirements of 'no campaigning' and egalitarian treatment of all candidates is to promote equal opportunity and organizational fairness among the NAMI membership and NAMI leadership, and to encourage broad participation in the leadership opportunities of NAMI, NAMI State Organizations and Affiliates.

Considering that Incumbent Board Candidates have dual roles, both as sitting Board Members and as individual candidates, Incumbent Board Candidates are obliged to be particularly conscientious about their behavior regarding both their position as Board Members and as incumbent candidates. As with all sitting Board Members, Incumbent Board Candidates are likewise expected to be thoughtful representatives of the NAMI Board, in terms of hospitality, welcoming, and collegial behavior toward all other candidates who are on the ballot.

PROCESS

If a Board member observes another Board member promoting any candidate(s) or acting with less than sincere hospitality, s/he should notify the President.

NAMI

Board Member Orientation Policy

Date Reviewed/Revised: July 19, 2021

PURPOSE

It is considered a governance best practice to conduct a formal Orientation for all new Board Members and Council Chairs prior to their first Board meeting. NAMI is invested in preparing new Board Members and Council Chairs for Board service so that they can become active, engaged, and productive members as soon as possible.

POLICY

Every new Board member is required to attend a formal Orientation to the NAMI Board of Directors. The Orientation will include a session to discuss key information about the organization and the Board of Directors, as well as electronic materials. Orientation will minimally address the following information:

- NAMI, including
 - Mission, Vision, Values
 - History
 - NAMI structure (including an organization chart)
 - Finances and key funding sources
- The Board of Directors, including
 - Articles of Incorporation and Bylaws
 - Board Policy and Governance Manual
 - List of Board Members and Officers
 - Committee and Work Group Structure
 - Board Member Responsibilities
 - Board Meeting Dates
 - Key Strategic Issues Facing NAMI
- Board Culture, including
 - Boardroom Culture and Norms
 - Decision-Making Processes
 - Communications

PROCESS

The Orientation of new Board Members will be conducted collaboratively by the Board Policy & Governance Committee, one or more Board Officers, and the CEO.

NAMI

Board Self-Assessment Policy

Date Reviewed/Revised: July 19, 2021

PURPOSE

NAMI believes in continuous learning and the importance of striving for quality in all that it does. Assessment is an important element of those beliefs. This policy outlines the expectations for full Board self-assessment.

POLICY

The NAMI Board of Directors will undergo a meaningful written Board self-assessment at least every three years. A proven tool will be used that allows anonymity, queries Board Members and the CEO on their perceptions of the Board's performance, and provides the opportunity to rate the Board's performance on a Likert scale. The results will be aggregated and shared with the full Board for discussion. Based on the results, the Board will develop a Board Action Plan to help the Board enhance its governance practices and structure.

PROCESS

The Board President will assign an existing committee or appoint a Work Group to take the lead on the Board self-assessment. Consideration will be given to contracting with an external governance consultant to analyze the assessment results, present them to the Board, and facilitate the development of a Board Action Plan.

NAMI
Board Effectiveness Report

Date Reviewed/Revised: October 26, 2023

PURPOSE

NAMI's Board of Directors will review and approve a written effectiveness report at least once every two calendar years, and they will complete that process by 1 February in the year when a report is produced.

POLICY

The effectiveness assessment and the written report may be conducted and prepared by NAMI Staff, a subcommittee of the Board, an outside committee of volunteer experts, a paid consultant, other professionals, or any combination of these. The written report provided to the Board of Directors must examine the organizational effectiveness of NAMI National by providing information that answers the following five questions:

1. What is NAMI National aiming to accomplish?
2. What are NAMI National's strategies for making this happen?
3. What will NAMI National use or deploy to accomplish these strategies?
4. How will NAMI National know if we are making progress?
5. What has/hasn't NAMI National accomplished so far toward its goal(s)?

NAMI

Committees and Work Groups Policy

Date Reviewed/Revised: July 19, 2021

PURPOSE

To clarify the roles of Board Standing Committees and ad hoc Work Groups convened to support and advance the work of the Board.

POLICY

- Board Committees are designed to assist the Board in its work by bringing issues, information, implications, and options to the Board for discussion and decision-making by the whole Board.
- A Committee may provide education on a topic and then facilitate full Board discussion of possible next steps.
- Committees seeking funds for their work must seek prior approval from the Board. Funding is not guaranteed.
- Standing Committees are the Executive Committee, Finance & Audit Committee, and Board Policy & Governance Committee. All Standing Committees will be chaired by a director and will consist of a minimum of three directors.
- The Executive Committee may create other Board committees as needed, and the President may designate Work Groups for limited purpose and duration. The President shall appoint the chair and members of each such Work Group.
- All Committees and Work Groups work from a “charter” that articulates their purpose, composition, and authority. A majority of Board Members on each Committee shall serve as quorum, and actions can be taken by a majority vote when a quorum is in place.
- All Committees support and promote efforts to create, foster, and sustain diversity, equity, and inclusion in their scope of work and in NAMI’s work in general.
- Standing Committee charters follow:
 - Executive Committee shall be comprised of the President, the two Vice-Presidents, the Secretary, the Treasurer, and the Chief Executive Officer as a non-voting ex-officio member. Three of the members of the committee shall constitute a quorum. The President shall act as Chair and the Secretary as Secretary of the committee.

The Executive Committee provides oversight on behalf of the Board, acts as intermediary in reviewing and making recommendations for Board action, considers how to best focus Board discussion and action, leads the annual CEO performance evaluation process, and may act on behalf of the Board when the full Board is unable to meet and take action. It also determines the Board committee structure each year. Staff will report all ongoing or potential legal issues to the Executive Committee in a timely manner.

This Committee will meet as often as needed and shall keep minutes of all of its meetings and transactions, and such minutes shall be distributed to the Board following each meeting of the Executive Committee and shall be reported at the next meeting of the

Board for purposes of ratification by the Board of the actions taken by the Executive Committee.

○ Finance & Audit Committee

The Finance & Audit Committee, chaired by the Treasurer, leads the Board in its oversight of the overall financial condition of the corporation. The Committee:

- Reviews and transmits for approval by the Board the organization's annual operating and capital budgets;
- Reviews all actions involving monies, securities, and other assets of the organization consistent with Board investment policies;
- Oversees financial planning and tax compliance, including quarterly reviews of internal financial statements to be reported to the Board;
- Ensures that effective internal financial controls are in place and operational through periodic review of the organization's Accounting Policies and Procedures;
- Report on Reserves Policy compliance to the Board once the NAMI Annual Audit Report is issued (compliance for the prior year end) and at the time when the Annual Budget is reviewed;
- Oversees the organization's Information Technology planning, including quarterly reviews of progress on capital budgets;
- Recommends the selection and engagement of independent auditors to be appointed by the Board, ensuring that either the audit firm or minimally the lead auditor is changed at least every five years;
- Oversees the performance and reporting of the independent auditors, including review and transmission for approval by the Board of the annual audit report and IRS form 990, and any other reports from the independent auditors;
- Reviews the Directors & Officers insurance policy and coverage levels every three years;
- Ensures Board development as needed in order to strengthen financial oversight.

In addition, all whistleblower complaints are made to the Lighthouse who will inform the Executive Committee of all reports.

Advisory Council representatives may be invited to attend committee meeting as ex officio, non-voting participants.

○ Board Policy & Governance Committee

The Board Policy & Governance Committee is responsible for ensuring that the Board of Directors is functioning effectively in its governing of the institution and in accordance with its Articles of Incorporation, Bylaws, and Policies and Procedures. The Committee:

- Reviews and proposes for Board approval revisions as needed to the Articles of Incorporation, Bylaws, and Policies and Procedures with respect to the governance of the organization;
- Reviews Board composition and identifies needed areas of skill, experience, and diversity;

- Oversees annual NAMI Board elections and elections disputes when they arise;
- Solicits and reviews nominations for Outstanding NAMI State Organization and Outstanding NAMI Affiliate awards, and recommends award winners to the full Board provided that final decisions on award winners are made jointly by the Governance Committee Chair, NAMI President and NAMI CEO;
- Works with the President and staff to provide new Board member orientation as well as ongoing Board development activities;
- Cultivates Board member engagement and leadership;
- Periodically reassesses the Board committee structure and proposes revisions as needed for Board approval;
- Ensures continuing Board education and training as needed.

Advisory Council representatives may be invited to participate in committee meetings in an ex officio, non-voting capacity.

PROCESS

The new Executive Committee and senior leadership will review the Board committee structure and identify any changes for the upcoming year, considering any recommendations from the prior Executive Committee and prior Committee Chairs. The new Executive Committee will determine the Board committee structure within its first 30 days. Work Groups may be created at any time at the discretion of the Board President.

NAMI

Directors' and Officers' Insurance Policy

Date Reviewed/Revised: July 19, 2021

PURPOSE

Directors' and Officers' (D&O) insurance protects the organization, its Directors, Officers, employees and volunteers for "wrongful acts" in governing and managing the organization. "Wrongful acts" are allegations of breach of duty, errors and omissions, and other acts that cause harm to the organization and/or its members. The D&O policy does not cover loss for bodily injury or property damage; that is covered under the general liability policy.

POLICY

NAMI maintains Directors' and Officers' insurance that provides protection to Directors making decisions on behalf of NAMI, as well as to NAMI itself. The amount of liability coverage is \$3,000,000, meaning claims would be covered up to a maximum of \$3,000,000 per incident and per year. Specific coverage includes:

Defense costs: In the event of a claim, selection of defense counsel needs to be reviewed with the Association's carrier.

- Libel and slander: Coverage is included for claims that may arise from publications and presentations that are made on behalf of NAMI.
- Employee-related suits: The policy also extends coverage to include employment-related suits. Such claims might be made for wrongful termination or discrimination.
- Severability: All application statements are regarded as true. If one individual had knowledge of a fact or claim, coverage would not be voided for all parties. Coverage would only be voided for the individual who had knowledge of a claim.

PROCESS

The Finance & Audit Committee will review the D&O policy and coverage levels every three years.

NAMI

Financial Oversight Policy

Date Reviewed/Revised: July 19, 2021

PURPOSE

Appropriate financial oversight is an essential part of a governing Board's fiduciary responsibility. This policy articulates key elements of the Board's responsibility in protecting the organization's finances and assets.

POLICY

The NAMI Board is charged with providing financial oversight of the institution. This multi-faceted responsibility will be coordinated by the Finance and Audit Committee, and will include the following:

- Annual Budget Approval: One of the Board's most important responsibilities is approving the budget because it is a primary mechanism for the Board to determine if the organization is being managed effectively. During the budget development process, the Finance & Audit Committee supports staff as staff develops a budget that reflects the organization's priorities and a prudent use of the organization's financial resources. The Finance & Audit Committee reviews and discusses the proposed budget prior to discussion and approval by the full Board. Budget approval reflects the Board's support of the CEO managing the organization in accordance with that general distribution of resources. The budget will be presented for board approval as soon as possible once the previous year-end financial status has been finalized.
- Review of Financial Statements: The Finance & Audit Committee regularly reviews the financial statements, but the full Board will review them at least quarterly. Statements will be posted monthly for review on the Board portal. Each Board Member should have a reasonable understanding of how to read a financial statement and the ability to ask relevant questions regarding cash flow, revenues and expenses compared to budget, liquidity and diversity of funding sources.
- Annual Audit: The Finance & Audit Committee will direct the annual Audit. At the Committee's recommendation, the Board will select the auditor each year, ensuring that either the audit firm or minimally the lead auditor is changed at least every five years. Either the full Board or the Finance & Audit Committee will meet in Executive Session with the auditor to discuss the audit each year. No staff will attend the Executive Session.
- Form 990: All non-church, tax-exempt organizations with revenues over \$25,000 must report annually to the IRS on their financial and other activities, including their governance activities. The audit firm will draft and staff will review and submit the Form 990 in accordance with required submission dates each year. Prior to its submission, the Board of Directors will review the document. Board Members should consider: is the information accurate? Are we meeting

legal requirements? Are there any areas where we should rethink our practices? There are a number of questions regarding the governance of the institution included in the 990; the Board will make reasonable efforts to ensure these questions are answered honestly and in the best interests of the organization.

- Annual Review of Updated Projections: The Finance & Audit Committee will review and discuss staff's projection of the current year's fiscal results every month. This review is focused on alignment between the NAMI's Strategic Plan and early identification of any potential financial issues that may require action.

PROCESS

The Finance & Audit Committee will oversee these activities.

NAMI

Fundraising and Giving Policy

Date Reviewed/Revised: February 26, 2026

1. Policy. The NAMI Board of Directors adopts a 100% giving policy. All Members of the NAMI Board are required to make an annual unrestricted financial contribution to NAMI each fiscal year of his/her term.
2. Purpose. Boards are responsible for ensuring that their nonprofit organization has the financial resources it needs to support the budget and execute its strategic plan. Foundations, corporations, and individuals typically expect Board Members to both personally contribute to the organization and to help raise money to support the organization. The intent of this policy is to ensure that every Board Member understands his/her role in financially supporting NAMI.
3. Recognition of Board Diversity. The NAMI Board recognizes that Board Members bring diverse lived experiences, financial capacities, and professional networks. Fundraising and giving expectations will be implemented with respect, equity, and sensitivity, while maintaining the principle of shared responsibility for the organization's financial health.

PROCEDURE

4. Expected Participation. To demonstrate commitment to the NAMI mission and to help reach annual organizational fundraising goals, Board Members agree to participate in the following ways:
 - 4.1 Make an annual meaningful gift to NAMI based on personal means.
 - 4.2 Engage in efforts to raise financial and/or community support for NAMI (e.g., cultivation, solicitation, and/or stewardship activities). Fundraising participation may include, but is not limited to, making introductions to prospective supporters, participating in donor meetings, hosting or attending cultivation events, thanking donors, or advocating for NAMI with institutional funders.
 - 4.3 Serve as a community ambassador on behalf of NAMI.
5. Education and Acknowledgement Process. The Board Policy & Governance Committee will ensure that, prior to election onto the Board, all prospective Board Members are informed of the Board's fundraising and giving expectations.
 - 5.1 Once elected, these expectations will again be shared with new Board Members during the Orientation process.
 - 5.2 Board Members will acknowledge this policy annually as part of their Board conflict-of-interest disclosure process.
 - 5.3 Board leaders will help support Board Members in their giving and fundraising activities.
 - 5.4 The Board Chair, in collaboration with the Board Policy & Governance Committee, will monitor compliance with this policy and address any concerns confidentially and constructively with individual Board Members.
6. Review of Policy. The Board Policy & Governance Committee shall review this Fundraising and Giving Policy every three years (or sooner if circumstances are recommended) and propose amendments to the Board as needed for clarity or improved practice.

NAMI

Investments Policy

(The following is a brief summary of the policy adopted by the Board of Directors. See the Investment Policy Manual for the complete policy)

Effective Date: July 19, 2021

Introduction

The purpose of this Investment Policy Statement (IPS) is to establish a clear understanding between the Board of Directors (Board) of the National Alliance on Mental Illness (NAMI), NAMI Staff and the Investment Consultants as to the investment objectives and policies applicable to the NAMI investment portfolio(s). It will also assist NAMI in effectively supervising, monitoring, and evaluating the management of the investment portfolio(s). This Policy Statement summarizes the investment philosophy of NAMI and provides guidance for NAMI staff and the Investment Consultant.

This Investment Policy Statement will:

1. Establish reasonable expectations, objectives and guidelines for the investment of NAMI assets.
2. Set forth an investment structure detailing allowable asset classes, asset allocation and asset allocation ranges that, in total, are expected to produce an appropriate level of overall diversification and total investment return over the investment time horizon specified for each individual portfolio.
3. Establish formal criteria to select, monitor, evaluate and compare performance results achieved by each investment option on a regular basis.
4. Encourage effective communication between NAMI Staff, Investment Consultants, and the Finance & Audit Committee with respect to investment management decisions.
5. Comply with all applicable fiduciary requirements experienced investment professionals would utilize and with all applicable laws, rules, and regulations from various local, state, federal, and international political entities that may impact the portfolio(s).

Overview

The National Alliance on Mental Illness was founded in 1979 and incorporated in 1980 as a 501(c)3 General Not for Profit Corporation for the purpose of providing support, education, and advocacy for people with mental illness and their families.

NAMI's National Board of Directors are elected by NAMI members to provide strategic guidance in the fulfillment of NAMI's mission to building better lives for the millions of Americans affected by mental illness. NAMI's Board members have broad responsibility to govern the organization and its assets. The Board serves as the fiduciary steward for the organization's funds and acknowledges that it must invest the assets prudently.

The Board has designated a Finance & Audit Committee. The NAMI Finance Committee authorizes a General Operating Account and three investment funds:

- Short Term Investment Fund
- Board Reserve Fund
- Endowment Fund

The Finance & Audit Committee may retain a certified investment consultant, with Board approval, to assist with the management of the investment accounts.

Authorized Decision Maker: Finance & Audit Committee

Duties and Responsibilities

Responsibilities of NAMI

As fiduciaries to NAMI, Board members are responsible for the prudent management of NAMI assets. Prudent management responsibilities, to be shared with NAMI's CFO, include, but are not limited to:

1. Prepare and maintain this Investment Policy Statement.
2. Prudently diversify NAMI assets to meet an agreed upon risk/return profile.
3. Prudently select investment options.
4. Control and account for all investment, record keeping and administrative expenses associated with the Portfolio.
5. Monitor and supervise all service vendors and investment options.
6. Avoid prohibited transactions and conflicts of interest.
7. Evaluating and then approving or rejecting recommendations of the Investment Consultant.
8. A review of investment balances, performance, and performance against benchmarks at least quarterly by the Finance & Audit Committee.
9. A review of investment balances, performance, and performance against benchmarks at least annually by the full Board.

The NAMI CFO will act as the principal point of contact for the organization with the Investment Consultant.

Responsibilities of the Investment Consultant

The Investment Consultant serves as an objective, third-party professional retained to assist NAMI in managing the overall investment process. The Consultant is responsible for guiding NAMI through a disciplined and rigorous investment process to enable NAMI to meet the fiduciary responsibilities outlined above.

More specifically, the Investment Consultant responsibilities include:

1. Recommend investment strategies in accordance with the guidelines set forth in the IPS. Any deviation from the IPS should be expressed in a separate written agreement when deviation is deemed prudent by the NAMI Board of Directors.

2. Provide the following information to the NAMI CFO on a quarterly basis:
 - a. Statement of account.
 - b. Transaction statement, including additions and withdrawals to account.
 - c. Performance appraisal report. This report should include time-weighted performance for the composite fund and each respective asset class.
 - d. Portfolio asset allocation report for the funds under management.
3. Promptly inform the NAMI CFO, in writing, in regard to all significant or material matters and changes pertaining to the investment of fund assets.
4. On a timely basis, but not less than one time per year, meet with the NAMI CFO to address performance, activities, organizational changes, and NAMI's investment policy. Also, provide their reading of market conditions, itemizing in particular any major changes in investment strategy and the possible need for rebalancing of the asset allocation, if deemed appropriate.

Responsibilities of the Custodian

In addition to the regulatory oversight specified in the Implementation Guidelines section, NAMI shall establish and maintain investment accounts with a 3rd party Custodian. Custodians are responsible for the safekeeping of NAMI's assets. The specific duties and responsibilities of the custodian include, but are not limited by, the following:

1. Value the investment holdings.
2. Collect all income and dividends owed to NAMI.
3. Settle all transactions (buy-sell orders).
4. Provide monthly reports that detail transactions, cash flows, securities held and their current value, and change in value of each security and the overall Portfolio since the previous report.

Investment Policy Review

NAMI will review this IPS at least annually to determine whether stated investment objectives are still relevant and the continued feasibility of achieving the same. It is not expected that the IPS will change frequently. In particular, short-term changes in the financial markets should not require adjustments to the IPS.

Administration

Annual Review Meeting - The Investment Consultant is expected to meet once per annum with the NAMI Finance & Audit Committee and NAMI Staff. The agenda for these meetings shall include at least:

1. A presentation of investment results in light of the stated objectives.
2. A discussion of the Fund's investment strategies.
3. Communication of material changes in policy, objectives, investment strategies, staffing or business condition of the investment consultant or custodian.

NAMI
Organization Reserves Policy

Date Reviewed/Revised: July 19, 2021

PURPOSE

This Reserve Policy establishes minimum levels at which NAMI's unrestricted net assets are to be maintained.

POLICY

Maintaining a minimum level of unrestricted net assets is considered prudent and good practice to ensure that NAMI is prepared to successfully weather the effects of an economic downturn, a financial shortfall, major restructuring, or some other significant event. Nonprofit organizations typically target three to twelve months of budgeted operating expenses (excluding depreciation) to set aside for this purpose. The value of NAMI's unrestricted net assets should be equal to or greater than 25% of the current fiscal year approved annual budget.

PROCESS

The Finance & Audit Committee will report on compliance with this policy at each fiscal year end and will also monitor compliance in connection with the annual budgeting process. In the event NAMI is not in compliance at either of these points, the staff will, subject to review by the Finance & Audit Committee, develop a plan to return to compliance.

NAMI

Risk Management Policy

Date Reviewed/Revised: July 19, 2021

PURPOSE

The Board is responsible for identifying and mitigating risk to the organization. Risks come in various forms including brand integrity, data protection, privacy issues, insurance coverage, financial investments, boardroom confidentiality, strategy, and individual NAMI State Organization and affiliate behavior and actions.

POLICY

NAMI approaches risk management through multiple lenses: what are the risks to our organization and how can we minimize them? And, what risks does the Board need to consider in order to advance on the mission?

Identifying and minimizing risk is the ongoing responsibility of every Board Member and every Board Standing Committee and Work Group. The Board as a whole will discuss risks as appropriate when addressing environmental shifts, decisions, initiatives, and investments, and it will also periodically discuss its greatest vulnerabilities and how they can be minimized.

Committees are responsible for being transparent with the Board about any risks falling within the scope of their charters.

The Finance & Audit Committee will conduct a comprehensive risk management assessment that includes but is not limited to:

- Board Members understanding of legal duties of care, loyalty, obedience
- Written records and policies
 - Board meeting minutes are accurate and lean
 - Conflict of Interest policy for Board Members and senior staff
 - Whistleblower policy
 - Document retention and destruction policy
- Adequate insurance
- Annual audit(s)
 - Finance and Audit Committee and/or the Board meets in executive session with auditor
- Appropriate supervision
- Conflict of interest enforcement (annual signing and disclosure of conflicts)
- Appropriate cyber security practices to provide adequate safeguards to protect NAMI's stakeholders
- Timely filings
- Oversight and protection of assets

- Due diligence
- Good internal controls
- Adequate screening and reference checks
- Worker safety programs
- Employee handbook
 - Includes a grievance policy
- Executive compensation safeguards (use of comparable data to ensure fair and reasonable compensation, written record of due diligence)
- Ongoing or potential legal issues are reported to the Executive Committee in a timely manner

PROCESS

The Board will adopt a calendar that specifies how often, and by whom, policies in this Board Policy & Governance Manual will be reviewed. In addition to those ongoing efforts, the Finance & Audit Committee will conduct a comprehensive risk management assessment every three years.

NAMI

Strategic Planning and Oversight Policy

Date Reviewed/Revised: July 19, 2021

PURPOSE

Strategic planning is a critical activity for Boards to engage in collaboratively with staff to ensure identification of opportunities, organizational needs, challenges and priorities, and to ensure a unified understanding of a thoughtful, Strategic Plan/Framework for the future. This policy outlines the core elements of strategic planning while providing for both flexibility and nimbleness in the process itself.

POLICY

NAMI will engage in a strategic planning process every three-to-five years. The intent will be to reflect on emerging trends in a changing environment, to consider where the greatest needs are in advancing the Mission, and to identify key initiatives and/or strategies to pursue in the upcoming years. The Strategic Plan/Framework will reflect Mission, Vision and prioritized strategies to guide NAMI into the future. It will inform future budgeting decisions and resource investment. Annual operational planning will be conducted by the CEO and staff in alignment with the proposed budget.

The process will be inclusive, considering feedback from affiliates (for this or other purposes) and environmental shifts occurring outside the organization. The final Strategic Plan/Framework will serve to educate and inform the broader organization and stakeholders of the priorities of NAMI. The Board of Directors will have ownership of the Strategic Plan/Framework and provide oversight to ensure progress is made in achieving the goals and adapting the plan if and when needed.

PROCESS

The President and CEO will collectively recommend a strategic planning process and timeline to the Board. The process may vary from time to time, but it will engage representatives from all parts of the Alliance and staff identified by the CEO, and it will focus on the needs and future of the organization. The ultimate plan/framework will ideally be used to communicate key strategies to staff, State Organizations, Local Affiliates, funders and donors, and other stakeholders. The Board will review and assess progress on the Strategic Plan/Framework periodically throughout each year, updating the plan as needed.

NAMI

Parliamentary Procedure Policy

Date Reviewed/Revised: January 22, 2026

1. Policy. This policy establishes the parliamentary authority and procedures to be used in the conduct of meetings of the NAMI Board of Directors and its committees, ensuring fairness, consistency, and efficiency in decision-making.

PROCEDURE

2. Governing Authority. The conduct of all meetings of the Board, Executive Committee, standing committees, and any other duly constituted body of the organization shall be governed by the Bylaws, the NAMI Board Policies & Governance Manual, and the NAMI Board Procedures Manual.
 - 2.1 In the event of a conflict between this policy and either the Bylaws, the Board Policies & Governance Manual, and the Board Procedures Manual, those governing documents shall prevail.
3. Parliamentary Reference. For all procedural matters not specifically addressed in the Bylaws, the Board Policies & Governance Manual, or the Board Procedures Manual, the most recent edition of Robert's Rules of Order Newly Revised (RONR) shall serve as the default parliamentary reference.
4. Application. Robert's Rules **may** apply in situations including, but not limited to:
 - 4.1 Determining quorum requirements or procedures not otherwise defined.
 - 4.2 Managing motions, debate, and amendments during meetings.
 - 4.3 Establishing voting order, reconsideration, and procedural precedence where unspecified.
 - 4.4 Handling committee business not covered by those committee charters.
 - 4.5 Resolving procedural disputes or points of order arising during deliberations.
5. Role of the Chair. The Chair of each meeting (Board, committee, or council) is responsible for ensuring adherence to this policy and for applying RONR where clarification is required. The Chair may appoint a parliamentarian, either from within the Board or externally, to provide guidance during meetings.
6. Interpretation and Amendments. This policy is intended to supplement, not supersede, existing governance documents. Amendments to this policy may be proposed by the Board Policy & Governance Committee and must be approved by a majority vote of the Board.
 - 6.1. Any amendment to procedural rules shall be circulated in writing at least 14 days prior to Board consideration.

NAMI

Board Excused Absence Policy

Date Reviewed/Revised: January 22, 2026

1. Purpose. To promote consistent attendance, engagement, and accountability by members of the NAMI Board of Directors (the “Board”), and to provide clarity regarding what constitutes an “excused absence” from a Board meeting. This policy supports the removal standard in the Bylaws (Article IV, Section 5) by giving directors reasonable flexibility while preserving the Board’s ability to address non-attendance.
2. Applicability. This policy applies to all members of the Board who hold voting seats under Article IV of the Bylaws. It applies to attendance at Board meetings (regular, annual, and special) and applies equally to in-person, hybrid, or virtual participation as permitted under the Bylaws.
3. Definition of Excused Absence. An absence will be considered an “excused absence” if the director provides timely notice to the President (or designee) and the absence falls within one or more of the following acceptable categories:
 - 3.1. Personal or family medical emergency or illness of the director or a family member (including hospitalization, surgery, acute illness that prevents attendance, or a condition certified by a physician).
 - 3.2. Bereavement (death of an immediate family member or other person to whom the director has a close personal relation).
 - 3.3. Jury duty, subpoena, or required governmental service that demands the director’s attendance.
 - 3.4. Travel delays or natural disaster making attendance (in-person or virtual) impossible, provided the director gives notice as soon as reasonably possible.
 - 3.5. Pre-approved conflict with other major organizational responsibilities (for NAMI or for other organizations) that was communicated in advance and approved by the President.
 - 3.6. Representing the Board or NAMI at a scheduled national or affiliate/state organization event (including conferences, legislative visits, trainings) when the agenda conflicts with the Board meeting schedule and where the absence has been pre-approved.
 - 3.7. Other extraordinary circumstances judged by the President to warrant an excused absence, provided that the director gives a written explanation in advance or at the earliest practicable opportunity.
4. Notice and Documentation. A director anticipating absence shall notify the President as soon as practicable and ideally no later than 24 hours before the meeting when feasible.
 - 4.1. For absences due to illness, bereavement, or emergency, notice may be given by email or phone, followed by a brief written note (email acceptable) summarizing the reason for the absence if requested.
 - 4.2. For pre-approved conflicts (item 3.5 or 3.6 above), the director must submit a written request at least 7 days prior to the meeting when practicable; the President will respond in writing (email acceptable) to confirm whether the absence is excused.
 - 4.3. The Secretary shall maintain a record of absences and whether each was deemed excused or unexcused. The record shall be reported yearly to the Board in the governance report.
5. Effect of Excused vs. Unexcused Absence. Excused absences shall not count negatively toward the removal-for-non-attendance basis in the Bylaws. Unexcused absences may be counted toward the basis for removal under Article IV, Section 5 of the Bylaws, which authorizes removal for cause, including the failure to attend meetings “without an excuse.”
 - 5.1. If a director accrues two or more unexcused absences within a 12-month Board-year period, the President may initiate a review under the Board’s governance policies and may recommend to the

Board that removal proceedings be considered.

6. Review and Removal Process. In accordance with the Bylaws, removal of a director for cause shall be by affirmative vote of a majority of the directors then in office.
 - 6.1. The President shall provide the director facing possible removal with notice in writing of the basis (including unexcused absences) and allow the director a reasonable opportunity to respond either orally or in writing.
 - 6.2. The Board may, but is not obligated to, consider any mitigating factors (such as significant contributions, prior service) in determining whether to proceed with removal.
 - 6.3. If removal is not pursued, the review document shall be placed in the director's file with the absence record and summary of outcome.
7. Annual Attendance Report. The Board Policy & Governance Committee shall, as part of the annual governance report, provide statistics on Board attendance: total number of meetings held, individual attendance rates, number of excused vs. unexcused absences, and any actions taken under this policy.
 - 7.1. The Board shall review overall attendance trends and determine if policy refinements are needed.
8. Policy Review. This policy shall be reviewed at least every three years by the Board Policy & Governance Committee (or sooner if warranted by Board practice) and any recommended amendments shall be submitted to the Board for approval.