



BOARD GUIDELINES

A Board of Directors should be as diverse as the community they serve, and qualified according to their skills, depth of experience, and broad understanding for the work involved and the goals to be attained. The Board will have a vested interest in insuring that growth continues and flourishes. One of the Board's functions is the creation and implementation of a development plan that includes fundraising through annual appeals, grant writing for foundation or corporate funding, and local business underwriting.

Governance excellence requires members who can think conceptually and do so with a long-term perspective, able to welcome a diversity of opinions and abide by group decisions. They must be able to speak on behalf of the ownership rather than merely from their own or some sub-group perspective. They must avoid conflicts of interest, placing organizational accountability above personal interests. They must be able to view the Board's task of assuring performance at arm's length - through setting expectations, delegating to the President/CEO, and monitoring.

Meetings:

The Bridge the Gap - SYNGAP Board of Directors meets regularly on the third Thursday of January (Annual), April, July and October months, from 6:30PM to 9PM CST; either in person or video conferencing. The meetings are currently convened at the Jan and Dan Duncan Neurological Research Center and are open to the public (unless defined by the Board as a Closed Session meeting). The Chairman or President/CEO may call special meetings in accordance to the By-Laws set by the board.

Bridge the Gap – SYNGAP Education and Research Foundation Board follows Robert's Rules as the guide for 3 the meeting process and observes the requirements of the Brown Act (See Appendix A). Once a quorum is achieved, the Chairperson calls the meeting to order. Meetings are recorded. Special meetings of the Board may be called in accordance with the Bylaws.

The Meeting Agenda:

Any Board member may submit agenda items - up to five days prior to the next meeting - to the Secretary for selection. The Secretary may consult the Chairperson and/or the President/CEO to finalize the official agenda. The Secretary will distribute the official Agenda via email, and Bridge the Gap – SYNGAP Education and Research Foundation staff post a copy at the office and on the BTG website, at least two days prior to a regular meeting.

Any late items must be presented in New Business.

Attendance:

If, within any year period, any Director incurs three (3) absences from regular meetings, the Chairperson shall formally contact the Director to express the Board's concern about the excessive absences. Failure of a Director to participate in three (3) consecutive Board meetings may be deemed a voluntary resignation from office.



Board Expectations:

Bridge the Gap – SYNGAP Education and Research Foundation Board Members will be directly or indirectly responsible for:

- Determining and enforcing Bridge the Gap – SYNGAP Education and Research Foundation policy
- Developing short & long term plans & priorities
- Hiring President/CEO/Executive Director and monitoring staff performance
- Providing general direction to President/CEO/Executive Director
- Monitoring the operational budget & financial stability of Bridge the Gap – SYNGAP Education and Research Foundation
- Developing and actively pursuing fundraising goals & initiatives
- Assuring that IRS, annual audit & all financial records are in order
- Providing a Chairperson and Secretary for meetings
- Setting meeting times & agendas and maintaining minutes
- Providing Board-sponsored programming
- Maintaining and altering of facilities

A Board member will be expected to:

- Attend all meetings
- Attend any special meetings called
- Familiarize themselves with Bridge the Gap – SYNGAP Education and Research Foundation documentation
- Have a strong sense of responsibility for the organization
- Take an active part in the work of the Board
- Meet the Yearly Give-Get Qualifications of \$3,000 as stated in the By-Laws



Personal Qualifications

Activism - Board members must be willing and able to attend Board meetings, serve on committees, and promote the wellbeing and continued growth of Bridge the Gap – SYNGAP Education and Research Foundation.

Expertise - Ideally, each Board member should bring to the Board some valuable expertise in one or more aspects of Bridge the Gap – SYNGAP Education and Research Foundation operation, such as corporate development, public relations, government relations, fundraising, business management, technical operations, or personnel management.

Restrictions - Members in good standing of Bridge the Gap – SYNGAP Education and Research Foundation.

Board Committees

There are nine Committees operating within the Bridge the Gap – SYNGAP Education and Research Foundation Board, incorporating Board members and Bridge the Gap – SYNGAP Education and Research Foundation members. With reasonable notice, the Committee Chair calls meetings, and delivers reports of Committee activity to the Board at each regular meeting. Participation in two or more committees is required:

- **The Executive Committee:** has the authority to act on behalf of the Board and shall meet at the discretion of the President/Chairman of the Board. The Executive Committee shall be comprised of the President/Chairman of the Board, and at least two other Directors selected by the Board of Directors.
- **Nominating Committee:** The Nominating Committee shall consist of the President/Chairperson of Bridge the Gap – SYNGAP Education and Research Foundation and two (2) other members elected by the Board of Directors at the regular meeting of the Board following the annual meeting. The Nominating committee shall present for approval by the Board a slate of nominees for Directors and Officers.
- **Development Committee:** The Development committee's responsibility is to assure that existing and new programs are adequately funded to assure the viability of the organization over the long term the committee is responsible for:
 - A. Fund-raising programs
 - B. Grants management
 - C. Management of fund-raising special events
 - D. Input to the Board of Directors in drafting long-range organizational plans.



- **Professional Education Committee:** The Professional Education Committee shall attempt to increase awareness of members of the Medical and other professional communities about SYNGAP. It will also work with the Medical Advisory Board toward establishing Clinics with expertise in SYNGAP and maintaining relationships between each clinic and Bridge the Gap – SYNGAP Education and Research Foundation.
- **Public Awareness Committee:** The Public Awareness Committee is responsible for programs designed to make the general public and specifically targeted audiences aware of SYNGAP and of Bridge the Gap – SYNGAP Education and Research Foundation resources for dissemination of information, general and scientific about SYNGAP.
- **Medical Advisory Committee:** The Medical Advisory Committee shall recommend to the Board of Directors appointments to the Medical Advisory Board, shall act as liaison with the Medical Advisory Board and shall perform such other functions relating to medical concerns that may be assigned to the Committee by the Chairperson of the Board.
- **Legislative Committee:** The Legislative Committee shall keep the board of the Corporation informed about legislation relating to SYNGAP neurological disorder and health care and related issues which may be of interest to our constituency.
- **Finance/Compensation Committee:** The Compensation Committee will set needed positions, salaries, and guidelines that the employee will follow. The role of the finance committee is to provide financial oversight for the organization. Task areas include budgeting and financial planning, financial reporting, and the creation and monitoring of internal controls and accountability policies is responsible for the following:
 - Develop an annual operating budget with staff.
 - Approve the budget within the finance committee.
 - Monitor adherence to the budget.
 - Set long-range financial goals along with funding strategies to achieve them.
 - Develop multi-year operating budgets that integrate strategic plan objectives and initiatives.
 - Present all financial goals and proposals to the board of directors for approval.
 - File appropriate federal and state paperwork (ie: 990's)
 - Maintain compliance within US state fundraising registrations
- **Family Advisory Committee:** The Family Advisory Committee is responsible for providing feedback on Bridge the Gap – SYNGAP ERF initiatives as non-voting members. A Director-at-Large will co-chair the committee, which will be comprised of no more than ten SYNGAP family members and should be a diverse representation of the families world-wide. The committee should meet on a regular basis, at least quarterly.



Appendix A: Robert's Rules

For Fair and Orderly Meetings & Conventions

Robert's Rules is a time-tested standard, providing common rules and procedures for deliberation and debate in order to place the whole membership on the same footing and speaking the same language. The conduct of ALL business is controlled by the general will of the whole membership - the right of the deliberate majority to decide. Complementary is the right of at least a strong minority to require the majority to be deliberate - to act according to its considered judgment AFTER a full and fair "working through" of the issues involved. Roberts Rules provides for constructive and democratic meetings, to help, not hinder, the business of the assembly. Under no circumstances should "undue strictness" be allowed to intimidate members or limit full participation.

The fundamental right of deliberative assemblies require all questions to be thoroughly discussed before taking action. The assembly rules - they have the final say on everything! Silence means consent!

Guidelines

Obtain the floor (the right to speak) by being the first to stand when the person speaking has finished; state Mr./Madam Chairman. Raising your hand means nothing, and standing while another has the floor is out of order! Must be recognized by the Chair before speaking!

Debate can not begin until the Chair has stated the motion or resolution and asked "are you ready for the question?" If no one rises, the chair calls for the vote!

Before the motion is stated by the Chair (the question) members may suggest modification of the motion; the mover can modify as he pleases, or even withdraw the motion without consent of the seconder; if mover modifies, the seconder can withdraw the second.

The "immediately pending question" is the last question stated by the Chair! Motion/Resolution - Amendment - Motion to Postpone

The member moving the "immediately pending question" is entitled to preference to the floor!

No member can speak twice to the same issue until everyone else wishing to speak has spoken to it once!

All remarks must be directed to the Chair. Remarks must be courteous in language and deportment - avoid all personalities, never allude to others by name or to motives!

The agenda and all committee reports are merely recommendations! When presented to the assembly and the question is stated, debate begins and changes occur!



The Rules

Point of Privilege: Pertains to noise, personal comfort, etc. - may interrupt only if necessary!

Parliamentary Inquiry: Inquire as to the correct motion - to accomplish a desired result, or raise a point of order

Point of Information: Generally applies to information desired from the speaker: "I should like to ask the (speaker) a question."

Orders of the Day (Agenda): A call to adhere to the agenda (a deviation from the agenda requires Suspending the Rules)

Point of Order: Infraction of the rules, or improper decorum in speaking. Must be raised immediately after the error is made

Main Motion: Brings new business (the next item on the agenda) before the assembly

Divide the Question: Divides a motion into two or more separate motions (must be able to stand on their own)

Consider by Paragraph: Adoption of paper is held until all paragraphs are debated and amended and entire paper is satisfactory; after all paragraphs are considered, the entire paper is then open to amendment, and paragraphs may be further amended. Any Preamble can not be considered until debate on the body of the paper has ceased.

Amend: Inserting or striking out words or paragraphs, or substituting whole paragraphs or resolutions

Withdraw/Modify Motion: Applies only after question is stated; mover can accept an amendment without obtaining the floor

Commit /Refer/Recommit to Committee: State the committee to receive the question or resolution; if no committee exists include size of committee desired and method of selecting the members (election or appointment).

Extend Debate: Applies only to the immediately pending question; extends until a certain time or for a certain period of time

Limit Debate: Closing debate at a certain time, or limiting to a certain period of time

Postpone to a Certain Time: State the time the motion or agenda item will be resumed

Object to Consideration: Objection must be stated before discussion or another motion is stated

Lay on the Table: Temporarily suspends further consideration/action on pending question; may be made after motion to close debate has carried or is pending

Take from the Table: Resumes consideration of item previously "laid on the table" - state the motion to take from the table

Reconsider: Can be made only by one on the prevailing side who has changed position or view



Postpone Indefinitely: Kills the question/resolution for this session - exception: the motion to reconsider can be made this session

Previous Question: Closes debate if successful - may be moved to "Close Debate" if preferred

Informal Consideration: Move that the assembly go into "Committee of the Whole" - informal debate as if in committee; this committee may limit number or length of speeches or close debate by other means by a 2/3 vote. All votes, however, are formal.

Appeal Decision of the Chair: Appeal for the assembly to decide - must be made before other business is resumed; NOT debatable if relates to decorum, violation of rules or order of business

Suspend the Rules: Allows a violation of the assembly's own rules (except Constitution); the object of the suspension must be specified