



Assistive Technology Loan Fund Authority

PROVIDING HELP FOR A BETTER TOMORROW

BOARD OF DIRECTORS

GOVERNANCE MANUAL

March 2013
Revised June 2013

ASSISTIVE TECHNOLOGY LOAN FUND AUTHORITY

BOARD OF DIRECTORS

GOVERNANCE MANUAL

I. PURPOSE

The Board of Directors (the “Board”) of the Virginia Assistive Technology Loan Fund Authority (the “Authority”), has established this Governance Manual in accordance with Code of Virginia § 51.5-54 et seq. to provide guidance and structure for the deliberations and decisions necessary to fulfill its statutory responsibilities and to accomplish its mission. The Board fully recognizes that the General Assembly has given stewardship responsibilities for the operation of the Assistive Technology Loan Fund to the Authority on behalf of Virginia’s citizens and has entrusted the Board with the moral ownership and accountability of the Authority on behalf of the public.

II. AUTHORITY

Section 51.5-55 of the Code of Virginia establishes the Board of Directors of the Virginia Assistive Technology Loan Fund, delineates the composition and selection of its members, and provides basic instructions regarding the structure and function of the Board. Section 51.5-55 also authorizes the Board to exercise all powers, rights, and duties conferred on the Authority. Section 51.5-56 enumerates additional powers and duties of the Board, including the power to appoint an Executive Director, who is subordinate to the Board. The Board is mandated to ensure that the Executive Director complies with all Board, regulatory and statutory directives. In case of any conflict with the provisions of the Organizational Bylaws or Governance Manual and the provisions of the Code of Virginia, as either may be amended from time to time, the provisions of the Code of Virginia shall take precedence over the provisions of this Manual.

A number of the specific powers delineated in the Code of Virginia are summarized below:

The Board shall:

Administer and manage the Assistive Technology Loan Fund in accordance with the Code of Virginia § 51.5-57;

Adopt rules and procedures for the conduct of its business;

Annually elect a Chairman from among its members, who shall preside at all regular and called meetings of the Board;

Annually elect a Vice Chairman from among its members, who will preside at its meetings in the absence of the Chairman;

Annually elect a Treasurer from among its members, who will provide oversight to the financial operations of the Authority and preside at meetings in the absence of the Chairman and the Vice Chairman;

Appoint an Executive Director, who is subordinate to the Board, to supervise the Authority and to act as principal administrative officer, who will ensure compliance with all statutory and Board directives;

Appoint the Executive Director as Secretary to the Board, to maintain all records and account for all monies of the Authority, with the power to delegate ministerial activities;

Meet at least once each quarter at the call of the Chairman, or whenever six members so request, for the transaction of its business;

Meet in Richmond or at such other places within the Commonwealth as may be expedient;

Approve all requests for appropriations and grants;

Manage gifts of property or money in such a way as to maximize their value to the citizens of Virginia;

Review and approve all rules, resolutions, regulations, and policies of the Authority and ensure that these policies and procedures are available to the public on request in accordance with the Virginia Freedom of Information Act, Code of Virginia 2.2-3700 to 2.2-3714;

Make available minute books and other records of the Board for examination by the Governor and the Auditor of Public Accounts and their representatives at all times;

Submit an annual report that includes a statement of the receipts, disbursements, and current investments of the Fund for the preceding year to the Governor and the General Assembly. The report shall set forth a complete operating and financial statement covering the operation of the Fund during the year, including any loan fund or loan guarantee fund the Authority administers or manages;

Ensure that a financial and compliance audit of the Authority's transactions and operations is completed on an annual basis by the Virginia Auditor of Public Accounts or such entity approved by the Auditor of Public Accounts.

Ensure complete compliance with the Virginia Freedom of Information Act.

Adopt, amend, and repeal bylaws, rules and regulations not inconsistent with the Code of Virginia, to regulate its affairs and to carry into effect the powers and the purposes of the Authority and for the conduct of its business. All regulations of the Authority shall be promulgated in accordance with the Administrative Process Act;

Receive gifts, grants, bequests, and devises of property, money, labor and other things of value, subject to the conditions upon which the grants or contributions are made pursuant to Virginia Code § 51.5-56(11).; and

Make and execute contracts and all other necessary instruments as it deems appropriate, including contracts with appropriate state or community-based entities or groups dealing with disabled persons; in accordance with the Code of Virginia § 51.5-56(6).

III. PRINCIPLES

A. COMMITMENT

The Board is devoted to accomplishing the Authority's mission and fulfilling its vision, as follows:

ATLFA Mission

To promote alternative funding resources for Virginians with disabilities to acquire assistive technology that can enhance their independence and improve their quality of life.

B. APPROACH TO GOVERNANCE

1. To achieve its vision for the Authority, the Board will govern according to the following values:
 - a. A far-reaching vision;
 - b. A long-term perspective;
 - c. A proactive approach to governance;
 - d. Strategic leadership and development;
 - e. Consideration of multiple viewpoints during deliberations;
 - f. Integration of ideas and consensus building in decision-making;
 - g. Accord following decisions; and
 - h. Clear distinction between the roles and actions of the Board and those of the staff.

2. The Board will be guided by the following principles in all of its deliberations, decisions and actions:
 - a. The Board will convey its organizational values and perspectives to the Authority with the development of broad policies that are founded on the principles of openness, integrity, and accountability;
 - b. The Board's focus will be on strategic long-term goals that meet the Authority's mission. As a part of its strategic planning in 2012, the Board identified three strategic goals:
 - Goal 1 - Promote ATLFA Programs through Awareness and Marketing
 - Goal 3 - Maintain and Strengthen the Operations of ATLFA
 - Goal 2 - Implement Development and Fundraising for the Consumer Service Grant Program
 - c. Periodically, the Board will review and update the Authority's policies, procedures, and activities to meet its strategic goals. Recommendations from the Executive Director and staff may assist the Board in developing these policies and activities.

- d. The Board expects its members to govern with excellence. Board members are expected to
- attend all scheduled Board meetings and participate in Loan Committee meetings whenever possible,
 - prepare for meetings by reviewing agendas and other documents in advance of the meeting,
 - participate professionally at all meetings,
 - adhere to policies, procedures, and Board by-laws, and
 - appropriately interact with the public concerning Authority activities.
- e. The Board is ultimately accountable for all aspects of the Authority and will conscientiously strive to accomplish its obligations to the Governor and the citizens of the Commonwealth. It will allow no officer, member, or committee of the Board to usurp this role or hinder this commitment;
- f. The Board will establish officers and committees to assist with its responsibilities. Major decisions and actions of the Board will occur at properly called and noticed meetings by a vote of the majority of the Board members in attendance and only when a quorum is in attendance;
- g. The Board will periodically review and revise Authority own policies and procedures;
- h. The Board will ensure the continuity and advancement of its governance skills through training and development of all Board members and through comprehensive orientation and continual instruction of new Board members.

IV. STRUCTURE AND FUNCTION OF THE BOARD

A. COMPOSITION

1. All powers, rights and duties conferred upon the Authority shall be exercised by the Board of Directors.
2. As set out in the Code of Virginia, the Board shall consist of twelve members as follows: the Secretary of Health and Human Resources or his/her designee; an employee of the Woodrow Wilson Rehabilitation Center; an experienced consumer lender; a certified public accountant;

two persons with investment finance experience; and six persons with a range of disabilities. The citizen members are appointed by the Governor and confirmed by the General Assembly.

3. Board members shall receive no salaries but shall be reimbursed for all reasonable and necessary expenses incurred by them in the performance of their duties on behalf of the Authority. The Governor may remove Board members from office during their respective terms.
4. All new Board members should complete an orientation program promptly after the date of their first appointment to the Board. The Executive Director shall be responsible for developing and presenting the orientation program.

B. OFFICERS

Officers of the Board will consist of a Chairman, Vice-Chairman, Secretary, and a Treasurer. As noted previously, the Executive Director generally serves as the Secretary to the Board. The Chairman will appoint a Nominations Committee that will develop a slate of candidates for these positions and present it to the Board at meeting immediately preceding the expiration of the terms of the current officers. The Chairman will entertain a motion to accept the Committee report and open the floor for additional nominations.

After Board members have had opportunity to make nominations, the Chairman will accept a motion to close the nominations. The Board will elect officers from the candidates for these positions by majority vote during its next meeting. New officers will generally assume the responsibilities of their positions on July 1 and will serve through June 30 of the next year.

The term of office is one year for Chair and Vice-Chair positions, and no one can serve in these positions for more than two consecutive, one-year terms. The Governor appointed CPA member may serve as Treasurer for the length of their term as Board member. The Executive Director serves as Secretary to the Board. The Vice-Chairman does not assume the Chairman's position; however, the Vice-Chairman can be nominated for and elected to become the Chairman.

In the case of unexpected vacancies among the officers, the Board may install duly elected officers by majority vote at its next meeting. If incoming officers have not been selected, the Board may nominate and

elect a member to fill the vacant position by majority vote. Installation of the new officer will occur immediately after the election.

C. CHAIRMAN

The Chairman is charged with ensuring the openness, integrity, and accountability of the Board's process; motivating the Board members to focus on the long-term, mission-related goals for the Authority and to fulfill their responsibilities and duties toward those goals; and to oversee the operation of Board meetings to optimize the effectiveness and efficiency of these meetings. Towards these ends, the Chairman shall:

1. Work with the Executive Director to develop agendas for Board meetings;
2. Preside over meetings of the Board;
3. Vote on motions as other members, except that the Chairman shall not be required to cast his or her vote before hearing or counting the votes from the other members;
4. Certify actions taken by the Board, when required;
5. When appropriate, communicate to outside interests on behalf of the Board;
6. Appoint members to standing committees and to ad hoc committees created by the Board;
7. Communicate when necessary, with the Secretary of Health and Human Resources to inform him/her regarding activities and programs of the Board and Authority and to receive information on initiatives by the Administration; and
8. Perform such additional duties as prescribed within this Manual or as may be established by resolution of the Board.

D. VICE CHAIRMAN

The Vice Chairman is a member of the Board, elected according to the procedures for the election of officers. The duties of the Vice Chairman are as follows:

1. Preside over Board meetings if the Chairman is unable to do so;

2. Provide guidance and interpretation on Board meeting procedures according to the current edition of Robert's Rules of Order, The Modern Edition;
3. Perform such additional duties as prescribed within this policy or as may be established by resolution of the Board.

E. TREASURER

The Treasurer is a member of the Board, elected according to the procedures for the election of officers. The duties of the Treasurer are as follows:

1. Provide oversight to the financial operations of the Authority.
2. Act as liaison between the Board and the Executive Director and the staff members of the Authority who have direct financial responsibilities and duties;
3. Review all audits conducted by the Auditor of Public Accounts and other external entities; and
4. Provide insight to the Board concerning all financial matters.

F. SECRETARY

The Executive Director generally serves as Secretary to the Board. The Executive Director shall perform discretionary duties as authorized by the Board. The Executive Director shall have the responsibility for all ministerial duties; however, these duties may be delegated to a staff member. They include:

1. Maintaining a current list of the membership of the Board and of each committee;
2. Notifying Board members of Board meetings and committee meetings;
3. Preparing, prior to each meeting and in coordination with the Chairman, an order of business (agenda) that lists all known issues to be addressed at the meeting, in their exact order of presentation;
4. Coordinating and disseminating information to the members of the Board;

5. Preparing correspondence for the Chairman when he is communicating on behalf of the Board;
6. Maintaining official minutes and records of all proceedings of the Board;
7. Coordinating responses to requests received by the Board under the Freedom of Information Act;
8. Accepting service of process on behalf of the Board;
9. Ensuring timely filing of reports with the Secretary of the Commonwealth under the State and Local Government Conflict of Interests Act;
10. Preparing, prior to each meeting of the Board and its committees, advertisements of the meeting and to place them in the appropriate outlets, in accordance with the requirements of the Administrative Process Act;
11. Provide orientation to new Board members promptly after their appointment and provide new Board members with copies of a Board manual that includes important Authority policies and procedures; and
12. Performing such additional duties as provided herein or as may be set by resolution of the Board.

G. MEETINGS/ATTENDANCE

The Board orders the drafting and approves a regular meeting schedule in advance of each calendar year.

A meeting will occur at least quarterly, at the call of the Chairman, or whenever six members so request, for the transaction of its business. The request may be made verbally during a duly convened Board meeting or in writing to the Board Chairman at other times. In all cases, the purpose of the meeting must be clearly stated, and those members making the request must be clearly identified.

The Board may schedule additional meetings, if deemed necessary, after giving appropriate notice to all members of the Board and to the public.

Members are expected to attend all meetings unless there are mitigating conditions that preclude a member's presence. In such cases, the member must notify the Board Chairman and Secretary in advance of the meeting and give the reason for his/her absence.

H. PROCEDURAL STANDARDS

1. The Board will generally use the current edition of Robert's Rules of Order, The Modern Edition, to govern the proceedings of all of its Board and committee meetings insofar as they are applicable and not inconsistent with law or any of the policies adopted by the Board. All meetings of the Board and its committees shall comply with the provisions of the Virginia Freedom of Information Act, Code of Virginia § 2.2-3700 et seq.
2. Voting by proxy is prohibited by law.
3. A majority of the current members of the Board shall constitute a quorum at Board meetings
4. Approval of an action or decision shall be by a majority of a quorum of the Board.

I. RESPONSIBILITIES AND DUTIES OF THE BOARD

To accomplish its trustee and administrative duties, the Board shall perform the following duties:

1. The Board shall oversee each of the following and take such action as is necessary and/or appropriate:
 - a. General Duties
 1. Strategic policies and goals
 2. Decision-making structure
 3. Governance manual
 4. Effectiveness of governance policies and procedures
 5. Proposed legislation
 6. Annual budget
 7. Financial reporting system
 8. Internal control system
 9. Audits and other reviews
 - b. Administration-Related Duties
 1. Agency mission, vision, and motto
 2. Strategic plan and objectives
 3. Executive Director selection and performance evaluation processes

2. The Board shall approve all actions and decisions regarding the creation and appointments to standing and ad hoc committees and the appointment or termination of the Executive Director.

V. RELATIONSHIP BETWEEN THE BOARD AND THE SECRETARY OF HEALTH AND HUMAN RESOURCES

The Authority is an organization within the Health and Human Resources Secretariat. The governance structure of the Authority is unique in this cabinet of state government. While this structure is different, the Board is committed to insuring that the Authority operates effectively and appropriately within state government.

Therefore, the Board will focus on its responsibilities mandated by the Code of Virginia and expressed within its mission statement and will also establish and maintain regular communications and coordination of efforts with the Secretary of Health and Human Resources in regards to initiatives and government-wide activities.

The Chairman and Executive Director should communicate as necessary with the Secretary of Health and Human Resources to discuss issues relative to the Authority, to keep him/her informed of Board initiatives, programs, and activities, to receive updates on issues and Administration directives, and to be currently informed of the requirements of any government-wide procedures.

VI. RELATIONSHIP BETWEEN THE BOARD AND AUTHORITY OPERATIONS

All authority delegated from the Board to the staff will be delegated through the Executive Director; thus, all authority and accountability of Authority operations and staff performance rests with the Executive Director.

- A. The Board will work with the Executive Director to develop goals for the Authority's activities. The Executive Director will develop activities for the Authority and its staff to work towards the achievement of those goals. The Executive Director shall keep the Board informed as to their and staff activities as well as relative achievement of the goals.

- B. The Executive Director is authorized to create additional policies, make all decisions, take all actions, establish all practices, and develop all activities directed to achieving the Authority's mission and the goals set out by the Board.
- C. Decisions or instructions of individual Board members, officers, or committees are not binding on the Executive Director except when the Board has specifically authorized such exercise of authority.
- D. The Board will routinely monitor the Authority's performance relative to its mission and goals and will consider the results in the evaluation of the Executive Director's performance.

VII. EXECUTIVE DIRECTOR

Pursuant to Code of Virginia 51.5-56(9), the Board shall appoint an Executive Director to supervise the Authority and to act as principal administrative and operating officer. The Executive Director shall have the following powers as defined in the Code of Virginia or by policies of the Board:

A. THE EXECUTIVE DIRECTOR SHALL:

When necessary, brief the Secretary of Health and Human Resources on initiatives, programs, and activities of the Authority. As requested by the Secretary, the Executive Director shall submit written reports on significant Authority activities. The Executive Director shall brief the Board on any interactions and issues with the Secretary of Health and Human Resources at each of the Board's regularly scheduled meetings.

B. THE EXECUTIVE DIRECTOR IS AUTHORIZED TO:

Employ persons necessary for the administrative requirements of the Authority and to designate the official position and duties of each.

Perform such acts as may be necessary to the conduct and establishment of cooperative Alternative Loan Program and Telework Grants with the federal government as prescribed by Congress and in compliance with rules and regulations promulgated by the Secretary of Education.

With the approval of the Board, make and enter into all contracts and agreements necessary or incidental to the efficient and effective operations of the Authority.

Sign on behalf of the Board documents, leases, and contracts previously approved by the Board.

To recommend to the Board any policy changes that should be made.

VIII. COMMITTEES

A. STANDING COMMITTEES

The Board may establish standing committees that it deems necessary to assist it in carrying out its responsibilities and fulfilling its mission. The purpose of a standing committee must be clearly stated to avoid overlap in responsibilities with other Board committees, the Board's officers, and the Executive Director. After it is instituted, a standing committee shall remain in existence until dissolved by appropriate action of the Board.

All standing committees of the Board are subject to the following principles and guidelines, unless specifically given other guidance by vote of the Board:

1. Standing committees are to assist the Board in fulfilling its responsibilities, and in doing so, will frequently interact with the Authority's staff. In those interactions, the committees may offer advice or suggestions to staff, but will not provide specific instructions or directions to staff.
2. A standing committee may not act or speak for the Board, unless the Board specifically authorizes such representation for specific purposes.
3. Standing committees will normally focus on the development of policy within specific topical areas and will provide policy alternatives and associated implications to the Board for deliberation and action.
4. All standing committees shall notify all members of the Board regarding the time and place of all committee meetings. Any Board member may attend the meeting of any standing committee and participate in its discussions; however, only members of the committee may vote on items under consideration by that committee. All such meetings are subject to the Virginia Freedom of Information Act, as such must be properly noticed and open to the public, unless specifically exempted.

The Board has established standing committees as follows:

1. EXECUTIVE COMMITTEE

Executive Committee shall consist of the Chairman, Vice-chairman, the Secretary, the Treasurer, and such other members of the Board as the Chairman may determine. The Executive Committee shall have the power to submit recommendations for action by the Board and to perform such duties as may be delegated to it from time to time by vote of the Board.

2. FINANCE AND AUDIT COMMITTEE

The purpose of the Finance and Audit Committee is to conduct reviews of issues regarding internal and external audits and the financial conditions, both short- and long-term, of the Authority. Audit reviews may include compliance with policies, accounting practices and auditing procedures, adequacy of financial reports and disclosures, the Executive Director's and staff members' expenses, and any violations of law. Financial evaluations may focus on implementation of the Authority's annual budgets as approved by the Board as well as the Authority's long-term funding needs. The Committee may develop and submit reports, draft policies, and recommendations regarding audits and the finances of the Authority to the full Board for its consideration.

3. NOMINATIONS COMMITTEE

The Nominations Committee will interact with the membership of the Board to develop candidates for the officers of the Board for consideration by the full Board. The Committee will report its slate of candidates during the Board meeting immediately preceding the expiration of term of its current officers.

4. LOAN REVIEW COMMITTEE

The Loan Review Committee will meet regularly to review loan applications for approval, table, or denial. The Loan Review Committee shall consist of at least six members with the authority to review and approve or deny loan applications based upon information provided to or obtained by the Authority, in accordance with criteria established by the Board. At least four members must be present to constitute a quorum. The Loan Review Committee must include the Board banking representative and the Executive Director. All Board members are expected to rotate onto the Loan Review Committee during their tenure. The Loan Review Committee shall also have the authority delegated to it

by the Board to approve loan forgiveness where appropriate. Any such loan forgiveness will be reported to the Board at its next meeting.

B. ADVISORY COMMITTEES

The Board may establish advisory committees as it deems necessary to assist the Board in fulfilling its responsibilities. The Board will establish the purpose, composition, and qualifications for membership of each advisory committee prior to its creation. The recommendations of an advisory committee are not binding upon the Board. The Board may instruct the Executive Director to provide staff support to an advisory committee, but the committee will provide its reports or recommendations directly to the Board for its consideration.

C. SPECIAL (AD HOC) COMMITTEES

The Board may establish special (ad hoc) committees as needed to carry out specified tasks. A special committee shall cease to exist upon completion of its assignment and presentation of its final report or recommendations to the Board. A special committee may not be established to carry out an assignment that overlaps existing functions of any standing or advisory committee.

IX. RELATIONSHIP WITH THE PUBLIC

The General Assembly established the Board to represent the public's interest in loans for assistive technology to Virginians with disabilities, and to oversee the operations of the Assistive Technology Loan Fund Authority. The Governor appoints the Board's members to serve as stewards of those resources and the Authority. As the public's trustee in these matters, the Board will conduct its business in an environment that not only allows, but also invites, public scrutiny. The Authority shall operate in full compliance with both the letter and the spirit of all statutes and regulations, including the Virginia Freedom of Information Act, Code of Virginia § 2.2-3700 et seq., and the State and Local Government Conflict of Interests Act. Code of Virginia § 2.2-3100 et seq.

A. PRINCIPLES

1. The Board and the Authority shall maintain open communications with the public, its constituent groups and partners in supporting Virginians with disabilities.
2. The Board and the Authority will disseminate information, as appropriate, to the public through appropriate channels in an expeditious manner and

will, when appropriate, protect the confidentiality of its transactions on the public's behalf.

3. All meetings and records of such meetings of the Board shall be open to the public except for such meetings that are closed pursuant to, and in accordance with, the provisions of Virginia Freedom of Information Act.
4. Board members should not engage in discussions with the public or the press about investigations or litigation. All attempts to pursue such contacts, oral or written, shall be strongly discouraged. Each Board member shall keep a record of any such occurrences and shall forward notice of them to the Executive Director, who will seek guidance from the Office of the Attorney General, when appropriate.
5. Board members receiving contacts regarding official Authority business outside of Board meetings will encourage the contacting party to send their comments to the Authority for consideration and shall refer all such contacts, in writing, to the Executive Director for inclusion in the Authority's records.

B. COMMUNICATIONS WITH THE MEDIA

1. The Board primarily speaks through its minutes, resolutions, and other official documents.
2. The Board designates the Chairman to be the spokesperson for specific issues or resolutions. When necessary, the Board may designate another member or the Executive Director as spokesperson for particular issues.
3. The Executive Director is authorized to act as spokesperson regarding administrative and operational matters.
4. The Chairman shall review all official press releases regarding policy, activities, or other matters prior to release.

X. ATTORNEY GENERAL

According to § 51.5-56(9) of the Code of Virginia, legal services in civil matters shall be rendered and performed by the Attorney General in accordance with Chapter 5 (§ 2.2-500 et seq.) of Title 2.2, and special counsel may only be employed with approval and appointment by the Attorney General or as may otherwise be authorized by § 2.2-510; of the Code of Virginia.

The Board Chairman or the Executive Director may make written request for legal advice from the Attorney General. The Executive Director shall receive approval from the Board Chairman, before requesting an official opinion from the Office of the Attorney General.

XI. AMENDMENT OF THE GOVERNANCE MANUAL

This Governance Manual of the Assistive Technology Loan Fund Authority Board may be amended, supplemented or repealed by two-thirds vote of the Board, then in office, provided that a thirty-day (30) notice, of the amendment, supplement or repeal, be provided to all Board members.

If urgent and/or extraordinary circumstances warrant immediate action by the Board, the Board may amend an element or provision at the meeting when the proposed amendment is introduced, provided that three-fourths of the Board approves such action prior to consideration of the proposed amendment.

XII. VALIDITY OF THE GOVERNANCE MANUAL

If any of the policies or provisions of this Governance Manual are found to be in conflict with any provisions of the Code of Virginia, the statutory provisions of the Code shall apply in lieu of any policy, provision, or procedure in this Governance Manual. In the event that any element or provision of this Governance Manual is invalid due to a conflict with the Code of Virginia, the remaining provisions of this Governance Manual shall continue in full force and effect. The Board will initiate its process to amend its Governance Manual to conform to the provisions of the Code at its next regularly scheduled meeting according to the provisions in Article XI above.

This GOVERNANCE MANUAL has been received, agreed to, and approved by the Board of Directors of the Assistive Technology Loan Fund Authority at its meeting of March 14, 2013.

Dean Bonney
Chairman of the Board

Sandra W. Prince, Acting Executive Director
Secretary of the Board