Habitat for Humanity®

Board Governance Manual for U.S. Affiliated Organizations

2019

Contents

“It is together that we will make a difference. Together we will transform lives in our world … more families, more neighborhoods and communities, each of us bringing to the table our own valuable skills, experiences, backgrounds, talents, passions and commitment to our neighbors in need.”

— Habitat for Humanity CEO Jonathan Reckford,
in his book *Creating a Habitat for Humanity: No Hands but Yours*

Chapter 1: Introduction

1.1. Foreword

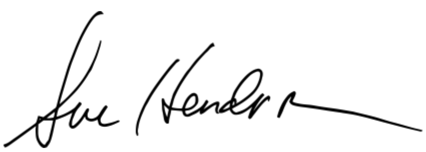
A world where everyone has a decent place to live.

Dear Habitat for Humanity board member,

We are pleased to introduce the Habitat for Humanity Board Governance Manual for U.S. Affiliated Organizations as a resource to your Habitat for Humanity affiliated organization. Habitat's volunteer board members play a crucial role in furthering the ministry's vision and mission.

Habitat for Humanity strives to eliminate inadequate housing by putting God's love into action in ways that are responsive, responsible and well-managed. To embody these principles and achieve these objectives, strong and good governance within Habitat's affiliated organizations is key. As you take on this important role, we hope you will find the guidance and support in this manual helpful.

We want to thank you for agreeing to serve in this important position and for offering to volunteer your valuable time. By committing yourself to the elimination of inadequate housing in your communities, you are taking on a rewarding, though often demanding and challenging, task. We appreciate and value your leadership and commitment in support of the Habitat ministry.



Sue Henderson
Vice President, U.S. Operations
Habitat for Humanity International

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1.2. How to use this manual

This manual provides an orientation for board members of Habitat for Humanity U.S. affiliated organizations and is designed to be a reference for board members, executive directors and any other person wishing to know more about the roles and responsibilities of the board. We also hope this manual will serve as a central resource not only about the board of directors, but also about the Habitat organization and its operations.

We recommend you review this manual from start to finish in the order presented. Once familiar with the content of this manual, you might want to consult with fellow board members or the organization's management directly on the topics that interest you. We encourage each board member to sign the Acknowledgment (see Appendix A) and to share a copy with the executive director and board chair.

This manual is available here on the Knowledge Center on MyHabitat. See Appendix O for instructions on how to register for access to this website.

PLEASE NOTE:
Each affiliated organization should review and amend this manual to ensure compliance with local, state and federal law.

1.3. Glossary

Board: The board of directors of a Habitat for Humanity U.S. affiliated organization.

Board chair or chair: The person appointed as chair of the Board.

Board member or director: A member of the Board.

Covenant: An annual agreement between HFHI and the affiliated organization, which states the mission, official purposes and foundational principles of HFHI, as amended from time to time (see Appendix M).

Duty of care, duty of loyalty and duty of obedience:

Duty of care: The level of competence a board member is required to exercise when making a decision as a steward of the organization. This is commonly expressed as the duty of care that an ordinarily prudent person would exercise in a like position and under similar circumstances.

Duty of loyalty: A standard of faithfulness; a board member must give undivided allegiance when making decisions affecting the organization. This means that a board member can never use information obtained as a member for personal gain, but must act in the best interests of the organization.

Duty of obedience: Requires board members to be faithful to the organization's mission; they are not permitted to act in a way that is inconsistent with the central goals of the organization. A basis for this rule lies in the public's trust that the organization will manage donated funds to fulfill the organization's mission.

Duty to act in good faith: The expectation that a board member will remain obedient to the central purposes of the organization and respect all laws and legal regulations. This requires board members to be faithful to the organization's mission. They are not permitted to act in a way that is inconsistent with the central goals of the organization. A basis for this rule lies in the public's trust that the organization will manage donated funds to fulfill its mission.

Duty to act in the best interest: The standard of faithfulness and undivided allegiance a board member must give when making decisions affecting the organization. For instance, a board member can never use information obtained as a member for personal gain, but must always act in the best interest of the organization.

Habitat for Humanity or Habitat: HFHI and its affiliated organizations collectively.

HFHI: Habitat for Humanity International Inc., the Georgia nonprofit corporation that owns the "Habitat for Humanity" service name and mark and sets the global strategy and policies for Habitat worldwide.

HFHI's strategic plan: The 2020 Habitat for Humanity Global Strategic Plan, as approved by the HFHI board of directors (see Appendix B).

International board or IBOD: The board of directors of HFHI.

U.S. Affiliation Agreement or USAA: That certain statement of understanding signed between HFHI and the U.S. affiliated organization, setting forth the standards governing the relationship between HFHI and the U.S. affiliated organization.

Executive director: The top staff position at the U.S. Affiliated Organization and the main liaison between the affiliated organization and the board of directors, who determines the executive director's duties and powers. In some affiliated organizations, this position is also referred to as chief executive officer.

U.S. affiliated organization: An entity organized under the laws of its home state in the United States, affiliated with Habitat for Humanity International Inc., and bearing the name "Habitat for Humanity."

Officer: A board leadership position, such as the chair, vice chair, secretary or treasurer.

Quality Assurance Checklist: A required self-assessment tool based on Habitat for Humanity's six core tenets (Christian identity, homeownership, homeowner selection, sweat equity, tithe and integrity) that sets the standard for consistency among Habitat affiliates throughout the United States, as amended by the international board or its authorized designees from time to time (see Appendix F). Note that state support organizations complete and submit a separate version of the Quality Assurance Checklist. Contact the Affiliate Support Center at ussupportcenter@habitat.org for more information.

Chapter 2: Habitat for Humanity

2.1. History

SUMMARY

Habitat for Humanity International was founded in 1976 by Millard and Linda Fuller. Today, Habitat for Humanity is a world leader in addressing the issues of inadequate housing.

KOINONIA FARM

The concept that grew into Habitat for Humanity International was born at Koinonia Farm, a small, interracial, Christian community outside of Americus, Georgia. Koinonia Farm was founded in 1942 by farmer and biblical scholar Clarence Jordan. The Fullers first visited Koinonia in 1965. They had recently left a successful business and an affluent lifestyle in Montgomery, Alabama, to begin a new life of Christian service. At Koinonia, Jordan and Millard Fuller developed the concept of "partnership housing." The concept centered on having those in need of adequate shelter work side by side with volunteers to build decent, affordable houses.

THE FUND FOR HUMANITY

The houses would be built at no profit, and interest would not be charged on the loans. Building costs would be financed by a revolving fund called the Fund for Humanity. The fund's money would come from the new homeowners' house payments, no-interest loans provided by supporters, and money earned by fundraising activities. (Some government programs used by affiliates today require a small interest rate.)

INCEPTION OF HABITAT FOR HUMANITY

In 1968, Koinonia laid out 42 half-acre house sites with four acres reserved as a community park and recreational area. Capital was donated from around the country to start the work. Homes were built and sold to families in need at no profit and no interest. The basic model of Habitat for Humanity had begun.

ZAIRE

In 1973, the Fullers decided to apply the Fund for Humanity concept in developing countries. The Fuller family moved to Mbandaka, Zaire (now the Democratic Republic of Congo). The Fullers' goal was to offer affordable yet adequate shelter to 2,000 people. After three years of hard work to launch a successful house-building program, the Fullers returned to the United States.

EXPANSION INTO HABITAT FOR HUMANITY INTERNATIONAL

In September 1976, the Fullers called together a group of supporters to discuss the future of their dream. Habitat for Humanity International as an organization was born at this meeting. The eight years that followed, vividly described in Millard Fuller's book *Love in the Mortar Joints*, proved that the vision of a housing ministry was workable. Faith, hard work and direction set HFHI on its successful course.

AN OPEN LETTER BY CLARENCE JORDAN TO THE FRIENDS OF KOINONIA FARM

October 21, 1968
What the poor need is not charity but capital, not caseworkers but co-workers. And what the rich need is a wise, honorable and just way of divesting themselves of their overabundance. The Fund for Humanity will meet both of these needs. Money for the fund will come from shared gifts by those who feel they have more than they need and from non-interest bearing loans from those who cannot afford to make a gift but who do want to provide working capital for the disinherited. The fund will give away no money. It is not a handout.

PHENOMENAL GROWTH

In 1984, former U.S. President Jimmy Carter and his wife, Rosalynn, took their first Habitat work trip, the Jimmy Carter Work Project, to New York City. Their personal involvement in Habitat's ministry brought the organization national visibility and sparked interest in Habitat's work across the nation. HFHI experienced a dramatic increase in the number of new affiliates around the country.

HABITAT TODAY

Through the work of Habitat, thousands of low-income families have found new hope in the form of affordable housing. Churches, community groups and others have joined together to successfully tackle a significant social problem: decent housing for all. Habitat now works in all 50 states in the U.S. and in more than 70 countries and has helped more than 22 million people achieve strength, stability and independence through safe, decent and affordable shelter.

Habitat is a Christian ministry. It is important, however, to note that Habitat has adopted a non-proselytizing policy, which states that Habitat for Humanity International and its affiliated organizations will not proselytize, nor will they work with entities or individuals who insist on proselytizing as part of their work with Habitat. This means that Habitat will not offer assistance on the expressed or implied condition that people must adhere to or convert to a particular faith or listen and respond to messaging designed to induce conversion to a particular faith.

For more information about Habitat's history, facts and inspirations, read Appendix L: *Mining Our Past to Inspire Our Future* by Jill Claflin.

2.2. Vision, mission statement, mission principles and covenant

VISION

A world where everyone has a decent place to live.

MISSION STATEMENT

Seeking to put God's love into action, Habitat for Humanity brings people together to build homes, communities and hope.

HABITAT FOR HUMANITY'S MISSION PRINCIPLES

In all that we do in pursuing the mission of Habitat for Humanity, we pledge to:

- **Demonstrate the love of Jesus Christ.**

  We undertake our work to demonstrate the love and teachings of Jesus, acting in all ways in accord with the belief that God's love and grace abound for all, and that we must be "hands and feet" of that love and grace in our world. We believe that, through faith, the minuscule can be multiplied to accomplish the magnificent, and that, in faith, respectful relationships can grow among all people.

- **Focus on shelter.**

  We have chosen, as our means of manifesting God's love, to create opportunities for all people to live in decent, durable shelter. We put faith into action by helping to build, renovate or preserve homes, and by partnering with others to accelerate and broaden access to affordable housing as a foundation for improved health, stronger childhood development and the ability and financial flexibility to make forward-looking choices.

- **Advocate for affordable housing.**

  In response to the prophet Micah's call to do justice, to love mercy and to walk humbly with God, we promote decent, affordable housing for all, and we support the global community's commitment to housing as a basic human right. We will advocate for just and fair housing policy to eliminate barriers to a better, healthier, more financially stable life. . And, in all of our work, we will seek to put shelter on hearts and minds in such powerful ways that people living in poor housing conditions becomes socially, politically and religiously unacceptable.
- **Promote dignity and hope.**

  We believe that no one lives in dignity until everyone can live in dignity. We believe that every person has something to contribute and something to gain from creating communities in which all people have decent, affordable places to live. We believe that dignity and hope are best achieved through equitable, accountable partnerships.
- **Support sustainable and transformational development.**

  We view our work as successful when it transforms lives and promotes positive and lasting social, economic and spiritual change within a community; when it is based on mutual trust and fully shared accomplishment; and when it demonstrates responsible stewardship of all resources entrusted to us.

THE U.S. AFFILIATED ORGANIZATION AND THE HFHI COVENANT

The U.S. affiliated organization and its board annually sign a Covenant in which they mutually commit to support the global Habitat family, our communities and our global neighbors by promoting and pursuing the vision and mission of Habitat for Humanity and abiding by HFHI's mission principles. This Covenant (see Appendix M) restates the vision, mission statement and mission principles, which also are included in the preamble of the U.S. Affiliated Organization Agreement signed by HFHI and the affiliated organization.

QUALITY ASSURANCE CHECKLIST, STANDARD 1

"The body is a unit, though it is made up of many parts and though all its parts are many, they form one body. … there should be no division in the body, but that its parts should have equal concern for each other. If one part suffers every part suffers with it; if one part is honored, every part rejoices with it …"
— I Corinthians 12: 12-13, 24-26

2.3. HFHI's organizational structure

Habitat for Humanity is a movement made up of a global, interdependent family of organizations of different types, including national organizations, HFHI branch offices, U.S. affiliates and state support organizations. They commit themselves to being part of this world movement whose mission is: Seeking to put God's love into action, Habitat for Humanity brings people together to build homes, communities and hope.

Habitat for Humanity is you. It is the mother who purchased her house last week in your area. It is the volunteer who spends Saturdays at the construction site or who advocates to build strength, stability and self-reliance through shelter. It is the staff of your local affiliate and of the partner organization or group in your town, city or state. All these collaborators work interdependently. That interdependence expresses itself in tangible ways through the tithe and exchange of experiences, and is supported by the organization's structure as it has evolved over the lifetime of Habitat.

All Habitat activities in the world are governed by the HFHI board of directors, which is responsible for setting strategic direction, making overall policy and delegating authority to the executive staff of HFHI. The headquarters of Habitat for Humanity International are in Atlanta, Georgia and Americus, Georgia.

Habitat works in four areas: Asia and the Pacific, or AP; Europe, Middle East and Africa, or EMEA; Latin America and the Caribbean, or LAC, and the United States and Canada. Each area receives support from an HFHI area office.

The international board has formed committees to support its work and interact with different functions of Habitat. These committees are composed of members and non-members of the board. The main contribution of these committees is to recommend policies for the board's consideration, support HFHI's executive staff in processes such as the affiliation of members, and, in some circumstances, to make decisions and take actions by explicit delegation of the board. They also monitor the performance of the areas according to the standards of excellence.

PLEASE NOTE:
Each U.S. affiliated organization signs:

- The U.S. Affiliated Organization Affiliation Agreement ("USAA") with HFHI
- The U.S. Affiliated Organization Covenant (signed annually)
- The Distinctive Signs Agreement (Schedule C to the USAA)
- The Quality Assurance Checklist (signed annually)

2.4. Relationship of HFHI with affiliated organizations

Habitat for Humanity is a global movement with fiduciary responsibility at the world level. It has also developed a well-respected brand name, which aids it in spreading awareness of and raising resources for the mission. An affiliated organization anywhere in the world that bears its name receives benefits from being part of the family, but also has obligations to protect the name of Habitat and be a good steward of our resources (e.g., implementing an effective enterprise risk management framework). HFHI serves as an umbrella organization with the responsibility of supporting affiliated organizations in order to ensure that they perform efficiently and are focused on achieving the mission.

As part of the Habitat for Humanity network, U.S. affiliated organizations must operate under the global parameters established by HFHI's board of directors, which is responsible for governing the organization worldwide.

Each U.S. affiliated organization signs a U.S. Affiliated Organization Affiliation Agreement ("USAA") with HFHI, which grants the affiliated organization permission, with access to support from HFHI, to conduct housing programs and fundraising in its service area and establishes the policies and procedures that affiliated organizations must follow as part of the Habitat family. By entering into the USAA, the affiliated organization also signs the Covenant (setting forth Habitat's mission and mission principles), the distinctive signs and copyrights agreement (which licenses the Habitat name and service marks to the affiliated organization) and the Quality Assurance Checklist.

PLEASE NOTE:
Noncompliance with the Quality Assurance Checklist and U.S. Affiliation Agreement could have serious consequences for the affiliated organization, from a warning, to probation, to potential disaffiliation.

Many successful experiences in the relationship between HFHI and affiliated organizations have shown that when both work together seeking mutually beneficial goals, the ministry of each is enriched. Together, they can be effective witnesses to the power and proclamation of the purposes and sovereignty of God in realizing the Habitat for Humanity mission: Seeking to put God's love into action, Habitat for Humanity brings people together to build homes, communities and hope.

2.5. HFHI's strategic plan

The need for affordable housing has never been more urgent. More than 1.6 billion people lack safe, durable shelter they can afford, and communities and nations around the globe urgently need the stability and hope that decent housing and equitable access can help foster. These are the realities behind the development of HFHI's strategic plan. We must

For further information on HFHI's strategic plan, see Appendix B.

do more. We must do it faster. We must do it with more impact. And we must work with others to expand our reach and depth. Our methods will vary from location to location, but all must drive us closer to the day when everyone has a decent and affordable place to live.

Habitat for Humanity's 2020 Global Strategic Plan builds squarely on the organization's mission, vision and principles. The strategic plan will come to life in communities worldwide as people from all sectors of society unite to address the urgent need for adequate, affordable shelter.

HFHI's strategic plan challenges us to become more effective catalysts for systemic change — change that will help exponentially more families than any one organization could ever serve alone. To affect the housing deficit at scale, HFHI's strategic plan calls for operating with impact in three interconnected spheres of influence: community, sector and society.

BUILD COMMUNITY IMPACT: DIRECT ENGAGEMENT

The foundation for these changes begins with continued direct engagement with families and communities, demonstrating what is possible when people from all segments of society work together to address the problem of inadequate housing.

BUILD SECTOR IMPACT: MARKETS, POLICIES AND SYSTEMS

Habitat for Humanity's scaling strategy builds on the success of our direct engagement with families and communities. Through similar direct engagement with the broader housing sector, Habitat can influence the way others in the public, private and nonprofit worlds think about housing issues and how to address them. By promoting approaches that assist low-income families in helping themselves, we in turn help drive the market for housing-related financing and housing improvement services and products accessible to the poor. Because enabling public policies also is essential in increasing access to affordable housing, the plan challenges us to promote policies and systems that eliminate restraints contributing to poverty and inadequate housing.

BUILD SOCIETAL IMPACT: AWARENESS AND ENGAGEMENT

Habitat for Humanity advances its ability to expand awareness of housing as a critical foundation for eliminating barriers to a better, healthier, more financially stable life when we successfully mobilize volunteers for the cause of affordable housing. Volunteer support raises not only walls, but also backing for public policy and market changes that can lead to even broader impact. In the course of uniting around improved housing for all, personal transformation occurs in all, turning both individuals and the process itself into powerful conduits for demonstrating God’s love.

Chapter 3: Roles and responsibilities of the board

Generally, nonprofit organizations are led by boards of directors responsible for the ultimate governance of the organization. These boards have legal, fiduciary and ethical duties, including developing and maintaining the organization's mission and annual plans, raising money, overseeing the organization's resources, providing oversight, determining policy, evaluating the executive director, and acting as ambassadors in the community. The board of a Habitat for Humanity affiliated organization is no different. It should be composed of a group of individuals reflecting the diversity of the community it seeks to serve and partner with who are interested in working toward the organization's mission and have the particular skills that will contribute to a well-run organization.

Good governance is critical to any organization's ability to effectively fulfill its purpose. Habitat's U.S. affiliated organizations are governed by local boards of directors made up of dedicated volunteers who are leaders in the community and share Habitat's vision. Board members offer voluntary services and do not receive compensation.

3.1. Overview of responsibilities

The board's responsibilities fall into the following broad categories:

LEGAL AND FIDUCIARY

The board is responsible for ensuring that the affiliated organization meets legal requirements (local, state and federal laws) and operates in accordance with its mission. Board members are also responsible for the protection and proper use of the affiliate's assets. Individual board members must exercise their fiduciary duties — duty of care, duty of loyalty and duty of obedience — in carrying out these responsibilities.

Activities that support these fiduciary duties include approving the affiliate's annual budget and setting proper policies in place (including fraud prevention, internal controls and procurement). The board should also receive regular and comprehensive reporting on the performance of the affiliate's programs, such as advocacy, construction and mortgage delinquency. See Section 3.7 of this manual for more discussion of financial oversight.

OVERSIGHT

The board is responsible for ensuring that the affiliated organization is well-run. It moderates the power of management and has the power to hire and remove the executive director.

FINANCIAL RESOURCES

As part of their responsibilities, board members are to exercise their duties to help ensure that the organization has the money it needs. Responsibilities may include making a personal contribution, serving as an advocate for the organization, organizing fundraising events, or engaging in face-to-face solicitation of support from other individuals.

U.S. AFFILIATION AGREEMENT, ARTICLE V, SECTION 5.1 REFERENCE: Governmental approvals; compliance with law. Except as otherwise provided in Section 5.4, the parties will obtain and maintain all governmental approvals at its expense. In addition, the parties will comply with all applicable laws, rules, regulations, orders, decrees, judgments and other governmental acts or other restrictions.

PLEASE NOTE: It is important to check federal, state and local laws regulating the affiliated organization to confirm and understand your responsibilities as board members.

QUALITY ASSURANCE CHECKLIST (APPENDIX F) REFERENCE: **Standard 17:** Affiliate Board annually approves a written budget which includes projected sources and amounts of income and anticipated expenses. Affiliate and its Board review the actual income and expense statements at least quarterly and compares them to the budget.

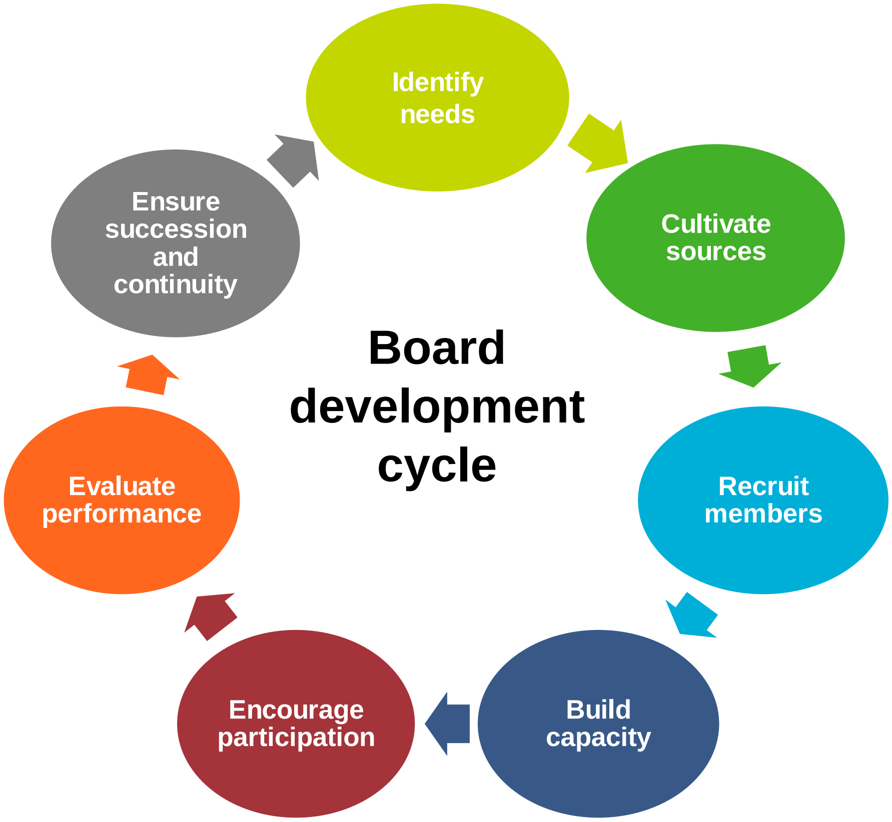
REPRESENTATION OF CONSTITUENCIES AND VIEWPOINTS

Board members are generally chosen for one of two main reasons: for the experience or perspective of a particular group or segment of the organization's constituency, or for a particular area of expertise relevant to the organization's principal activities. However, all board members are expected to have the organization's best interest in mind when voting on a decision.

3.2. Ensure effective board development

INDUSTRY STANDARDS

An effective board is not only a legal requirement, but also a strategic necessity. The process of building and maintaining an effective board — i.e., the board development process — is represented by the board development cycle. This process is divided into the seven steps below, and it is the responsibility of the board chair to lead this process, with support from the nominating committee of the board and the executive director.



In some cases, former board members (e.g., friends of Habitat) continue to support Habitat by serving in an advisory capacity as nonvoting advisers. To avoid confusion, affiliated organization boards should remember that, although advisor's help is valuable, they are nonvoting advisers, and some subjects — e.g., sensitive or confidential financial, executive or HR matters — shouldn't be discussed with them. If the board needs to discuss sensitive or confidential matters, it should call an executive session. Executive sessions are closed discussions of a board of directors that may include invited attendees such as an executive director or certain staff members.

IDENTIFY NEEDS: BOARD SELECTION AND COMPOSITION

Identify the needs of the board: the skills, knowledge, perspectives, connections, etc., needed to implement HFHI's strategic plan. Useful questions include "What do we have?" and "What is missing?" One of the most important drivers of board effectiveness is the selection and recruitment of highly qualified, engaged, skilled, enthusiastic board members. It is important for the board to accurately identify the composition requirements that will meet the needs of the affiliated organization. To succeed, boards should consist of a varied group of individuals, and the right mix achieves effective and relevant governance. For additional information, policies, guidance, samples and templates, see the Board Composition and Recruitment collection on the Knowledge Center.

When determining who should serve on the organization's board, the primary considerations should be what resources are required for conducting the organization's business and the prospective members' knowledge of and experience with elements of the organization's strategy and community.

Factors determining the board size and composition should include:

- The nature, strategy and objectives of the organization.
- The skills and knowledge needed to make business judgment calls on behalf of the affiliated organization, such as expertise in finance, human resources, legal, construction, advocacy/policy, fundraising, marketing, etc. (See Appendix C for a template checklist that can be used to check relevant skills).
- Potential challenges of establishing a quorum with a small board.
- Regulatory requirements.
- The cost of running the board relative to its value.
- Maintaining the minimum size for proper oversight of the affiliated organization, without being too large.

Adequate diversity should be accounted for and the following aspects considered when selecting board members:

- Academic qualifications relevant to the organization's strategy.
- Industry knowledge and experience, with a focus on expertise in areas related to the organization's strategic objectives.
- Demographics including such things as nationality, age, race, ethnicity and gender.

In order to have a diverse set of skills on the board, in addition to the criteria described above, the board members should fall into one or more of the following categories:

- Innovators.
- Analysts.
- Human relations experts.
- Specialists in related fields such as housing, community development, architecture, banking or law.
- Generalists.
- Implementers.
- Fundraisers.
- Individuals with good organizational skills.

CULTIVATE SOURCES

Cultivate sources of potential board members and identify individuals with the desired characteristics. Ask current board members, senior staff members and others to suggest potential candidates. Find ways to connect with those candidates, get them interested in your organization, and keep them informed of your progress. Keep records of individuals who might be board candidates in the future, and continually develop a pool of potential board members.

The cultivation of board members should be led primarily by the governance or nominating committee (as relevant to your affiliate). Every board member should be involved in identifying potential candidates. An organization should always have a candidate pool with individuals at different stages of cultivation. People who regularly participate in Habitat events or are members of committees that do not form part of the board itself, and who show their commitment toward Habitat and fulfilling their duties as subcommittee members, could be considered potential board members.

RECRUIT MEMBERS

Board recruitment should be an ongoing process, and among the key responsibilities of the governance or nominating committee are finding the best candidates, convincing them of the benefits of board service, presenting the candidates to the full board and ensuring that new board members are well-equipped to do the best possible job.

When recruiting new board members, describe why prospective members are wanted and needed, explain expectations and responsibilities, and avoid downplaying the requirements. Invite questions, elicit prospects' interest, and determine their willingness to serve.

Boards need to develop a profile of the person who would best add value to the composition of the board by filling in whatever gaps might exist and taking into consideration the skills required to fulfill its governance function *(refer to the* ***Identify Needs*** *section)*.

To promote sound recruitment, optimal board composition and adequate succession planning, it is advisable to have in place a board recruitment policy with clear recruitment processes and selection criteria. This policy should provide for a governance or nominating committee that is responsible for ensuring the policy and criteria are being adhered to.

BUILD CAPACITY

New board members should receive orientation regarding Habitat, the affiliated organization, and the board's roles and responsibilities. Each new board member should receive a copy of this Board Governance Manual before the orientation session.

Orientation should be held before new members attend their first board meeting and should be organized by the governance or nominating committee with the executive director or the board chair. Establishing a policy that makes participation in board orientation mandatory goes a long way toward strengthening board performance, especially if an effective process supports the policy. See the **Board Orientation collection** on the Knowledge Center for more resources.

If funding allows, it is considered best practice in governance to continue capacity building for existing members by holding board planning retreats and sending members to seminars and workshops, as relevant to the affiliated organization and its board.

ENCOURAGE PARTICIPATION

Involve all board members. Discover their interests and availability for increased levels of service. Involve them in committees or task forces.

Board members want and need to feel a personal connection to the affiliated organization and its mission and vision, and it takes inspiration to keep board members engaged. Sometimes, this inspiration comes from realizing that the board makes a difference in helping the organization serve the mission and that they each personally make a difference on the board. To support continuous board involvement, create opportunities to participate, make information easily available, and develop the board as an inclusive team.

EVALUATE PERFORMANCE

Solicit feedback on the functioning of the board. Hold everyone accountable for fulfilling their responsibilities as board members. Express appreciation for work well done. The board as a whole — as well as individual board members — needs to evaluate its performance. The Board Self-Assessment Tool and Board Performance Evaluation (see Appendix K) can be used for this evaluation.

The board should design an annual plan that includes areas for improving its performance, develop policies to guide the governance process, and create the necessary conditions for assuring the quality and effectiveness of its contribution. In this way, the board will assume the role of guiding and supporting the organization toward fulfillment of the mission.

Annual board evaluations focus on two levels: the performance of the full board and that of individual board members. Some boards also have peer evaluations for individual board members, especially in connection with possible renominations.

The board is encouraged to select one trusted and qualified individual to coordinate this annual process (often the board chair, the chair of the governance committee or — if funding allows — a third-party consultant). Board members should complete evaluations individually and retain them for their own reference and reflection. The peer assessment process may be a sensitive issue and exercise, but it can be a constructive process if conducted professionally.

The results of these assessments should be tabulated, summarized and discussed with each board member by a senior member or a small panel of existing members. The individual evaluation feedback is to be provided to each board member before a compilation of all assessment results is provided to the governance committee and the board. This compilation of the results should help identify those issues requiring action and then track the progress of addressing those issues. It is highly recommended that the action plans be prepared annually and tracked quarterly.

ENSURE SUCCESSION AND CONTINUITY

Succession of the board members must be tracked very carefully so that there is no gap in service or too high a turnover of board members at one time. It is important to ensure that not all experienced members rotate off the board at the same time. Without planning for succession, the organization runs the risk of poor or low performance. See the Board Succession Planning collection on the Knowledge Center.

It is important to rotate board members by establishing term limits. Refer to Section 4.4 for further details about term limits.

3.3. Selection and oversight of executive director

No decision of the board will have a greater effect on the work of the affiliated organization than the selection of the executive director, who will oversee the organization's daily affairs. Once the executive director is selected, the board is responsible for regularly evaluating his or her performance.

GOVERNANCE VS. MANAGEMENT VS. LEADERSHIP

The board is responsible for the governance of the affiliated organization, and the executive director is responsible for the management of the daily affairs of the affiliated organization. Together, the board and the executive director are responsible for the leadership of the affiliated organization. It is important that both the board and the executive director understand and respect the balance and conceptual differences of "governance," "management" and "leadership." See the **Board Staff Partnership collection** under Board Service on the Knowledge Center.

- **Governance:** In this context, "governance" is the systems, procedures and processes by which the affiliated organization is controlled and directed in order to achieve its objectives, mission and vision.
- **Management:** In this context, "management" is the coordination of the daily activities of the affiliated organization in order to achieve its objectives, mission and vision.
- **Leadership:** In this context, "leadership" is acts of leading and inspiring the affiliated organization's staff in order to achieve the organization's objectives, mission and vision.

To enable the executive director to adequately perform his or her management responsibility, the board should provide him or her with the following:

- A clear, outcome-based job description.
- Supervision sessions.
- Midyear and annual performance evaluation.
- Support.

SELECTING THE EXECUTIVE DIRECTOR

The responsibility of choosing the executive director undoubtedly has the greatest impact on the affiliated organization's development and effectiveness. The executive director needs to be a good manager and draw on a wide range of abilities, including the ability to forge a strong working relationship with the board chair and individual board members.

In order to communicate and interact effectively, it is important that the board and executive director have a shared understanding of the organizational mission and values. Although the mission and values may also be shared with others who have a stake in the affiliated organization, the final decision as to who will serve as the executive director is the responsibility of the board. The executive director will work closely and constantly with the board, and if the board prepares the way with a good selection, the executive director will be a blessing to its ministry.

Before the search process, the board should:

- Review the organization's major strengths and needs.
- Establish clear objectives and clarify realistic expectations for the first year of the new executive director's service, and thereafter.
- Define the particular characteristics, skills and style it seeks in its new executive director.

- Ensure an adequate balance between the strengths of the executive director and those of the board chair.
- Provide an adequate compensation package and other employment terms. It is important to find a balance between Habitat's stewardship value and an appropriate compensation package for the importance of this position.
- Define the functions of this role, detailing how they are different from the functions of the board (and committees) and other staff members.
- Prepare a comprehensive job description for the new executive director.
- Use Habitat for Humanity's U.S. Affiliate Hiring Tool Kit during and after the recruitment of the executive director, including evaluation guidance to monitor the executive director's performance (See Appendix E for the U.S. Affiliate Hiring Tool Kit.)
- Delegation of authority, oversight and performance management of the executive director.

To fulfill its fiduciary duties and facilitate organizational success, the board must depend on salaried personnel to implement its decisions, do the day-to-day work of the affiliated organization, and ensure accountability and compliance. The board should use good delegation principles to ensure that expectations for organizational performance are clearly communicated and monitored. The most effective way to do this is to establish a single point of delegation, or linkage between the board and the staff. For Habitat, this is the executive director.

After being selected, the executive director is delegated directly the task of hiring his or her team in accordance with the affiliated organization's local labor laws and HR policies and procedures. This responsibility allows the executive director to hire a team with the skills and attributes needed to implement the overall strategy and the specific annual plan. The board delegates the implementation of its strategy to the executive director, who together with his or her staff manages the execution of the annual plan, while the board continues its role of good governance and oversight.

In order for the executive director to perform effectively, the board must recognize its duty to provide a positive working environment by first ensuring that HFHI policies and procedures are followed (see Appendix H for a list of policies applicable to U.S. affiliated organizations). With regard to informal and formal performance reviews, the board and the executive director should agree on purposes and processes. This delicate business is helped immensely if annual goals and objectives are mutually discussed and agreed upon; they become the primary criteria for review through informal and open discussions. (For performance management tools, see Appendix E for the U.S. Affiliate Hiring Tool Kit.)

3.4. Safeguard the mission, vision and principles, and define the impact to be achieved

Habitat is governed globally by HFHI's board of directors, which determines the mission, policies and purposes of the Habitat global network. Habitat's affiliated organizations are required to adopt and clearly articulate the mission, vision and principles, and determine the impact to be achieved in the affiliated organization context in a way that demonstrates alignment with Habitat's global mission and HFHI's strategic plan. (See Section 2.5 and Appendix B for further details of the strategic plan.)

The board exists to ensure that the affiliated organization achieves its desired impact and behaves in an ethical and prudent manner to assure that an ever increasing number of

QUALITY ASSURANCE CHECKLIST (STANDARD 1) REFERENCE: Affiliate board of directors reads and signs the Covenant annually.

families in its service area have access to adequate housing. The board is responsible and accountable for organizational success. It should therefore ensure that the public and community interests are represented in defining what impact is to be achieved, in the development of policies, and in other key organizational decisions.

In fulfilling this role, the board defines the aim of the affiliated organization. It establishes the impact that it wishes to be achieved in a given period, develops high-level policies with their key indicators, and participates in developing and approving the strategic plan for the organization. Through this work, the board safeguards the mission, vision and principles of Habitat for Humanity, taking the area context into account.

REFERENCE:
See the Conduct and Ethics page in the Knowledge Center on MyHabitat for guidelines and training on ethical conduct expected of board members.

The board also should adopt and ensure implementation of a policy similar to the Habitat for Humanity Ethics Covenant, which provides clear guidelines on the following aspects:

- **Safeguarding of people:** Respect and safeguard the rights and dignities of all people, and protect our staff, volunteers, beneficiaries and community members (especially children) from exploitation and abuse.
- **Safeguarding of ministry assets and records:** The ministry's funds, property and records should be managed appropriately, and the affiliated organization should have effective controls in place to prevent potential fraud or mismanagement of funds.
- **Ensuring fair treatment:** Staff and board members should treat donors, suppliers and all other stakeholders fairly and in compliance with the affiliated organization's policies.
- **Managing conflicts of interest:** Each affiliated organization should have in place a conflict of interest policy that applies to all staff and board members. Additionally, all HFH board members, officers, and key members of management must complete and sign an annual Conflict of Interest Disclosure Questionnaire to disclose any actual or potential conflicts and/or to reaffirm that they have no conflicts of interest. See Appendix N for an example.
- **Complying with laws and regulations:** The board should confirm that the affiliated organization complies with all relevant federal, state and local laws, including the Protection Against Exploitation and Abuse of Children and Beneficiaries policies and laws.
- **Protecting confidential material:** Staff and board members should not disclose any confidential or other sensitive information that they are privy to during or after their term with Habitat.
- **Speaking up!** The affiliated organization should have protocols for all Habitat stakeholders to share concerns about any possible ethical violations.

Adopting and implementing the ethics covenant, together with effective enterprise risk management, will help ensure that the affiliated organization's assets are safeguarded against misuse by internal and external stakeholders. For more information, resources, policies, guidance, templates and samples, see the Oversight and Accountability collection under Board Service in the Knowledge Center.

3.5. Implement key governance principles

In its governance role (refer to Section 3.3 for the definition of "governance"), the board should take into account the Quality Assurance Checklist (see Appendix F) regarding the performance and behavior of the affiliated organization. Further, the board should exercise reasonable care, skill and diligence while implementing sound governance principles during their decision-making process.

Key governance principles include:

- Accountability and responsibility.
- Ethical behavior.
- Fairness and impartiality.
- Effectiveness and efficiency.
- Transparency.
- Responsiveness.
- Internal and external compliance.
- Sound enterprise risk management.

An example of sound governance is when the board is following a transparent decision-making process by which it demonstrates effective and responsible leadership, directs the affiliated organization's resources, and exercises its authority on the basis of shared and ethical values.

3.6. Ensure compliance with bylaws, policies and federal, state and local requirements

The board is responsible for ensuring legal and ethical integrity. Today, more than ever, Habitat for Humanity's positive public image is a powerful tool for changing lives. If our public image is damaged in one city or state, it will have repercussions for Habitat for Humanity organizations throughout the rest of the world, and lead to loss of community confidence and donor contributions. The board's responsibility for ensuring legal and ethical integrity is therefore critical to Habitat for Humanity's ability to function worldwide, not just on the national and local levels. The board should take the primary responsibility to ensure that the affiliated organization is in compliance with all relevant internal and external requirements, including industry best practices, laws, rules and regulations.

The affiliated organization holds regular board meetings, keeps minutes, and demonstrates compliance in accordance with the bylaws.

Internal rules and regulations include:

- Articles of Incorporation and bylaws that describe authority and powers, meetings, term limits, board member selection, and succession planning (see Appendix I for sample bylaws that can be customized to your affiliated organization and in accordance with the relevant rules and regulations of your state).
- Policies and procedures, including key documents such as an ethics covenant and fraud management policy, HR policies, conflicts of interest policy, finance policies, etc. (see Appendix H for a list of HFHI policies applicable to U.S. affiliated organizations and the links to the policies, which can be customized to the affiliated organization's operations).
- Quality Assurance Checklist: Standards 1-13 represent the core requirements that demonstrate sound, professional business practices and are also essential to one or more of the following:
  - Protection and stewardship of the Habitat for Humanity brand and national reputation.
  - Preservation of Habitat for Humanity's reputation and credibility with national, state and local government funders.
  - Demonstration of practices that are considered critical by insurers

  - Demonstration of compliance with core Habitat for Humanity policies or other legal requirements binding on affiliates.

Standards 14-29 represent the Other Essential Practices which demonstrate sound, professional business practices and also demonstrate compliance with core Habitat for Humanity policies or other legal requirements binding on affiliates. Each U.S. affiliated organization must be in compliance with Standards 1-29 in order to use the Habitat for Humanity brand and logo.

External rules and regulations include:

- Following all local, state and federal laws for nonprofit organizations (or as relevant to the affiliated organization's type of incorporation).
- Keeping accurate financial records and maintaining books in accordance with proper internal control and applicable accounting standards.
- Completing and handing over all reports for nonprofit organizations as required by the government.
- Incorporating the local government's labor laws in the affiliated organization's human resources policy.
- Following all local building codes in constructing Habitat for Humanity houses and obtaining all permits on time.
- All other registration (including charitable solicitation), governance, tax, and other legislation relevant to the specific affiliated organization, and as required in the affiliated organization's state.

HFHI has designed the Quality Assurance Checklist and its standards to generally reflect federal laws and regulations.

3.7. Ensure leadership and resources

Once the affiliated organization's strategic plan and objectives are defined, the board ensures that the affiliated organization has the leadership and the appropriate resources — human, logistical and financial — for attaining the impact it wants to achieve. It delegates part of its authority to the executive director, provides skills and knowledge, and "opens doors" depending on the needs of the organization. It also promotes and creates conditions for conserving the organization's good image.

The board participates in the administration of resources in the following ways:

- Approving annual budgets.
- Reviewing the financial situation periodically (every one to three months) to verify that funds are being spent according to the budget and according to the principle of good stewardship.
- Selecting and contracting an external audit annually and following up on observations in the auditor's report.

The finance committee (if the affiliated organization has a finance committee) will review and approve annual budgets — and review and monitor the financial situation of the affiliated organization — before the board fulfills this role. The board can monitor the budget's implementation only if it is provided within clear, accurate and timely financial reports. All board members should receive regular (at least quarterly) financial reports that detail the financial health of the affiliated organization, including income and expenditures. The board treasurer, in consultation with the board chair, should see financial statements even more frequently. Having access to good financial reports and reviewing them carefully are necessary for the board to fulfill its fiduciary duties. The

PLEASE NOTE:
Noncompliance with internal policies could have serious consequences for the affiliated organization, such as probation, a warning, or potential disaffiliation. Noncompliance with laws may result in fines, penalties or even criminal actions by the applicable government agency.

following financial statements can be used to monitor the financial health of the affiliated organization.

GENERAL BALANCE STATEMENT

This is a financial snapshot taken at a specific point in time, presenting the financial position of the affiliated organization. It tells you how much you have in cash and physical assets and how much in liabilities (debts and obligations). This is normally available from your affiliated organization's accounting system.

ACTUAL INCOME AND EXPENSES (ALSO CALLED A PROFIT AND LOSS STATEMENT)

This statement summarizes the revenue and expenses for a period (e.g., a month, quarter or year). It tells you where the money is coming from and where it is going. This statement helps with the interpretation of the balance statement.

BUDGET TO ACTUAL

The profit and loss statement also includes budgeted income and expenses. It compares the budget to your actual costs.

INDEPENDENT AUDITOR'S REPORT

Affiliates with revenues of more than $250,000 per year **or** assets greater than $500,000 are required to have an annual independent audit.

HOW DO WE MEASURE AND MONITOR PERFORMANCE?

"What gets measured gets done," says the popular business phrase. Good strategic and operational planning includes measurable objectives that reflect and build on actual results and achievements. There are essentially two types of measurement: quantitative and qualitative.

Quantitative measures record activities and other things that can be counted, such as the number of people who attended an event, the number of services provided, and financial results. As such, they can be measures of the organization's efficiency in getting things done.

Qualitative measures deal with opinions and feelings — very important considerations for nonprofits — and thus with the organization's effectiveness in delivering the appropriate quality of service. Qualitative measures can be expressed in numbers by using techniques such as surveying people and recording the results. This can, for example, include asking people to rate their satisfaction on a scale of 1 to 5.

Source: Lindsay, H. 2006. "20 Questions Directors of Not-for-Profit Organization Should Ask About Governance," Canadian Institute of Chartered Accountants, Toronto.

FINANCIAL POLICIES AND PROCEDURES MANUAL, SECTION 6.10. INDEPENDENT AUDITS:
Independent audits are highly recommended for all affiliates. Affiliates with annual revenue above $250,000 or total assets of more than $500,000 are required to have an annual independent audit. Affiliates that receive more than the limit specified by the federal government in one year from federal grants (e.g., SHOP, Capacity Building, etc.), are required to have a more extensive OMB-133 audit.

PLEASE NOTE:
In addition to the above requirement from the Financial Policies and Procedures Manual, affiliates who expend more than $750,000 in a fiscal year are required to have an OMB-133 audit.

3.8. Monitor organizational performance and impact

Another of the board's fundamental responsibilities begins with the question of whether current and proposed programs and services are consistent with the mission, purpose, principles, and strategic and business plans of the affiliated organization and HFHI. The board should have a good sense of its monitoring and oversight role by seeking a balance between the board's responsibility to ensure quality, cost-effective programs and services and the staff's responsibility to creatively initiate and conduct them. In meeting this particular responsibility, board and staff roles should be clearly defined to avoid confusion. Although it may sometimes be practical for board members to volunteer extensively to conduct and manage programs, management should remain primarily the staff's role. Clear expectations and explicit job descriptions go a long way toward negotiating a satisfactory working relationship for everyone.

When working through other organizations (as partners), the affiliated organization should thoroughly vet the new organization to ensure not only that it is mission-aligned, but also that it does not pose a risk to the affiliated organization either legally or by reputation.

The value of monitoring and evaluation:

- Both monitoring and evaluation are integral processes of program management and implementation.
- Without good program monitoring, it is difficult to complete a comprehensive program evaluation.
- Information gathered during routine monitoring is often used during evaluation.
- Monitoring helps a board recognize and deal with problems.

PLEASE NOTE: The board plays an integral role in monitoring and evaluating the affiliated organization's performance, but it is important to remember that this monitoring and evaluation should be done from an oversight and governance perspective, not from a management or project management perspective.

3.9. Confirm adequate insurance coverage

The board should ensure that, at all times, the affiliated organization maintains comprehensive insurance coverage. Insurance acts as a powerful mitigation tool to minimize the losses or damage if a risk materializes. (See Appendix G for a worksheet that can be used to confirm which insurance coverage is in place for the affiliated organization.)

For example, if the affiliated organization's offices are destroyed by a fire or flood, the affiliated organization should be able to recover from the damage if it has adequate insurance. It is advisable that the board, with the assistance of the executive director, perform a thorough analysis of the insurance coverage the affiliated organization needs. For example, general liability insurance, motor vehicle insurance, volunteer and public liability coverage, employer liability, worker's compensation, etc. Each affiliated organization is also encouraged to check whether it has adequate directors and officers liability insurance. It is important to note that board members should at all times fulfill their fiduciary duties, even if they have adequate insurance in place.

QUALITY ASSURANCE CHECKLIST, STANDARD 6 (APPENDIX F) REFERENCE: Affiliate has the required minimum insurance coverage for all aspects of its operations, including General Liability, Builder's Risk, Volunteer Accidental medical, Directors and Officers Liability, and, if applicable, workers' compensation and auto coverage.

3.10. Manage enterprise risk

WHAT IS RISK?

Risk is the "effect of uncertainty on objectives" [ISO Guide 73] and "something that might or might not happen but, if it does, could impact your objectives. The effect or impact may be positive, negative or a deviation from the expected." [Institute of Risk Management]

WHAT IS ENTERPRISE RISK MANAGEMENT?

Enterprise risk management (also known as ERM) is "any activity taken to identify and then control the level of risk which objectives face." [Institute of Risk Management]

WHAT IS THE VALUE OF ERM TO HABITAT FOR HUMANITY?

"ERM enables management to effectively deal with risk, enhancing the capacity to build value." — Committee of Sponsoring Organizations of the Treadway Commission, or COSO

In other words, ERM:

PLEASE NOTE: Proactive enterprise risk management enhances Habitat's capacity to serve more families. As a best practice, affiliated organizations should establish a business continuity plan and have appropriate procedures in place to respond to natural disasters and other business interruptions.

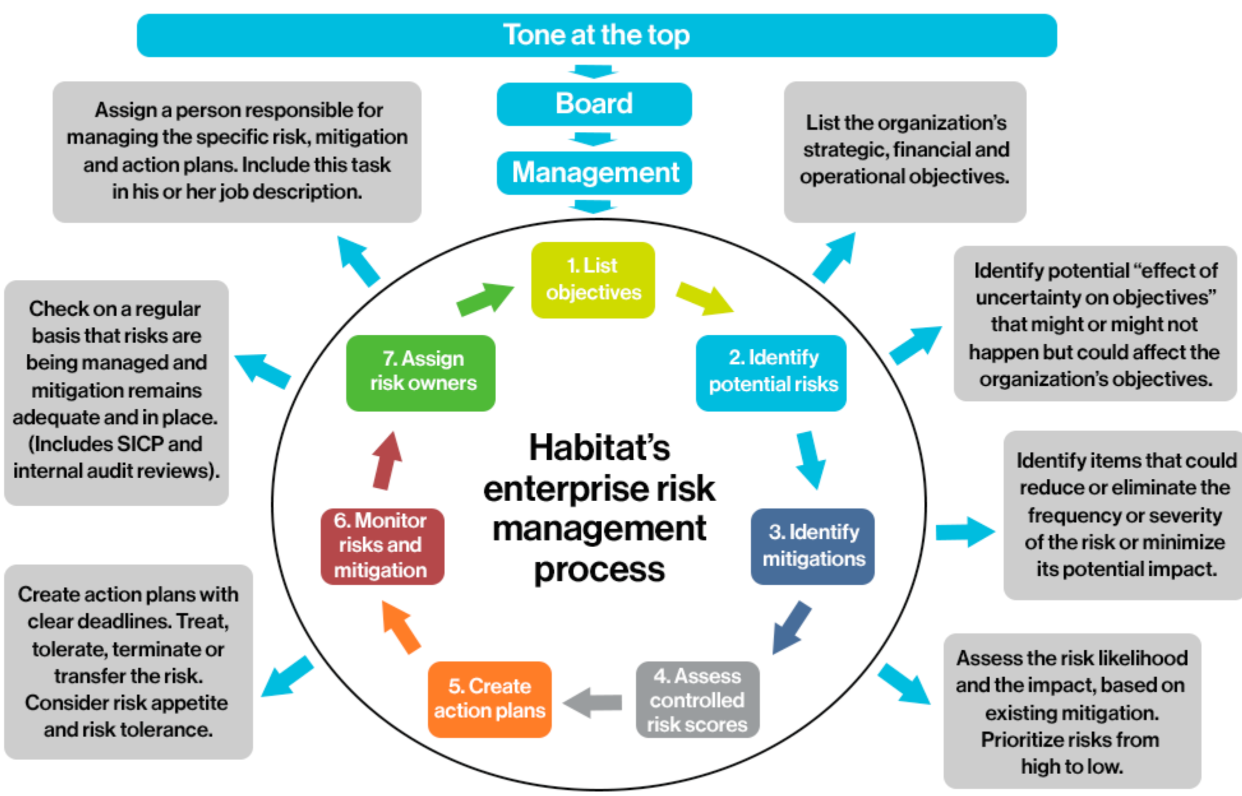
- **Promotes a culture of risk awareness.** Risk awareness is the first step to risk management. If you are not aware of your key risks, how can you effectively manage risk?
- **Ensures the ability to achieve strategic objectives.** Effective ERM enables the organization to achieve its strategic objectives.
- **Preserves and maximizes resources.** The time and resources spent on "firefighting" and incident management could be applied more effectively and efficiently.
- **Realizes opportunities and benefits by taking calculated risks.** To grow, an organization needs to take some calculated risks. The level of risk taking will depend on the organization's risk appetite.
- **Ensures continuity.** Plans to reduce the impact of risk on the entity — for example, business continuity planning, adequate insurance and crisis communication plans — could assist in continuity and (in severe cases) rescue the organization.

WHAT IS THE BOARD'S ROLE IN RELATION TO ERM?

As with all sound governance principles, the tone at the top is extremely important to ensure the effective implementation of an ERM framework.

In the exercise of its duty of care, skill and diligence, the board should assure that the affiliated organization's management, led by its executive director, adopts and follows an enterprise risk management process that is suited to the activities of the organization. The board should therefore lead and own the ERM process and ensure that the executive director and executive organization staff implement an ERM framework that is appropriate to the size of the organization.

PLEASE NOTE:
Risk management is "a way of thinking" and part of our daily lives. If our goal is to cross the road, we look both ways to identify risks that could prevent us from reaching the other side safely. Depending on the size, distance and speed of the oncoming vehicles, we take measures to mitigate these risks. ERM should be part of the thought process of each Habitat board and staff member carrying out Habitat-related activities.



THE ERM PROCESS

The diagram on the previous page provides an overview of the enterprise risk management process.

To implement the ERM process in the affiliated organization, the following step-by-step process can be followed. The results of each step can be logged in the ERM register (see below) to enable the affiliated organization to analyze and keep records of the results.

STEP 1: LIST OBJECTIVES

List your organization's strategic objectives, as described in the affiliated organization's strategic plan — for example:

- Achieve community impact through constructing [____] houses per year for those needing adequate, affordable housing in your community.
- Achieve sector impact through advocacy by changing policies that create housing opportunities for [______] people in your community.
- Achieve societal impact by engaging [_____] volunteers per year.

Also list your organization's financial and operational objectives during this step.

STEP 2: IDENTIFY POTENTIAL RISKS

Identify the potential risks, i.e., those effects of uncertainty that could have an impact on your organization's objectives.

Consider different types of internal and external enterprise risks relevant to the affiliated organization and its objectives. Include strategic; operational; financial; legal, compliance and governance; and reputational risk.

In the description of the risk, include the risk event, the cause and the impact of the risk. For example, the risk of inadequate income to fund the Habitat mission (*risk event*): due to decrease in direct marketing/unrestricted donations, donor dissatisfaction, lack of donor diversity, donors deciding to fund other non-Habitat causes (*cause*); leading to the affiliated organization becoming unsustainable, and ultimately unable to serve more families in need of decent, affordable housing (*impact*).

STEP 3: IDENTIFY MITIGATION

Mitigation is "the elimination or reduction of the frequency, magnitude or severity of exposure to risks, or minimization of the potential impact of a threat or warning." [businessdictionary.com].

For example, mitigation could be having a fundraising strategy with clear targets and diversified funding income streams.

An important mitigation tool is business continuity planning. See this Business Continuity Planning training module prepared by the HFHI Disaster Risk Reduction and Response team.

> ***PLEASE NOTE:***
> Please make sure that the cost of any mitigation you implement is proportionate. For example, it is not advisable to spend $1 million to prevent a loss of $100,000.

STEP 4: ASSESS CONTROLLED RISK SCORES

Assess the risk likelihood and the risk impact, based on existing mitigation, market trends, previous losses and general knowledge of the operations.

Each organization has its own metrics for assessing its risks. Some include specific financial metrics, and others use a more narrative approach.

See the risk scoring table for sample metrics that can be used to assess the affiliated organization's risks. For example:

- **Determining impact:** If the affiliated organization is not able to raise sufficient income to sustain itself that year, the impact of the risk of inadequate funding income could be "catastrophic" (a rating of 5).
- **Determining likelihood:** If the current market trends show that donors are less likely to provide funding to nonprofit organizations because of economic difficulties, the affiliated organization does not have in place a clear fundraising strategy, and the affiliated organization has (over the past year) received less funding income from its regular donors, this could indicate that it is "likely" that the risk of inadequate funding income could materialize (a rating of 4).
- **Determining the risk score:** To calculate the affiliated organization's risk exposure, multiply the impact with the likelihood. The controlled risk score in this example would be 5 x 4 = 20, which means this is a potential high risk to the affiliated organization.

Once the controlled risk scores are calculated, the risks can be plotted on the risk score heat map:

RISK SCORE HEAT MAP (IMPACT X LIKELIHOOD)

IMPACT	Very rare (1)	Unlikely (2)	Possible (3)	Likely (4)	Almost certain (5)
Catastrophic (5)	5	10	15	20	25
Major (4)	4	8	12	16	20
Moderate (3)	3	6	9	12	15
Minor (2)	2	4	6	8	10
Negligible (1)	1	2	3	4	5

LIKELIHOOD

HEAT MAP — EXPLAINED

Risk level	Action required	Risk score
High risk	Immediate action required; management team attention immediately needed; must be reported to the board and HFHI.	14+
Moderate risk	Moderate concern; management responsibility must be specified; management team will need to manage and assign responsibility.	7 to 13
Low risk	Low level of concern; manage by business procedures; reporting to management team at management discretion.	1 to 6

These metrics serve as a tool to assess the risks and rank them, then prioritize actions.

STEP 5: CREATE ACTION PLANS AND MONITOR

The aim is to reduce the risk exposure, where possible, by creating action plans and deciding how to apply the four T's: treat, tolerate, terminate or transfer the risk.

- **Treat:** Reduce the controlled risk score by ensuring mitigation is adequate.
- **Tolerate:** Accept the controlled risk score.
- **Terminate:** If the controlled risk score is unacceptable and nothing can be done to reduce it, cancel activities relating to the specific risk.
- **Transfer:** Find ways to transfer the risk through insurance, outsourcing contracts, etc.

For example, "treat" could mean that if the current fundraising strategy is not adequate and an overreliance is placed on one donor, action plans need to be put in place to correct the fundraising strategy and diversify the funding income portfolio.

STEP 6: MONITOR RISKS AND MITIGATION

Check on a regular basis that risks are being managed and mitigation remains adequate and in place, for example, through management reviews, internal and external audits, HR audits and internal control reviews etc.

STEP 7: ASSIGN RISK OWNERS

The affiliated organization should nominate a "risk owner," the person responsible for oversight of the specific risk, mitigation, action plans and monitoring; record the nomination in the ERM register and the risk owner's job description; and ensure that each risk owner is aware of his or her responsibility.

For example, assign the responsibility of oversight of the risk of inadequate funding income and related mitigation, action plans and monitoring to the resource development director, and include this responsibility in her or his job description.

THE ERM REGISTER

Enterprise risk management is an iterative and continual process and should be performed quarterly and during changes in processes, programs and strategies. The below ERM register should be updated on a regular basis.

Go to the Knowledge Center on MyHabitat for a collection of ERM resources and ERM reporting templates.

PLEASE NOTE:
The role of the risk owner is to check that mitigation, action plans and monitoring remain adequate and in place for the specific risk. However, all affiliated organization staff members are responsible for managing the organization's enterprise risks. The board's role includes holding the executive director and staff accountable for their enterprise risk management responsibilities.

Chapter 4: Board operation

4.1. Articles of Incorporation and bylaws

ARTICLES OF INCORPORATION

All incorporated entities, including U.S. affiliated organizations, will have at least two governing documents. The first, called Articles of Incorporation, will legally incorporate the organization and establish its purposes and powers as an organization. This document is always filed in the public record with the applicable state business agency (usually the applicable Secretary of State). It is accompanied by a registration that generally must be renewed annually for the organization to remain in good standing.

Although the organizational document will rarely be amended once registered, it may become occasionally necessary to officially change your affiliated organization's name or amend the language of the organizational document to comply with state or local law.

BYLAWS

In addition to the Articles of Incorporation, state laws will require that your affiliated organization have a second document that describes the operation, proper procedure and structure of your board. This document is called the "Bylaws" of your organization. These are rarely registered in the public record. This document should contain details such as the following:

- Restatement and further elaboration of your affiliated organization's goals and purposes.
- Details on the recruitment, appointment and term limits of your board members.
- Rules on meeting procedure, such as electronic/telephonic meetings, quorum, voting, unanimous consent, etc.
- Duties of the board members, including conflict of interest procedures.
- Committee structure and purposes of committees.
- Officers, roles and responsibilities of the officers, and term limits.

  (See Appendix I for sample bylaws that can be customized to your affiliated organization. These are samples only, and should be carefully reviewed by your board in consultation with your local attorney for compliance with local laws and best governance practices.)

4.2. Officers

Given the broad range and importance of the officers' functions, it is imperative that the board select a chair, vice chair, treasurer and secretary who are not only passionate about Habitat for Humanity's vision, mission and mission principles, but also have the capacity and skills to act in accordance with the functions listed in the following sections.

BOARD CHAIR

The board chair or president is the chief volunteer leader of the affiliated organization and presides over the meetings of the board. In the chair's absence, the vice chair or vice president takes over these functions.

U.S. AFFILIATION AGREEMENT, ARTICLE V, SECTION 5.1 REFERENCE: Governmental approvals; compliance with law. Except as otherwise provided in Section 5.4, the parties will obtain and maintain all governmental approvals at its expense. In addition, the parties will comply with all applicable laws, rules, regulations, orders, decrees, judgments and other governmental acts or other restrictions.

QUALITY ASSURANCE CHECKLIST, ***STANDARD 4 (APPENDIX F) REFERENCE:*** Affiliate activities are governed by written, duly adopted policies that comply with all local, state and federal laws. Pursuant to the Document Retention Policy to be adopted by affiliated organizations, incorporation documents and annual reports are to be permanently retained.

The board chair has the following key responsibilities:

- **Policy and planning:** The chair works with the executive director and the board to establish the local guiding principles, policies and mission for the affiliated organization.
- **Budget and finances:** The chair works with the appropriate board member and affiliated organization staff members, particularly the treasurer and finance director, to oversee the budget of the affiliated organization.
- **Board meetings:** The chair leads and facilitates board meetings in accordance with the bylaws, by making sure that the agenda is followed, that every board member has the opportunity to participate in discussions, and that the board uses proper decision-making procedures.
- **Board committees:** The chair serves as an ex officio member of all board committees and works to structure a committee system that contributes to the board's overall effectiveness.
- **Board development:** The chair oversees efforts to build and maintain a strong board by setting goals and expectations, cultivating leadership among board members, and ensuring that board development is a priority. (Refer to Section 3.2 for the complete board development process.)
- **Board recruitment and orientation:** The chair works with other board and staff members to identify and recruit new board members from the community and elsewhere who bring important skills and knowledge.
- **Board evaluation:** The chair works to make sure the board has an opportunity to reflect regularly on how well it is meeting its responsibilities to the organization, in part by overseeing a board self-assessment. (See Appendix K for the Board Self-Assessment Tool and Board Performance Evaluation.)
- **Staff oversight, compensation and evaluation:** The chair oversees the hiring, evaluation and compensation of the executive director and works to develop a succession plan for the position.
- **Fundraising:** The chair guides the work of the board to secure funds for the organization by overseeing the development of fundraising policies, encouraging and supporting the fundraising efforts of the resource development committee and board members, soliciting contributions from board members and selected outside contributors, and setting an example by contributing his or her own funds to the affiliated organization.
- **Public relations and communications:** The chair speaks for the board in the event of a controversy or crisis; oversees the development of communications policies; and promotes the work of the organization in conversations, speeches, interviews and other day-to-day activities.

PLEASE NOTE:

Ex officio is used to designate a member's special status, rather than designating voting rights, which must be addressed separately in the bylaws. For example, the chair may sit and vote on all committees, whereas an executive director may be an ex officio member of the board but will not have voting rights.

TREASURER

The treasurer is the chief volunteer financial officer of the affiliated organization and presides over its financial functions. The treasurer works closely with the finance director of the affiliated organization and outside accountants and auditors to ensure not only that the organization is run in a transparent and sustainable manner, but also that it is empowered to grow. Like the chair, the treasurer should maintain knowledge of the affiliated organization and have a personal commitment to its goals and objectives, in addition to the items described below:

- **Nonprofit accounting:** The treasurer understands financial accounting for nonprofit organizations, including the grant reporting requirements of a variety of funding sources.
- **Chair the finance committee:** The treasurer serves as chair of the finance committee, ensures its proper role in the development of the affiliated organization's financial plan and investment policy, and provides oversight of financial statements. The treasurer will manage the board's review of, and action related to, the organization's finances.
- **Financial reporting:** The treasurer works with the executive director and finance director to ensure that appropriate financial reports are made available to the board, regulators and others, as applicable, on a timely basis. He or she also presents the annual budget or financial plan to the board for review and approval.
- **Audited financial statements:** The treasurer reviews the annual audited financials and answers board members' questions about the audit.
- **Fundraising:** In conjunction with the board chair and resource development committee, the treasurer helps set fundraising priorities based on financial needs, and personally contributes to the affiliated organization.

SECRETARY

The secretary is the custodian and preparer of the corporate records of the affiliated organization. The secretary also advises the board on proper procedure and the requirements of the bylaws.

- **Recordkeeping:** The secretary ensures the safety and accuracy of all board records. He or she prepares the minutes and has the board review and approve them.
- **Chair's duties:** The secretary assumes the responsibilities of the chair in the absence of the chair and vice chair.
- **Meeting notice and attendance:** The secretary provides notice of meetings of the board when such notice is required, and tracks attendance of board members.
- **Bylaws:** The secretary advises the board on the requirements of the bylaws and other compliance matters.
- **Fundraising:** The secretary donates annually to the affiliated organization.

4.3. Board committees

As an organization grows and becomes more complex, it becomes more difficult for the whole board to spend its time on the governance of the organization. Furthermore, full board meetings may not occur often enough to easily handle specific functions that arise throughout the year. As a result, boards form committees to help them accomplish their work responsibly. The board delegates its duties and responsibilities to the appropriate committee, which can meet more often and more efficiently, after which the results can be brought to the full board for consideration.

Each Habitat organization should follow this model, structuring itself according to the need, the size of the program, and the size of the board and staff.

There are two types of committees: board and operating. The board committees support the oversight and governance of the organization and operate on a continuous basis as set forth in the bylaws. Common board committees (as described below), include: Executive, Nominating, Governance, Strategic Planning, Personnel/Human Resources,

> ***PLEASE NOTE:*** Habitat boards are encouraged to set up at least the following three committees: executive committee, governance committee, and finance or audit committee (these may be separated for larger organizations).

Finance and Audit. Operating committees work with affiliate staff to implement or operationalize the strategic and annual plan of the organization. Typical operating committees for a Habitat for Humanity affiliated organization include, but are not limited to: Homeowner Selection, Homeowner Support, Marketing/Public Relations, Advocacy, Resource Development, Construction, Land Acquisition and ReStore.

See Appendix J for a sample charter and minutes.

- **Executive committee (board):** Recommends actions for approval of the full board and sometimes acts for the board, within carefully defined boundaries, between meetings.
- **Nominating committee (board):** Identifies, cultivates and nominates potential board members.
- **Governance committee (board):** Ensures the constant health and effectiveness of the full board and the work it performs for the organization. It expands the traditional idea of a nominating committee, clarifying the variety of responsibilities a governance committee truly has.
- **Strategic planning committee (board):** Coordinates the board's role in the long-range planning process.
- **Personnel or human resources committee (board):** Advises the chief executive on personnel policy issues.
- **Finance committee (board):** Recommends financial policies, reviews the annual budget and recommends it to the full board for approval, and monitors financial reports prepared by the staff.
- **Audit committee (independent):** Provides board oversight of the organization's annual financial audit.
- **Resource Development committee (operating):** Provides leadership for involving the board in fundraising and resource development activities, working with the staff to develop a fundraising plan. (Alternatively, the board can appoint a development council that is not a committee to the board and does not have a governance function, but acts in an advisory capacity to the board on these same aspects.)
- **Homeowner selection committee (operating):** Provides oversight and guidance on the homeowner selection policy and procedures. Advises on homeowner selection issues as relevant.
- **Homeowner support (operating)**
- **Faith engagement (operating)**
- **Volunteer relations (operating)**
- **Marketing/Public Relations committee (operating)**
- **Advocacy committee (operating)**
- **Construction committee (operating)**
- **Land Acquisition committee (operating)**
- **ReStore committee (operating)**

Ad hoc, or special, committees are created for specific purposes and function for a limited time. For example, a board may create a committee to lead a specific fundraising campaign, to search for an executive director, or to coordinate a special event.

As the organization grows and changes, the board should always be careful to match the appropriate committee structure with the size and operations of the affiliated organization. Thus, committees that are set up because boards think they are tradition or because they are used by other affiliated organizations may have no real purpose, and should be eliminated.

THE BOARD OF A SMALLER AFFILIATED ORGANIZATION generally needs fewer committees, as the requirements of maintaining so many committees may overwhelm the board.

THE BOARD OF A LARGER AFFILIATED ORGANIZATION generally needs more committees, as the many tasks of governing such a large organization may overwhelm the board.

Each committee that a board decides to establish needs to have a specific purpose and a description of its responsibilities. The committee description should include explanations of the following items:

- **Committee purpose:** Why is the committee being established?
- **Type of committee:** Is it standing or ad hoc?
- **Committee composition:** Who is the chair, and who are the members?
- **Board relationship:** What is the mandate of the committee? What is its line of accountability? What is the frequency and format of reporting?
- **Staff relationship:** Who is attending and supporting the work of the committee? What is expected from the staff member?

The following criteria should be used in structuring committees:

- **Size:** As with the board, committees should be large enough to allow enough members to move forward with its purpose but small enough to ensure that all members will be able to contribute meaningfully.
- **Staffing:** Each committee should have one staff member to serve as secretary and liaison, who should provide information and support so that committee members can make decisions with due care.
- **Board membership:** Committees can have participants who are not board members. In this way, they can be used as a testing ground for potential board members, or as ways for donors to participate without becoming full board members.
- **Purpose/function:** Committees should have a charter and job descriptions for committee members and chairs. The charter should be reviewed by the board periodically to ensure that it stays appropriate for the affiliated organization's needs.

In addition to taking and maintaining minutes of board meetings, minutes of committee meetings should also be maintained.

4.4. Term limits

In order to have a healthy organization that will continually grow, affiliated organizations are required by HFHI policy to have term limits. This is a best practice among nonprofits; the BoardSource Nonprofit Governance Index 2010 found that 70 percent of nonprofit boards have limits on the number of terms a member may serve continuously. Although it requires additional diligence on the board's part, it provides the following necessary advantages:

- New organizations are generally recommended to institute three-year terms with the option to be reappointed for one additional term.
- Clear term limits should also be implemented for officers of the board, such as the chair, treasurer, secretary, etc.
- Many of the best candidates for the board are already very busy. Without a set term, they may be deterred from serving.
- A greater number of people become part of the Habitat community as old board members continue their involvement and new board members bring in their circle of influence.
- What the board needs in terms of backgrounds of the board members, connections, expertise, etc., is not static and changes with time. Term limits allow for flexibility and diversity.

U.S. AFFILIATED ORGANIZATION POLICY HANDBOOK, POLICY 22 (APPENDIX F) REFERENCE:
Affiliated organization boards of directors must adhere to the following standards:

- Keep in good standing with organization bylaws.
- Adhere to term limits for board members which do not exceed eight consecutive years of board service.
- Sign the Covenant once a year.

- It is easier to recruit people to a board that is not dominated by a small group of people who have served together for a long time.
- With term limits, there is a decreased likelihood that one or two members will dominate conversation and decision-making.
- Ineffective members are removed after a relatively brief period. If there are relationships that do not work well, limited terms are a graceful way for someone to leave the board.

The affiliated organization should develop a board succession plan by reviewing each member’s term limit and creating a plan for when new members should enter the board and existing members should exit the board. This will lead to continuity in the skills, knowledge and experience of the board.

Staggered boards can prevent the problems of lost continuity and the need for more training. The existing board could be broken into classes so that no more than a certain portion of the board would leave in a given year. For example, for a three-year term structure, the term limits can be set up so that one-third of the board rotates off at a time. A one-year hiatus between terms may also be instituted to restart the clock on the term limits and keep valued members around without burning them out. As the board composition changes, the shift may also allow for a better rotation of assignments.

4.5. Meetings

When a board member thinks about the boards he or she serves on, the first thought is usually of the meetings, which stresses the importance of having good meetings. It is during the meeting that the board is best able to fulfill its fiduciary duties and set a positive direction for the affiliated organization. Meetings also help build trust among the board members and management and help create a common purpose and understanding for the whole organization. The following sections provide recommendations for having effective board meetings:

PREPARE IN ADVANCE

- Inform members ahead of time about the meeting date and venue. Proper notice is also a legal requirement under the bylaws.
- Schedule dates for the regular board meetings three to six months in advance. Always send reminders of these dates.
- Prepare an agenda, with the following items:
    - Devotions/prayer.
    - Welcome – introductions and apologies for nonattendees.
    - Review and approval of agenda.
    - Review and approval of minutes of the last meeting.
    - Agenda items (action items and information items).
    - Meeting evaluation.
    - Date and place of next meeting.
- Each agenda item should have a preread or background materials, necessary information and analysis, and the action requested of the board. The following three examples demonstrate this:
    - **Minutes of last board meeting**: Send minutes as a preread and request action to adopt minutes (with revisions from the board as needed).

  - **Finance committee report:** Send report as a preread, provide financial analysis, and request action. This report could be for information only, or possibly board approval of audited financial statements or the budget/financial plan.
  - **Homeowner selection committee report:** Send appropriate (nonconfidential) family information and the committee's recommendations to accept, and request action to accept new homeowners.
- Agendas and reading materials should be sent out with enough time for the board member to effectively review them before the meeting. Ensure that the agenda and other documents (reports, minutes, etc.) are sent to the members at least one week in advance.
- Prepare the meeting room well in advance with whatever you might need for the meeting to run smoothly. This means finding uninterrupted time in a quiet space and providing necessary technology, materials for presentations, and refreshments.

TIPS FOR CONDUCTING A SUCCESSFUL MEETING

- **Avoid one-way communication from the staff.** Any reports or briefings from the staff need response and questions from the board. Optionally, send information-only items in writing before the meeting, and just ask if there are any questions.
- **The agenda should include only committee reports that need the board's action or additional discussion.** If a committee has done work that doesn't need to be discussed, put the committee report in the board information pack.
- **Each meeting should address the question, "What are the three most important matters (key challenges) that the organization is facing currently?"** These should also include action items and the progress made in response to the key challenges, and get board feedback and possible support as necessary.
- **Encourage questions, respectful dissent and authentic disagreements.** Find a chance to be encouraging at every meeting.
- **Set in advance an appropriate amount of time** to be allocated to each item, and stick to it as much as possible.
- **Try to leave open time with no specific agenda items,** in case an issue that was not originally planned emerges from the other discussions and needs to be dealt with immediately.
- **Set or reconfirm the date** for the next meeting.
- **Adjourn on time**, or agree with all members before the scheduled end of the meeting to stay 20-30 minutes later.

PARTICIPANT'S ROLE

- Review all materials sent before the meeting.
- Try to be punctual and maintain good attendance. Attendance is more important in the context of board meetings, because the board needs a quorum present for corporate action.
- Remember that different views are normal and even beneficial for allowing board members to fulfill their duty of care, skill and diligence.
- Follow up on any responsibilities you are given or volunteer for during the meeting. This is important to fulfill the duty of care, skill and diligence.
- Ensure that, at the end of each meeting, all board and staff members have clear expectations and instructions for what to do before the next meeting.

SECRETARY'S ROLE

- Prepare the minutes and store them in a secure and private location. Minutes should not only accurately reflect the content of the meetings, but also demonstrate the proper deliberation and actions of the board, including conflict of interest disclosures, discussion of difficult decisions, etc.

CHAIR'S ROLE

- Assess the agenda: Determine what is needed to move forward, and take the necessary action.
- Keep to time: Be flexible enough so that valuable discussion can occur, but manage time so that necessary action items can be voted on.
- If further discussion is needed, agree with participants on staying longer, or come up with alternative plans for further discussion.
- Make sure that all members understand the issues, especially before taking board votes.
- Encourage everyone's input, but maintain the discipline to stay on time.
- Close an agenda point when discussion becomes repetitive, and make sure action is taken if needed.
- Make sure members understand the responsibilities assigned to them during the meeting.
- When necessary, request a session at the end of the board meeting to discuss matters directly relevant to the executive director or other executive management of the affiliated organization (for example, matters relating to the salary or performance of the executive director). In such cases, the board chair may ask the executive director or other executive management of the affiliated organization to not be present during that section of the meeting. Confidentiality during such sessions is important.

FURTHER BOARD DEVELOPMENT TRAINING AND ASSISTANCE

- For further assistance or training on board development:
- Contact the Affiliate Support Center at (877) 434-4435 or ussupportcenter@habitat.org from Monday through Friday, 8 a.m.-8 p.m. Eastern Time.
- See the Events Calendar on the MyHabitat Knowledge Center for upcoming conferences.
- See e-learning courses on Board Governance in HabitatLearns.
- Review board governance resources available via the special partnership between Habitat for Humanity and BoardSource. For more information regarding this important partnership and to activate your benefits, see BoardSource — Habitat for Humanity Partnership.
- Check out the Management and Operations Expertise Hub in the MyHabitat Knowledge Center for trainings, expert advice from external sources, and peer-to-peer learning opportunities through communities of practice.

Chapter 5: Appendices

APPENDIX A: ACKNOWLEDGMENT SIGN-OFF SHEET

All board members should sign and date this form after reading this manual.

APPENDIX B: HFHI'S STRATEGIC PLAN

For further information see HFHI's strategic plan on MyHabitat.

APPENDIX C: EXAMPLE BOARD PROFILE WORKSHEET

See the Board profile worksheet on MyHabitat.

APPENDIX D: HFHI REGIONS AND COUNTRIES OVERVIEW

See this Organizational Chart of HFHI Governance Structures on MyHabitat.

APPENDIX E: HABITAT FOR HUMANITY'S U.S. AFFILIATE HIRING TOOLKIT

See the U.S. Affiliate Hiring Tool Kit on MyHabitat.

APPENDIX F: QUALITY ASSURANCE CHECKLIST

See the Quality Assurance Checklist collection on MyHabitat.

APPENDIX G: MINIMUM INSURANCE COVERAGE REQUIREMENTS

In addition to these minimum insurance requirements, check that you have adequate insurance coverage in place to comply with local legal requirements.

APPENDIX H: HFHI POLICIES APPLICABLE TO U.S. AFFILIATED ORGANIZATIONS

See the Policies Library on MyHabitat for policies applicable to U.S. affiliated organizations.

APPENDIX I: QUALITY ASSURANCE-APPROVED EXAMPLE BYLAWS

Ensure that these sample bylaws are reviewed by your local legal counsel to ensure compliance with relevant rules and regulations.

APPENDIX J: SAMPLE COMMITTEE CHARTER AND MINUTES

1. Template charter: This audit committee charter can be amended to fit other committees.
2. Basic elements of board meeting minutes.

APPENDIX K: PERFORMANCE EVALUATION TOOLS — BOARD SELF-ASSESSMENT TOOL AND BOARD PERFORMANCE EVALUATION

Board Self-Assessment and Board Performance Evaluation Tools on MyHabitat.

APPENDIX L: *MINING OUR PAST TO INSPIRE OUR FUTURE* BY JILL CLAFLIN

See files3.marcomcentral.app.pti.com/hfh/MiningOurPast_1.0_proof9.pdf

APPENDIX M: U.S. AFFILIATED ORGANIZATION COVENANT

See the U.S. Affiliated Organization Covenant on MyHabitat.

APPENDIX N: CONFLICT OF INTEREST DISCLOSURE QUESTIONNAIRE

See Appendix C in the Conflict of Interest Policy for the Conflict of Interest Disclosure Questionnaire to be completed and signed annually by board members, officers and managers and submitted as a part of the Quality Assurance Checklist.

APPENDIX O: HOW TO REGISTER ON MYHABITAT

Those not registered can use these instructions to access other appendices and information.

Appendix A: Acknowledgment Sign-off Sheet

ACKNOWLEDGMENT

I, ____, Board Member of Habitat for Humanity ______________________________, hereby acknowledge that I have read and understood the contents of this Board Governance Manual.

Signed: ____

Dated: ____

Document revision/review history

DATE	EXPLANATION
September 2019	Original version created and published in the Knowledge Center on MyHabitat. Adapted for use by U.S. affiliated organizations based on the Board Governance Manual for national organizations.

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19-68975/PDF/MO/9-2019