



**COLORADO**  
PUBLIC HEALTH ASSOCIATION

**Board of Directors  
Policy Manual**

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## Introduction

Established in 1938, the Colorado Public Health Association (CPHA) is a 501c3 non-profit, membership association representing Colorado's statewide network of current and emerging public health professionals, partners, organizations and businesses. We are the largest and oldest public health association in the State.

While CPHA has been committed to the advancement of health and social equity for some time, in 2020, the Board of Directors voted to become an anti-racist organization. This means that CPHA will strive to ensure that the commitment to end racism is a consistent and enduring area of focus in all that we do. As such we will be prioritizing activities such as the following:

- Analysis and transformation of our organizational norms and culture including governance, elections, mission, vision, policies, communications, procedures, and board agreements
- Intentional efforts to increase inclusion at all levels of the organization, from membership to leadership
- More community engagement, co-creation, and power sharing platforms to determine strategy, resource allocation, and association and policy advocacy priorities
- Provision of training and education on DEI, anti-racism, ally-ship, power, accountability, the links between oppressions, and the aversive impacts of systemic racism and white supremacy
- Engagement in policy advocacy efforts which reduce health inequities and promote racial equity and justice
- Devotion of organizational time and resources to building relationships across the dimensions of culture, race, gender and ethnicity.

This commitment has informed the content which follows. We hope that it will also serve as a guide for CPHA leaders and members in the years and generations to come, until we have fully realized our vision "of a healthier Colorado for all" regardless of background, belief, or ability.



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## **Purpose of CPHA's Policy Manual**

The purpose of CPHA Policies is to document CPHA principles and guidelines to support the CPHA board with decision-making in alignment with CPHA Vision, Mission and Strategic Plan. CPHA policies included here aim to guide the organization as a whole and help ensure effective governance. CPHA Policies are a supplement to the Articles of Incorporation and Bylaws, as those documents are the foundation of the CPHA. Board members vote to approve policies, and once formally approved, those policies are as binding as the organization's bylaws and contracts. In addition to approving policies, the board is also responsible for ensuring that the organization abides by them because board members hold a fiduciary obligation to CPHA.



## **CPHA Upkeep of Policy Manual**

Minimum review frequency: Every odd year; Responsibility of President-Elect

Approval for Updates and Edits: Board of Directors

Responsible party for documentation of approved updated and edits: Secretary; in Board meeting minutes

The secretary or a designated staff member is responsible for keeping all board records easily accessible and up-to-date. A Board Policy Manual contains all current adopted policies.



## **CPHA Formal Affiliation**

CPHA is a formal State Affiliate of the American Public Health Association (APHA). As an APHA State Affiliate, CPHA is independently established, with our own infrastructure, articles of incorporation, bylaws, policies, and procedures.

<https://www.apha.org/APHA-Communities/Affiliates>



## CONFLICT OF INTEREST POLICY

The purpose of this Conflict of Interest Policy is to protect the interests of the Association when it is contemplating entering into a transaction or arrangement that might benefit or appear to benefit the private interest of any present or former Board Director or indirectly benefit a related party. The Association is organized to serve the public interest, and each Member must act and use good judgment to maintain and further the public's trust and confidence in the Association.

Annually, each Board Director must complete and sign a "CPHA Conflict of Interest Disclosure Acknowledge Form (Appendix A). A Board Director must disclose the existence of any actual, potential, or perceived conflict of interest as soon as the Member identifies that there may be a conflict of interest and before the Association enters into the proposed transaction or arrangement that gives rise to the conflict of interest. This disclosure must be made to the President of the Board of Directors, which will give the Board Director the opportunity to disclose all material facts, including the circumstances giving rise to the conflict of interest. If the President has a conflict of interest, it must be disclosed to the Executive Committee.

After disclosure of the actual, potential, or perceived conflict of interest, the Board of Directors shall determine whether a conflict of interest exists by adhering to the following procedures:

- The Member shall disclose all material facts relating to the potential conflict of interest to the Board, at a scheduled meeting.
- After any discussion between the Board and the Board Director, the Board Director shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon.
- The Members of the Board, other than the conflicted Board Director, shall decide if a conflict of interest exists. This requires the Board, after exercising due diligence, to determine whether the Association can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested Board Directors whether the transaction or arrangement is: (1) in the Association's best interests; (2) for its own benefit; and (3) fair and reasonable.



- If the remaining Board determines by majority vote that no conflict exists, no further review of the transaction by the Board is required if not ordinarily required in the normal course of business.

The discussion and determination of the existence of a conflict of interest shall be documented in the meeting minutes of the Board. The minutes shall be approved as reasonable, accurate, and complete before the later of (1) the next Board meeting; or (2) sixty (60) days after the final actions of the Board are taken. The Board minutes pertaining to a conflict of interest will include, at a minimum, the following information:

- The names of the Board Directors who disclosed or otherwise were found to have an actual, potential, or perceived conflict of interest; the nature of the disclosed interest; any action is taken to determine whether a conflict of interest was present; whether the Board Directors was present during the determination; and the Board's decision as to whether a conflict of interest in fact existed.
- The names of the persons who were present for discussions by the Board of the proposed transaction or arrangement; the votes relating to the transaction or arrangement; the content of the discussion, including any alternatives to the proposed transaction or arrangement; and a record of any votes taken in connection with the proceedings.

If the Board has reasonable cause to believe a Board Director has failed to disclose an actual, potential, or perceived conflict of interest, it shall inform the Board Director in writing immediately after the potential conflict has been identified regarding the basis for such belief and afford the Board Director an opportunity to explain the alleged failure to disclose. If, after hearing the Board Director's response and after making further investigation as warranted by the circumstances, the Board determines the Member has failed to disclose a conflict of interest, it shall take appropriate corrective action, up to and including removal from the Board.

- a) Any member of the Board or Committee shall identify their affiliation with such agency or agencies; further, in connection with any committee or Board action specifically directed to that agency, they shall not participate in the decision affecting that agency and the decision must be made and/or ratified by the full Board.
- b) If someone suspects a member of the Board or Committee has failed to disclose actual or possible conflicts of interest, the suspecting individual shall openly discuss their concern with the individual they suspect as having a conflict of interest, as well as the President, President Elect, and/or Past President, providing the basis for such belief and affording the individual an opportunity to explain the alleged failure to disclose.





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- c) If, after hearing the individual's response and after making further investigation as warranted by the circumstances, the Board or Executive Committee determines the individual has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.



## **NON-DISCRIMINATION & ANTI-HARASSMENT POLICY**

The Association is committed to providing an organization free of discrimination, sexual harassment (including harassment based on gender, pregnancy, childbirth, related medical conditions and breastfeeding), and harassment based on such factors as race (including traits historically associated with race, such as hair texture and protective hairstyles), color, religion, creed, national origin, ancestry, age, physical or mental disability, medical condition, genetic information, marital status, sexual orientation, gender, gender identity or expression, transsexual or transgender status, family care leave status, military or veteran status, or any other legally protected characteristic under federal, state, or local law. The Association strongly disapproves of and will not tolerate discrimination against, or harassment of, Members, employees or volunteers. Harassing conduct can take many forms and includes, but is not limited to, slurs, jokes, statements, gestures, pictures, or cartoons regarding legally protected characteristics. Sexually harassing conduct includes all of these prohibited actions, as well as other unwelcome conduct such as requests for sexual favors, conversation containing sexual comments, and unwelcome sexual advances. Same-sex sexual harassment also is prohibited by this policy.

All such discrimination and harassment, regardless of form, is a violation of the Association's policies and may subject the offender to corrective action up to and including termination of employment or removal from the Board. Such conduct also may be a violation of federal, state and local laws, which may subject the offender to personal liability for any such unlawful conduct. Harassing behavior is unacceptable in the organization itself as well as in other work-related settings, such as business trips, business-related social events, and other Association-related circumstances.

Any complaint of suspected discrimination or harassment should be reported in writing promptly to the President of the Board of Directors. If the suspected complaint of incident of suspected discrimination or harassment is with the President, then the complaint should be directed to the Executive Committee, who is responsible for investigating the matter. Anyone who receives complaints or who observe potentially discriminatory, harassing, or retaliatory conduct must inform the President of the Board of Directors, or the Executive Committee if the complaint is about the President, immediately. Prompt reporting of any such conduct enables the Association to respond rapidly and take appropriate action, and helps the Association maintain an environment free of discrimination and harassment for everyone. Every reported complaint of suspected discrimination or harassment will be investigated fairly, thoroughly, promptly, and in a confidential manner to the extent possible.

The Association will not tolerate retaliation against anyone for cooperating in an investigation or for making a good faith complaint to the President of the Board of Directors.



## **OPEN COMMUNICATION POLICY**

The Association has an open communication policy that encourages any Association Member to discuss concerns or complaints concerning Board action with the President of the Board of Directors. If the suspected complaint is with the President, then the complaint should be directed to the Executive Committee, who is responsible for investigating the matter. The Association believes that Member concerns are best addressed through this type of informal and open communication.

Members are encouraged to raise their concerns with the President of the Board as soon as possible after the events that cause the concern. Members are further encouraged to pursue discussion of their Board-related concerns until the matter is fully resolved. Although we cannot guarantee that in each instance the Member will be satisfied with the result, the Association will attempt to explain the result to the Member if the Member is not satisfied. Members will not be penalized for raising good faith concerns.



## **WHISTLEBLOWER PROTECTION POLICY**

It is the intent of CPHA to adhere to all laws and regulations that apply to the organization and the underlying purpose of this policy is to support the organization's goal of legal compliance, and to create an inclusive environment free from legal, ethical or equity violations.

If any member, employee or independent contractor believes that some policy, practice, or activity of CPHA is in violation of law, a written complaint may be filed by that person with the President of the Board. If the suspected complaint is with the President, then the complaint should be directed to the Executive Committee, who is responsible for investigating the matter.

The support of all individuals legally affiliated with CPHA is necessary to achieve compliance with applicable laws and regulations. An individual is protected from retaliation (as described below) only if they bring the alleged unlawful, unethical or inequitable activity, policy, or practice to the attention of CPHA in a written complaint filed with the President of the Board, and provide the CPHA with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is available only to individuals that comply with this requirement:

CPHA will not retaliate against an individual who, in good faith, has made a protest or raised a complaint against some practice of CPHA, or of another individual or entity with whom CPHA has a business relationship, on the basis of a reasonable belief that the practice is in violation of law or a clear mandate of public policy.

CPHA will not retaliate against an individual who discloses or threatens to disclose to a supervisor or a public body, any activity, policy, or practice of CPHA that the individual reasonably believes is in violation of a law, rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.



## **DOCUMENT RETENTION AND DESTRUCTION POLICY**

(See Appendix B for Table of Document and Record Retention Periods)

The purpose of this record retention policy is to ensure that CPHA is in compliance with applicable law and to promote the proper treatment of the Association's corporate records, while balancing CPHA's desire to minimize long-term storage costs and burdensome maintenance of unnecessary records. This policy serves to notify employees, Directors, and Members as to the proper maintenance of electronic records and paper documents, and is intended to prevent improper disposal or destruction of records.

The corporate records of CPHA are important assets. A record may be as obvious as a memorandum, an email, a contract, or a case study, or something less obvious, such as a computerized desk calendar, an appointment book, or an expense record.

The law requires CPHA to maintain certain types of corporate records, usually for a specified period of time. Failure to retain those records for those minimum periods could subject CPHA and/or its Members to penalties and fines, lose potential evidence in a lawsuit, or seriously disadvantage CPHA in litigation.

**Scope.** This policy pertains to all forms of records, including paper, electronic files, email, and voicemail, regardless of where the record is stored, including network servers, desktop or laptop computers, flash drives and other back-up drives, CDs, DVDs, handheld computers, and other mobile devices with text messaging capabilities.

**General Guidelines.** Records should be retained only for so long as they are needed for the operation of CPHA or as required by law. Unnecessary records are an expense that can grow unreasonably if good management is not performed. Retaining excessive and unnecessary records also makes it much more difficult to find pertinent information.

CPHA has established retention and destruction schedules for specific categories of records in order to ensure legal compliance and to accomplish other objectives, such as cost management. These schedules may be modified from time to time as legal requirements and business needs dictate.

Official corporate records are memos, reports, communications or data compilations in any form (electronic, paper, or otherwise) of acts, events, conditions, opinions, or analyses of business activities that have long-term business, operational, legal, or compliance value. Records that have only short-term or no business value are not official corporate records.

Each individual Director is responsible for maintaining and disposing of his or her own records, other than official corporate records, in accordance with the schedules established by the CPHA. Directors must ensure that official corporate records are incorporated into the appropriate association file, either by personally incorporating the documents or by forwarding the





- o Board Committee materials, including notes and presentation materials, must be retained for seven years from the date of the applicable Board meeting.
- o Official meeting minutes of the Board are kept in MyCommittee for indefinite retention.
- o Press releases and public filings must be transmitted to the Association Management Company Executive Staff Director for indefinite retention.
- o Records relating to federal grants must be retained for seven years.
- o Records relating to marketing, sales and contracts, including invoices and related records, must be retained for seven years beyond the life of the agreement. Final executed contracts, amendments, leases, and other legal documents, including licenses, must be transmitted for retention.
- o Records relating to CPHA's intellectual property, including trademarks and copyrights, must be retained for the life of the copyright or trademark.
- o Electronic records that do not fall within a category listed above should be stored locally for no more than three years. If an electronic record is still required after the seven-year period, it should be printed and forwarded to the appropriate CPHA file, or, if applicable, stored on a portable storage device housed at the Company's main office.
- o Correspondence, notes, and internal memoranda that do not fall within a category listed above and are not official corporate records should be retained for seven years or indefinitely on a portable storage device.

### **Destruction Process.**

- Unless there is a requirement to maintain records, you should dispose of such records, particularly drafts and notes, once they cease to serve a useful purpose.
- Records that have passed their retention expiration date should be routinely shredded or deleted within 2 calendar quarters of their expiration date.
- Onsite shredders and/or a "secure shredding" vendor must be utilized to ensure that any confidential records are disposed of appropriately.
- CPHA's Association Management Company Executive Staff Director, shall ensure that official corporate records are disposed of in accordance with this record retention policy.



**Questions.** If you have any questions about this policy, or about the retention period for specific records, you should contact Association Management Company Executive Staff Director,

**Compliance.** CPHA's Directors and Association Management Company Executive Staff Director are obligated to act in compliance with this policy. Improper destruction of records is cause for corrective action, up to and including immediate removal. In addition, in certain circumstances, such as during governmental investigations, improper destruction of records may result in civil and criminal liability.

**Reporting Violations.** Directors are expected to report any suspected violations of this policy, expressly including improper destruction of records, to the Association Management Company Executive Staff Director. No adverse action will be taken against a Director because he or she reports a suspected violation of this policy.





## **SOCIAL MEDIA POLICY**

The Communications Directors of the Association manage the Association's social media outlets including Facebook, Twitter, Instagram, and LinkedIn, and will respect copyright and fair use and obey the Terms of Service of any social media platform employed. All Board Directors are encouraged to use social media technologies to enhance communication, collaboration, and information exchange in support of the Association's mission to educate, empower, and galvanize the Colorado public health community. Additionally, the Association respects its Members' right to personal expression, while noting that it is important to be conscious of the line between personal and professional opinions when online.

Social media channels include blogs, micro-blogs, wikis, social networks, chat rooms, online message boards, social bookmarking services and other online collaboration, sharing, discussion, or publishing platforms, whether accessed through the web, a mobile device, text messaging, email, or any other existing or emerging communication platform, including an Member's own or someone else's web log or blog, journal, or diary, personal website, social networking, or affinity website, web bulletin boards or a chat room, whether or not associated or affiliated with the Association, as well as any other form of social electronic communication. Members must comply with all Association policies when reading, writing, or otherwise contributing to any social media channel when doing Association business. This includes, but is not limited to, the following:

- Members are required to comply with applicable law and the Association's policies regarding confidential information and privacy.
- Members are strictly prohibited from defaming or relaying knowingly false information (positive or negative) regarding the Association, its affiliates, or any of their employees, members, agents, suppliers, partners, vendors, clients, or competitors in any social media.
- Members are strictly prohibited from posting anonymously or pseudonymously on any social media about the Association, its affiliates, or any of their partners, vendors, clients, or competitors, including positive information.
- The Association's policies against harassment, discrimination, and retaliation apply to Member's use of social media, and Members should avoid using statements, photographs, video, or audio that reasonably could be viewed as malicious, obscene, threatening, marginalizing or intimidating; use of social media to harass, intimidate, or bully others is a violation of the Association's policy.



- Members may not use Association email addresses to register on social media for personal use.
- Members must comply with legal restrictions regarding the use of copyrighted information and intellectual property belonging to the Association and others (such as logos, brand names, taglines, slogans, and trademarks), as well as Association-produced materials, including fair use laws.
- Except to the extent, Members are posting information on behalf of, and as authorized representatives of, the Association as part of their job duties, Members who identify themselves as Members of the Association on any social media platform must prominently post a disclaimer stating: “The views expressed herein are my own. They have not been reviewed, approved, or endorsed by the Association.” Only those individuals officially designated by the Association may use social media to speak on behalf of the Association in an official capacity.
- Members are prohibited from using the Association’s logo, graphics, trademarks, trade names, corporate slogans, or Association-produced materials in any personal social media in any manner that implies that the posting is approved or sponsored by the Association.
- Members should take all reasonable steps to ensure that malicious software is not introduced onto their computers or other networked computer systems through the use of social media.

The Association has the right, but not the duty, to monitor social media. The Association retains the discretion to determine if a Member’s use of social media in any given instance violates this policy or other policies that may be implicated by the use of such social media. Members who fail to comply with this policy may be subject to appropriate legal or corrective action, up to and including removal.

Nothing set forth in this policy is intended to interfere with any rights Members may have to disclose information to a government or law enforcement agency about what he or she reasonably believes to be a violation of state, federal, or local statute, rule, or regulation.



## **POLICY FOR COMMITTEES OF THE ASSOCIATION**

CPHA encourages members with shared interests to network and shares information within the structures of the CPHA. To facilitate these activities CPHA has established Committees of the Association to provide continuous networking and information sharing on a specific topic or area of interest via a subset of CPHA’s overall membership. **Groups with specific foci can often be referred to, among other references, as sections, groups, assemblies, coalitions, etc. For the purposes of this policy, these groups are referred to as “Committees”, which operate under the organizational umbrella of CPHA and are a vital component of CPHA’s member service activities.**

### Formation

1. Committees may be formed by a group of members or by the CPHA Board. The CPHA Board approves the formation of each Committee. The CPHA Board will include the Director and Associate Director of each Committee, who are responsible for reporting the activities of the Committee.
2. Committee participation is an optional addition to CPHA membership. Committee participation will be defined and delineated by the specific Committee charters.

All Committees must complete the following steps to be approved and recognized by the CPHA Board:

- a) A current CPHA member may submit a Committee development proposal.
- b) Proposals must include an explanation of how the proposed Committee aids in the realization of the mission and vision of CPHA and include a strategic plan.
- c) Proposals must include evidence that no other Committee currently meets the needs that will be addressed by the proposed Committee.
- d) The proposal must specifically describe why the creation of a new Committee is warranted, rather than have this work occur within an existing Committee.
- e) The Committee may recruit for and accept participants once the scope and purpose of the group have been defined and the formation of the group has been approved by the CPHA Board.

### Responsibilities

In order to be vital components of CPHA, Committees need to facilitate information and knowledge sharing throughout the year among the Committee participants. The following minimum expectations are established for Committees, and activities beyond these are encouraged:

1. Facilitate continuous networking and information sharing among Committee participants.
2. Committees should meet with participants virtually or in-person AT LEAST quarterly.



3. Create and maintain a Committee Charter in alignment with the Vision, Mission, and Strategic Plan of the Association
  - a. Must include a Committee purpose.
  - b. May include Committee mission, vision, values, and strategic plan.
4. Provide an annual report of activities to the Communications Director by the deadline set by the Communications Director each year.
5. Elect Officers according to the stated CPHA process.
6. Connect with the Communications Director to provide up-to-date Committee content for the CPHA newsletter.
7. Review and update the Committee information on the CPHA website AT LEAST annually.

### Scope

1. Committees must act in accordance with CPHA Bylaws, Policies, and Procedures.
2. Committees may enter into a partnership or collaboration with outside organizations with CPHA Board approval and knowledge.
3. The Committee shall utilize the CPHA logo and name in public-facing communications.
4. Committees should collaborate with the CPHA Communications Director to post Committee contributions to CPHA social media accounts or the CPHA website.
5. The Director of each Committee is required to submit their requested annual budget to the CPHA Treasurer by the deadline designated by the Treasurer, which must be approved in the annual CPHA Budget by the Board.
6. Committee financial management must be in accordance with CPHA finance policies, and Committee Charter, if applicable.
7. Committee participants are encouraged, but not required, to be CPHA members

### Committee Directors

Committee Director nominations and elections will be held in accordance with the CPHA by-laws. Committee Associate Directors are elected annually by the CPHA membership.

#### 1) Director

- a) Term: Two years (1-year as Associate Director and 1-year as Director)
- b) Voting member on the CPHA Board
- c) Leads the Committee and ensures adherence to the Committee Charter

#### 2) Associate Director

- a) Term: Two-years
- b) May vote on the CPHA Board as Committee Director proxy



- c) Supports the Committee in conjunction with the Director to ensure adherence to the Committee Charter
- d) The Director and Associate Director of the Committee must be current active members of CPHA for the entire duration of their term. Those who do not maintain an active membership will be asked to step down, and a special election to fill the spot will occur. The Director and Associate Director may request support for membership fees as needed to maintain active membership.



## CPHA ACCOUNTING AND CONTROL POLICY

- a) The Treasurer shall maintain an annual budget that seeks to preserve a minimum \$15,000.00 equity in the sum total of all cash accounts of the Association.
- b) All payments of the Association, exceeding \$1,500.00, shall require approval from two board members, one of whom is the Treasurer. Expenses approved during the annual budgeting process do not require additional approval at time of payment.
- c) The association finance manager<sup>1</sup> is the primary signatory for association checks.
- d) Association credit and/or debit cards are held by the President, Past President, President Elect, and the association finance manager. Board members may request that the association finance manager make approved purchases on their behalf for association related expenses.
- e) The President, Treasurer, President Elect, and association finance manager have access to the association bank, savings, and investment accounts.
- f) The association management company will facilitate the changing of bank accounts and credit/debit cards at change in board leadership.
- g) The Finance Committee, chaired by the Treasurer, shall review financial statements monthly, and provide an overview and review opportunity to the full board quarterly.
- h) The Treasurer and/or Finance Committee shall jointly review the bank statements, reconciliation reports, deposit records, and check register of the Association on quarterly basis, or more often as needed.
- i) The Association shall cause to be performed an external audit of Association financial records at least once every three years, as funds are available. Should funds not be available, an audit shall take place in the subsequent year, and an internal review will be performed jointly by the association finance manager and the Finance Committee.
- j) The fiscal year spans from January – December. The IRS Tax Form 990 is due each year as determined by the IRS.

The Treasurer works closely with the association finance manager to provide direction and oversight, as well as serve as a liaison for financial matters between the association management company and the Board. In this role, the Treasurer provides oversight to association management staff on duties such as:

- i. Have responsibility for all funds and securities of the Association.
- ii. Deposit funds, create drafts upon those funds on behalf of the Association, deposit all funds in the name of the Association and carry out the financial transactions of the Association upon approval of the Board.
- iii. Create and submit for Board approval an annual budget for the Association at least 30 days prior to the end of the preceding fiscal year.

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<sup>1</sup> Association management staff



- iv. Submit a complete financial statement monthly for Board review and annually for internal or external audit.
- v. Maintain copies of auditor's reports of the Association.
- vi. Collect and process Association dues in collaboration with Membership Committee. Be responsible for and represent the Finance Committee.
- vii. Collaborate with the Senior Directors of Public Health in the Rockies and Culture of Data and provide them with a copy of a completed audit, a check register and up-to-date information regarding all financial transactions related to the annual conference
- viii. Assure that obligatory registrations, permits and other filings with the Colorado Secretary of State and Internal Revenue Service are maintained.

In addition, the Treasurer is responsible to:

- ix. Review bank statements, reconciliation reports, deposit records, and check register of the Association on quarterly basis, or more often as needed with the President.
- x. Facilitate the transition to a new Treasurer upon the conclusion of term.



## **CPHA INVESTMENT POLICY**

### **Purpose**

The purpose of this policy is to outline CPHA's expectations, goals, and strategy when it comes to managing and investing in the organization's operating reserves.

### **Operating Reserves**

Per CPHA's Operating Reserve Policy, CPHA maintains a board-restricted operating reserve. The purpose of this reserve is to stabilize the finances of the organization and allow it to continue to carry out its mission in the case of an economic downturn, loss of income, and unbudgeted expenses of CPHA. The organization's goal is to maintain an operating reserve of up to one year of average annual operating costs, excluding costs associated with conference planning and execution. Operating reserves are not intended to solve long-term or structural problems.

FY21 is the first FY with the operating fund in place, with a funded amount of \$100,000.

### **Wealth Management Fund**

CPHA would like to establish a wealth management fund to maximize the organization's operating reserves. The Board intends to hire a third-party broker to manage the funds on behalf of the organization, and the Executive Director and Treasurer are responsible for managing the broker relationship and communicating the investment strategy. Bi-annual meetings will be held with the broker to ensure the investment portfolio aligns with the organization's goals. The broker will be responsible for recommending long-term and short-term investment policies and objectives for CPHA's institutional funds, including the study and selection of asset classes, determining asset allocation ranges and setting performance objectives.

### **Objectives of Investment Activities**

CPHA's objectives when it comes to investing, in priority order, are alignment with mission and Anti-Racist Organization (ARO) stance, safety, liquidity, and yield.

Safety of principal is the main objective of the investment strategy. Investments are undertaken in a manner that seeks to ensure the preservation of capital. With regards to safety, the key objectives are to mitigate credit risk, interest-rate risk, and ensure diversification.

The investment portfolio should remain sufficiently liquid to meet all operating requirements that may be reasonably anticipated. This is accomplished by investing in funds and securities that can be easily liquidated without incurring significant if any, transaction fees or losses.





The investment portfolio should be designed with the objective of attaining a market rate of return or better throughout budgetary and economic cycles, while also taking into account the investment risk constraints and liquidity needs.

The investment goal of the total return fund is to achieve a total return (income and appreciation) of 5% after inflation, over a full market cycle (3-5 years).

### **Investment Considerations**

The Finance Committee must consider the purposes of both CPHA and our assets in managing and investing institutional funds. All individuals responsible for managing and investing CPHA's institutional funds must do so in good faith and with the care that an ordinarily prudent person in a like position would exercise under similar circumstances. In making any decision relative to the expenditure of institutional funds, each of the following factors must be considered, and properly documented, in the minutes or other records of the applicable decision-making body:

1. general economic conditions;
2. the possible effect of inflation or deflation;
3. expected tax consequences, if any, of investment decisions or strategies;
4. the role that each investment or course of action plays within the overall investment portfolio of the fund;
5. expected total return from the income and appreciation of investments;
6. other resources of the organization; e needs of the organization and the fund to make distributions and preserve capital; and,
7. an asset's special relationship or special value, if any, to the organization's purposes.

### **Donor Restrictions**

In all instances, donor intent shall be respected when decisions are rendered concerning the investment or expenditure of donor-restricted funds. If a donor, in the gift instrument, has directed that appreciation not be spent, CPHA shall comply with that directive and consider it when making decisions regarding the management and investment of the fund. Any attempt to lift restrictions on any fund shall be conducted in full compliance with the law.

### **Reporting**

On at least a semi-annual basis, the Treasurer will provide to the board of directors a management summary that provides an analysis of the status of the organization's operating reserves, investment portfolio, and significant changes. A management summary will be prepared in a manner that will allow CPHA's leadership to ascertain whether investment activities and reserve levels during the reporting period have conformed to the investment strategy.



## **CPHA RESERVE POLICY**

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### **I. PURPOSE**

The Colorado Public Health Association (CPHA) Board of Directors has approved the creation of a board-restricted operating reserve on August 26, 2020. The purpose of this reserve shall be to stabilize the finances of the organization and allow it to continue to carry out its mission in the case of an economic downturn, loss of income, and unbudgeted expenses of CPHA. This Reserve Policy will be implemented in concert with the other financial and governance and policies of CPHA

### **II. BALANCE & FUNDING OF OPERATING RESERVE**

The target amount to be attained and maintained for the operating reserve is up to and not to exceed one year of average annual operating costs, excluding costs associated with conference planning and execution.

To establish the reserve, the CPHA Board of Directors will designate \$64,000 of the organization's current cash plus \$36,000 of the organization's savings. This initial \$100,000 will be held in a savings account while the board develops an investment policy to guide the long-term management of this reserve.

The operating reserve will be monitored in regular monthly financial reviews. At the close of each fiscal year, the Finance Committee will review to determine if an adjustment needs to be made to the amount held in reserve.

### **III. CASH RESERVE ACCESS AND USE**

The CPHA Board, contingent on a majority board vote, may access the operating reserve for purposes outlined in Section I. Before accessing the reserve, the President must provide written notification to the Treasurer of the Board and Finance Committee, and receive a written acknowledgment of the reserve usage in return. Email and fax are acceptable as forms of written notification and acknowledgment.

If the Board wishes to borrow funds greater than 20% of the total reserve, the President must submit a written request to the Finance Committee that analyzes the need for borrowing from the Reserve Fund and provides a structured schedule of repayment. The Finance Committee must issue written approval of the repayment schedule before funds can be used. If full repayment will take longer than 12 months, then the repayment schedule must also be approved by a vote of the Board of Directors.

At any time that a borrowed amount from the reserve fund is outstanding, the status of the borrowed amount and payments made against the repayment schedule must be reviewed at every regularly scheduled Board and Finance Committee meeting.



#### IV. MANAGEMENT OF THE CASH RESERVE

The President of CPHA will establish an account for the reserve fund, accessible only to the President, Board Treasurer, and management company designee. Procedures for reconciling statements and handling deposits will be the same as those established by the Board for CPHA's other bank accounts. The Reserve will be listed separately as "Operating Reserve" in the net assets section of the organization's statements of financial position. Longer-term borrowings will be shown as a liability in internal financial reports.

It is the responsibility of the Board Treasurer to ensure that the reserve fund is managed and maintained in accordance with the guidelines of this policy. When reserve funds are being used, the President has the responsibility of maintaining records of the use of funds.

#### V. CASH RESERVE SHORTFALLS

If the reserve balance is less than 80% of the targeted reserve level established in Section II for two consecutive years, the Board of Directors must (absent any extraordinary financial circumstances) adopt an operating budget that includes a projected surplus sufficient to replenish the reserve up to targeted reserve levels within two (2) fiscal years.

This policy will be reviewed in accordance with CPHA policies and procedures.



COLORADO  
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**APPENDIX A**  
**CPHA CONFLICT OF INTEREST**  
**ACKNOWLEDGMENT AND DISCLOSURE FORM**

I have read the CPHA Board of Directors Conflict of Interest Policy and agree to comply fully with its terms and conditions at all times during my service as a CPHA Board member. If at any time following the submission of this form, I become aware of any actual or potential conflicts of interest, or if the information provided below becomes inaccurate or incomplete, I will promptly notify the President of the Board in writing.

	I am not aware of any conflict of interest at this time.
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OR:

Disclosure of Actual or Potential Conflicts of Interest:

Named Entity	Nature of Conflict	Dates of Conflict

Date: \_\_\_\_\_

Board Member Signature: \_\_\_\_\_

Board Member Printed Name: \_\_\_\_\_



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## **Appendix B: Document and Record Retention Periods**

<b>Item</b>	<b>Retention Duration</b>
Organizational Records: <ul style="list-style-type: none"> <li>• Articles of Incorporation</li> <li>• Bylaws</li> <li>• IRS Form 1023, Application for Exemption</li> <li>• IRS Determination Letter</li> </ul>	All Indefinitely
Tax Records: <ul style="list-style-type: none"> <li>• Tax Records: Payroll and Compensation Records</li> <li>• Expense Records</li> <li>• Proof of Donor Contributions</li> <li>• Accounting Procedures</li> <li>• IRS 1099s</li> <li>• Other records concerning Revenues</li> </ul>	All, 7 years <i>(from date of relevant tax filing)</i>
Board and Board Committee Materials <ul style="list-style-type: none"> <li>• Meeting minutes</li> <li>• Other Board presentation materials</li> </ul>	Indefinitely 3 years
Banking and Accounting <ul style="list-style-type: none"> <li>• Financial Statements (e.g. 990) and General Ledgers</li> <li>• AP/AR subledgers and Bank reconciliations</li> <li>• Inventory and fixed asset records</li> <li>• Bank transaction records, deposit slips, checks</li> <li>• Audit Records</li> </ul>	Indefinitely 7 years 7 years 3 years Permanent
Other Fiscal Management <ul style="list-style-type: none"> <li>• Insurance Contracts and Claims</li> <li>• Investment Statements</li> <li>• Approved Budgets</li> </ul>	Indefinitely 7 years 7 years
Press Releases/Public Filing	Indefinitely
Federal Grants Reporting	7 years
Legal Files <ul style="list-style-type: none"> <li>• TBD</li> </ul>	Can vary; 10 years recommended
Marketing, Sales, and Contracts <ul style="list-style-type: none"> <li>• General Materials</li> <li>• Specific invoices, contracts, leases, licenses, and related legal documentation</li> </ul>	4 years 4 years <i>(beyond the life of the agreement)</i>
Intellectual Property	For the life of the copyright or trademark
Employment Records: <ul style="list-style-type: none"> <li>• Employee benefit plan records (e.g., retirement, pension, health and welfare)</li> <li>• Hiring/candidate selection records</li> <li>• I-9 Forms and related documentation</li>   <li>• Personnel files reflecting performance reviews</li> <li>• Documentation of actions taken by/ against employees</li> <li>• Payroll records, time sheets and timecards</li> <li>• Safety data, injury and illness reports, OSHA logs</li> </ul>	Indefinitely  3 years The longer of 3 years from hire or 1 year after termination  7 years after termination 7 years after termination  7 years after termination 7 years for most <sup>2</sup>
Correspondence and internal memoranda not addressed under one of the above categories	3 years



## Appendix C: **CPHA Policy Manual Terminology**

CPHA recognizes and appreciates the concept of time is valued and experienced differently among peoples and cultures. In an effort toward clarity, in the following definitions will be utilized:

**Immediately** = within 24 hours of an action or time event.

**Investigate, Investigation, Investigating** = the act of due diligence necessary to understand the factual basis of an action, activity, event, complaint, grievance, policy or program to document causes and impacts on Association business, its members, staff, volunteers and community.

**Written** = Messages delivered via facsimile, email, or another form of written wire or wireless documented communication that is convertible into written form for the purposes of Association documentation, investigation, and communication to the relevant audiences.