COMMUNITY DEVELOPMENT ALLIANCE

Board Member Handbook

Updated January 2026 | Revised May 2026

Advance racial equity by providing a quality affordable home for every Milwaukeean.

CDA MISSION, VISION & VALUES

VISION
Advance Racial Equity, by providing a quality affordable home for every Milwaukeean

MISSION
Systemwide collaboration to advance racial equity in housing.

CDA Values

These values guide every decision CDA makes, including how the board governs. Board members are expected to understand, embody, and advance these values in all aspects of their service.

Racial Equity. Race should not predict housing outcomes. We use a racial equity lens in all decisions, including leadership and process.

Collective Impact. We will go further together. We are the backbone of collaboration by aligning the actions of different actors across different sectors. We champion a common agenda, shared measurement systems, and continuous communication to implement mutually reinforcing activities.

Resident Collaboration. We will look to residents for direct advice and innovation in formulating solutions and will incorporate residents' advice and recommendations into decisions to the maximum extent possible.

Accomplice. We will not overshadow or substitute our own judgment for those of our allies. We will continue to support work that is effective while we support new systems. We will seek additional funding and not diminish existing resources.

Innovation. We relentlessly champion improved ownership models, physical structures, and processes.

Homeownership. The systems we develop are focused on improving the chances of people of color to become homeowners and create homeownership options and pathways for households making $15/hour or less. To the maximum extent possible we will focus on systems, strategies and policy that prioritize homeowners over investors.

Affordability. We prioritize permanent neighborhood affordability. We champion programs and policies to ensure affordability now, and in the future, for families that already live in neighborhoods that are marginalized, at affordable rates relative to neighborhood incomes, not the larger County Median Income.

Whole Person. We recognize that housing is not the only social determinant of health and will lend our support to other efforts that share our values, including wrap-around services and increased wages.

Whole Community. Housing is a regional amenity, and we need to work with our regional neighbors on effective solutions. Systems that have led to racial segregation must be dismantled to allow for people to freely choose where they want to live.

Protecting Families Vulnerable to Displacement. Displacement is harmful to families, neighborhoods, and our entire city. The systems, strategies and policies that we support will actively protect families that are vulnerable to displacement.

SECTION 1 | LEGAL RESPONSIBILITIES OF BOARD DIRECTORS

Under well-established principles of nonprofit corporation law, a board director must meet certain standards of conduct and attention in fulfilling their responsibilities to the organization. These standards are usually described as the duty of care, the duty of loyalty, and the duty of obedience.

Duty of Care

The duty of care describes the level of competence expected of a board director—commonly expressed as the duty of "care that an ordinarily prudent person would exercise in a like position and under similar circumstances."

To Exercise the Proper Duty of Care:

1. **Active Participation**. A board director must actively participate in management, including attending meetings, evaluating reports, reading minutes, and reviewing the performance of the Chief Alliance Executive. Persons who do not have the time to participate as required should not agree to be on the board.
2. **Committees**. The board may establish committees and may rely on their reports, but remains responsible for committee work and should periodically scrutinize it.
3. **Board Actions.** A director present when an action is approved is presumed to have agreed unless they object at the outset or vote against it.
4. **Minutes of Meetings**. Written minutes should be taken at every board meeting and should accurately reflect the actions taken.
5. **Books and Records**. A board director should have general knowledge of the nonprofit's books, records, articles of incorporation, bylaws, accounting records, and general operation.
6. **Accurate Record Keeping**. A board director should ensure records and accounts are accurate and be aware of what financial records disclose, including proper internal controls.
7. **Trust Property.** A board director has the duty to protect, preserve, invest, and manage organizational property consistent with donor restrictions and legal requirements.
8. **Resources**. A board director must assist the organization in obtaining adequate resources including financial, human, technological, physical, intellectual, reputational, and legal/compliance resources.
    - **Financial Resources**: The organization needs a sustainable financial base, such as funding, grants, donations, or other income streams, to support its programs and

mission. The board may need to participate in fundraising efforts or connect the organization to financial backers.

- **Human Resources**: This includes not only staff but also volunteers who can execute the organization's mission. Directors may help ensure appropriate staffing, fair compensation, and retention policies.
- **Technological Resources**: Boards should ensure the organization has up-to-date technology for operations, data management, and cybersecurity, which are essential for efficiency and compliance with legal and ethical standards.
- **Physical Resources**: This covers any buildings, equipment, or spaces needed to carry out the organization's activities effectively.
- **Intellectual Resources**: Access to knowledge, research, training, and development opportunities helps staff and directors stay informed about trends, best practices, and relevant industry standards.
- **Reputational Resources**: Maintaining a positive reputation supports trust, public goodwill, and community engagement, all of which can attract funding and support.
- **Legal and Compliance Resources**: This includes access to legal advice, ensuring adherence to regulatory requirements, and managing risks associated with non-compliance.

9. **Investigations.** A board director has a duty to investigate warnings or reports of officer or employee theft or mismanagement and to consult an attorney where appropriate.

Duty of Loyalty for Financial Transactions (not Community Issues)

When it comes to strategy, policy and priorities it will be rare that every director agrees, and there is no duty of loyalty to support a strategy, policy or priority that you disagree with. There should be no pressure to follow the crowd, and even after a board decision no one is being asked to refrain from criticism or accountability for a decision.

However, Duty of Loyalty has a specific legal meaning when it comes to financial transactions. Board directors have an absolute duty of complete, undivided loyalty to the organization when it comes to financial transactions. Directors may never use their position, the organization's assets, or information obtained as a director for personal gain for themselves or family members. Board directors must act in the best interests of the nonprofit. A board director should put the good of the nonprofit first and avoid engaging in transactions with the nonprofit from which the director will benefit.

To Exercise the Duty of Loyalty:

1. **Avoid Contracts between you and the Organization**. CDA'S Bylaws Section III.L indicates that "Directors should scrupulously avoid transactions with CDA in which the Director or a direct family member has a personal or material financial interest." The distinction here is between contracts that benefit an individual vs. an organization.

Directors should avoid all contracts between themselves and CDA. Contracts between CDA and an organization may occur, for example CDA signs grant agreements with funders, and engagement agreements with resident-based organizations. In these circumstances, the conflict of interest policy must be followed.

2. **Conflicts of Interest**. If challenged, a director must establish that any conflicted transaction was fair and reasonable, fully disclosed, and approved by other directors in good faith.
3. **Written Policy.** The Board maintains a written conflict of interest policy in its Bylaws Section III.L.
4. **Loans.** A nonprofit may not lend money to a director or their family unless the loan may reasonably be expected to benefit the nonprofit.
5. **Diverting Opportunities.** A director may not engage in or benefit from a funding or transactional opportunity learned about through their role in CDA. For example, if a large portfolio of bank foreclosures may be available, and CDA is working on a bank foreclosure strategy, the director may not work with other non-profits on a consulting or other basis to divert the opportunity away from CDA; unless otherwise approved by the Board. Requests for such diversion should be taken to the Board following conflict of interest procedures. This does not apply to directors that are employees of non-profits when the apply for grants that they learned about outside of their role as a director.
6. **Internal Revenue Code**. Additional prohibitions relating to the duty of loyalty are specified in the IRS rules regarding self-dealing.
7. **Compliance with Governing Documents**. Directors must follow the nonprofit's governing documents (articles of incorporation and bylaws), carry out the mission, and assure that funds are used for lawful purposes. Also, board directors must comply with other state and federal laws that relate to the nonprofit and the way in which it conducts its operations.

Commitment to Mission

The Commitment to Mission requires board directors to be faithful to the nonprofit's mission and to act consistently with its central goals, as public trust depends on funds being used to fulfill that mission.

To Exercise the Commitment to Mission:

1. **State and Federal Statutes**. Directors should be familiar with relevant laws and ensure the nonprofit's status with state and federal agencies is protected. Refer to the list earlier in this chapter. Board directors should see to it that their nonprofit's status with state and federal agencies is protected and that no actions are being taken that would put this status in jeopardy.
2. **Filing Requirements.** Directors must comply with deadlines for taxation, Attorney General filings, Secretary of State registration, and related obligations.
3. **Governing Documents**. Directors should be familiar with governing documents, ensure proper notice for meetings, and confirm that the organization's mission is being accomplished.
4. **Outside Help.** Where appropriate, directors should obtain opinions of legal counsel or accountants.

SECTION 2 | COLLECTIVE IMPACT & CDA'S BACKBONE ROLE

WHY IT MATTERS CDA is not a traditional nonprofit. It is a collective impact organization—a backbone entity that convenes, aligns, and activates a cross-sector movement for affordable homeownership. Board members must understand this distinction to govern effectively.

What Is Collective Impact?

Collective impact is a structured approach to solving complex social problems through long-term cross-sector collaboration. Unlike isolated programs, collective impact requires multiple organizations to coordinate around a shared agenda, shared measurement, and mutually reinforcing activities—supported by continuous communication and a dedicated backbone organization.

CDA serves as Milwaukee's backbone for affordable housing. This means the Board governs not only an organization but stewards an ecosystem—one that depends on every sector showing up: residents, community nonprofits, policy advocates, funders, lenders, and housing producers.

The Five Conditions of Collective Impact — A Board Lens

Collective Impact Condition	Board's Role
1. Common Agenda	Affirm and reinforce CDA's shared vision across all sectors represented on the board; resist siloed institutional interests.
2. Shared Measurement	Ensure CDA has robust data systems to track housing outcomes; require reporting at every meeting.
3. Mutually Reinforcing Activities	Leverage each director's organizational affiliation to advance complementary work; identify gaps in the ecosystem.
4. Continuous Communication	Model transparent, trust-building communication within the board and between the board and its constituent communities.
5. Backbone Support	Advocate for and protect CDA's capacity as a backbone—its staffing, infrastructure, and neutral convening role must be resourced.

How CDA's Board Composition Reflects Collective Impact

CDA's twelve-seat board is intentionally designed to reflect the full ecosystem required for housing progress. Per the bylaws, seats are allocated to: Resident Directors (2), Community-Based Nonprofit Directors (2), Policy-Based Nonprofit Directors (2), a Homebuyer Counseling Nonprofit Director (1), a Housing Producer Director (1), Foundation Directors (2), and Public/Private Directors (2).

Each director represents both their sector's perspective AND the collective mission of the Alliance. When individual institutional interests conflict with the broader collective agenda, the collective mission must prevail. Directors are expected to wear their "collective impact hat" even as they bring valuable sector expertise.

Organizational Transition Protocol for Council-Seat Directors

Because many board seats are tied to specific organizational affiliations (funder, lender, community nonprofit, etc.), the following protocol applies when a director changes organizations or retires from their employer:

- The director must promptly notify the Board Chair and Chief Alliance Executive in writing within 30 days of any change in organizational affiliation.
- The director may remain on the board temporarily (not to exceed 90 days) to allow for a smooth transition while the nominating council identifies a successor.
- The relevant council (e.g., Funder's Council, Housing Investor & Lender's Council) will be notified to begin a candidate search consistent with Article III.C of the Bylaws.
- If a director's new organization fits the same seat category, the Board may vote to affirm their continuation. If not, the seat is treated as a vacancy per Article III.J.
- Resident Directors who change addresses and no longer reside in the City of Milwaukee should follow the same notification protocol.

SECTION 3 | THE THREE HATS OF A BOARD MEMBER

Board members wear three different hats as they make various contributions to CDA. Problems arise when board members and/or staff confuse these hats or assume that individual and collective board responsibilities are interchangeable.

Hat	Definition	When It Is Worn
Governance Hat	The board as the ultimate legal and moral authority. Individual board members have no authority in governance, group action only.	Only when the full board meets with proper notice and a quorum present.
Implementation Hat	Acting on behalf of the board when explicitly authorized by board resolution to represent the organization or negotiate on its behalf.	Only when the board has authorized one or more members to implement a specific board policy.
Volunteer Hat	Acting as a volunteer with no individual authority by virtue of board membership; accountable to the Chief Alliance Executive, staff, or task force chair.	At all other times when a board member is involved with CDA activities as a volunteer.

Speaking on Behalf of CDA

The Three Hats framework makes clear that individual board members have no independent authority to act or speak on behalf of CDA. This principle applies directly and consequentially to public statements, media engagement, stakeholder communications, and any representation of CDA's positions, priorities, or decisions.

Why This Matters

CDA operates at the intersection of neighborhoods, government, philanthropy, community, and housing production. Stakeholders across all of these sectors look to CDA for consistent, coordinated leadership. An unauthorized statement by a board member—even a well-intentioned one—can create confusion about CDA's positions, damage relationships with

partners, or undermine negotiations in progress. It can also create legal or reputational exposure for both the individual and the organization.

When in doubt, pause and connect with the Chief Alliance Executive first. A brief conversation before a public engagement protects the organization, protects the board member, and ensures CDA speaks with one voice.

The Standard

1. Board members should speak freely about their personal views on housing, their organizational affiliations, and CDA's publicly stated mission and strategies. What they may not do is speak as a spokesperson, make commitments, or represent positions that have not been authorized by the Board or cleared through the Chief Alliance Executive.
2. No board member may speak publicly on behalf of CDA, represent CDA's position to media, funders, government officials, or community partners, or otherwise commit the organization to a course of action without explicit prior authorization from the Board or prior engagement with the Chief Alliance Executive.
3. When a board member is approached for comment, asked to represent CDA at an event, or invited to take a public position on a housing issue in CDA's name, the appropriate first step is always to engage the Chief Alliance Executive before responding.

Sector Role Clarity for CDA Directors

Because CDA's board seats represent distinct sectors of the affordable housing ecosystem, directors should understand how their sector role intersects with their governance role. The table below clarifies expectations:

Director Type	Primary Governance Contribution	Governance Responsibility
Resident Directors	Lived experience of housing insecurity; community trust; neighborhood knowledge.	Champion community voice in all board deliberations; ensure programs reach and serve residents equitably.
Community-Based Nonprofit Directors	Direct service relationships; community organizing capacity; ground-level program feedback.	Surface emerging community needs; ensure CDA's strategies reach underserved populations.

Policy-Based Nonprofit Directors	Housing policy expertise; advocacy networks; research capacity.	Ensure CDA's work is informed by and connected to housing policy advances.
Homebuyer Counseling Director	Expertise in buyer readiness and financial barriers; HUD relationships.	Monitor accessibility of CDA programs; advocate for counseling integration across the housing pipeline.
Housing Producer Director	Development expertise; knowledge of construction pipeline and market conditions.	Provide technical input on housing production feasibility and program design.
Funders Directors	Philanthropic networks; funding intelligence; grant-making priorities.	Support CDA's fundraising strategy and connect to aligned philanthropy
Public/Private sector Directors	Capital markets knowledge; public/private lending relationships; impact investing expertise.	Ensure CDA's financing strategies are viable and connected to available capital sources.

Division of Roles: Board vs. Chief Alliance Executive

This chart describes the roles and responsibilities of the Board and the Chief Alliance Executive. It should be reviewed annually and updated if necessary.

Area	Board of Directors	Chief Alliance Executive
Legal	Exercises fiduciary role; validates organization is well managed; reviews financial and business dealings; avoids conflicts of interest. Access to independent legal advice.	Provides board with information demonstrating well management; compiles annual filing requirements; flags situations that jeopardize legal status.
Finance	Approves annual budget; reviews periodic financial	Prepares annual budget; oversees preparation of

	reports; ensures proper internal controls.	financial reports; implements financial controls.
Planning	Establishes mission, vision, values and priorities; reviews strategic plan progress; assesses outcomes.	Develops annual goals and objectives; prepares performance reports; contributes to organizational vision; Responsible for assuring the implementation of policies and for assisting the board in analyzing policy options.
Internal Policy	Develops and adopts written board-level policies; reviews policies periodically.	Identifies need for new policies; ensures implementation; assists board with policy analysis.
External Policy	Reviews and adopts policy positions that have been vetted by the Resident Council and Policy Council	Provides research support for policy positions to Resident Council and Policy Council. Manages implementation of policy strategies.
Personnel	Sets overarching personnel policies; hires and evaluates Chief Alliance Executive.	Implements personnel policies; hires and evaluates all other staff; recommends policy changes.
Community Relations	Promotes CDA to various publics; promotes cooperative action with partner organizations.	Interprets CDA's mission to the community; works closely with board for effective division of labor.

SECTION 4 | PSYCHOLOGICAL SAFETY & BOARD CULTURE

WHAT IS IT?	Psychological safety is the shared belief that the board and the CDA office is a safe space to speak up, ask questions, disagree, and take interpersonal risks without fear of punishment or humiliation. In addition to being a safe space, it is also a place for respectfully challenging one another, and exhibiting radical candor. These criteria are foundational to effective collective impact governance.

Why Psychological Safety Matters for CDA

CDA's board brings together leaders from across sectors, some with deep power, resources, and institutional backing; others representing communities that have historically been excluded from planning tables. Without intentional attention to psychological safety, the structural power imbalances that CDA exists to disrupt can replicate themselves inside the boardroom or between board and staff. CDA's staff also reflects the communities we serve, often coming from families and communities where housing insecurity has caused trauma.

Research on high-performing teams consistently shows that psychological safety, not talent, resources, or strategy, is the single strongest predictor of team effectiveness. For CDA, this is not aspirational, it is a governance requirement.

Board Norms for Psychological Safety

The CDA Board commits to the following norms at every meeting:

- All voices are weighed equally regardless of institutional affiliation, title, or tenure.
- Questions are always welcome, there are no "dumb questions" in the boardroom.
- Radical candor is expected. If you disagree with something, respectful dissent is expected and valued. Unanimous votes without discussion may indicate insufficient deliberation.
- Directors speak for themselves—not their employers or organizations—when deliberating on board matters. If directors are speaking on behalf of a council or larger cohort, they should have been given that authority by the council or cohort. For example, a member of the Policy Council will be clear when speaking on behalf of themselves, on behalf of the council, or on behalf of other organizations outside of the council.
- Personal attacks, dismissiveness, or behavior that silences fellow directors or staff will be addressed directly by the Board Chair.

- New directors are explicitly encouraged to speak up; their outside perspective is one of the most valuable assets of orientation.
- Community and resident voices are centered, not treated as one input among many. When community and resident voice are raised, the director should provide background on the methodology of collecting resident direction and feedback.

The Board Chair's Role in Psychological Safety

The Board Chair bears primary responsibility for modeling and enforcing a psychologically safe culture. Specific practices include:

- Opening each meeting by briefly reaffirming norms ("We govern best when everyone speaks.")
- Actively soliciting perspectives from quieter voices before moving to vote.
- Thanking directors for raising concerns or dissenting, even when the vote goes the other direction.
- Addressing dynamics that chill participation (side conversations, dismissive body language, interruptions) in real time.
- Creating a confidential channel for directors to raise concerns between meetings.
- Respecting the expertise and professionalism of staff and raising any concerns privately with the appropriate manager, leader or chair.

Healthy Disagreement Protocol

CDA adopts the following framework for navigating disagreement productively:

- State your concern or alternative view clearly and specifically.
- Tie your concern to the collective mission—not personal or institutional interest.
- Listen to understand before responding.
- If consensus cannot be reached, dissenting members should request that the matter be tabled for additional input. Also, understanding that unanimous agreements are unlikely and if a majority of other board members are ready to move on, decisions to table should way the costs and benefits of delay.
- Once the board votes, all directors support the decision collectively, even if they voted against it ("disagree and commit"). Understanding that on policy issues individual members may have affiliations with other organizations that may prompt them to take different positions than CDA.

- Persistent unresolved concerns may be escalated to the Governance Committee, or to the chair if a Governance Committee is not active.

Psychological Safety in Board Evaluations

Board evaluations should explicitly assess the quality of board culture. At minimum, the annual self-evaluation will include questions such as:

- "I feel comfortable raising concerns or disagreements in board meetings."
- "I believe all board members have an equal voice in discussions."
- "The board actively seeks out perspectives that might be missing from the room."
- "I am comfortable asking questions without fear of looking uninformed."

SECTION 5 | COMMUNITY REPRESENTATION & VOICE

CORE COMMITMENT	CDA's mission is to advance racial equity through affordable housing for every Milwaukeean. Community representation is not a compliance requirement—it is a governance imperative. The lived experience of Milwaukee residents is irreplaceable strategic intelligence.

Representation Within the Board

The bylaws reserve two seats for Resident Directors—City of Milwaukee residents who are not employees of any of the other board seat categories. These directors are not symbolic additions; they are governance principals with full voting authority and equal standing.

In practice, CDA commits to ensuring Resident Directors are:

- Recruited intentionally from communities most impacted by housing insecurity, including but not limited to communities of color, renters, and residents in neighborhoods with the highest displacement risk.
- Provided orientation, mentorship, and ongoing support to ensure they can participate fully as governance peers.
- Never positioned as "community representatives" expected to speak for all residents; they are individual board members whose lived experience informs—but is not limited to—their neighborhood or community.
- Compensated by the Stipend Protocol (see Section 6) to honor the time and expertise they contribute.

Community Voice Beyond the Board: Members at Large

The formal board composition represents one layer of community connection. CDA commits to additional mechanisms that extend democratic community voice into its governance:

1. Resident Council

Per the bylaws, the Resident Council nominates candidates for Resident Director seats. Beyond this formal role, the Resident Council also serves as an ongoing advisory body:

- Meeting at least quarterly with CDA staff and the Chief Alliance Executive.
- Reviewing program designs and priorities before board approval.
- Providing feedback on CDA's community-facing communications.
- Receiving an annual report directly from the Board Chair.

2. Continuing Community Listening Sessions

CDA will hold periodic listening session open to Milwaukee residents in partnership with allies to gather input on housing priorities, barriers, and program effectiveness. Key findings will be presented to the full board.

3. Community Observers at Board Meetings

CDA commits to transparent governance by welcoming community observers at board meetings (except executive sessions). At the Chair's discretion, a brief public comment period may be included on the agenda.

4. Community Seat on Key Committees

If standing committees are established, CDA encourages the appointment of community members (non-directors) to committees as non-voting advisors, particularly on program, equity, and strategy committees. This practice extends governance participation beyond the twelve formal board seats.

5. Language Access and Inclusion

CDA recognizes that Milwaukee's communities include residents whose primary language is not English. Orientation materials, community listening session summaries, and key communications should be accessible in Spanish and other languages as community demographics and resources warrant.

6. GARE Racial Equity Toolkit

CDA uses the Government Alliance on Race and Equity (GARE) Racial Equity Toolkit as the framework for designing and implementing its strategies. The GARE Racial Equity Toolkit provides a structured, six-stage process for ensuring that racial equity is embedded throughout decision-making and program design. The six elements of the GARE framework are:

4. **Proposal** — Define the decision, policy, program, or practice under review and the process for conducting the equity analysis.

5. **Data** — Gather and analyze disaggregated data to understand racial disparities and their root causes in the area being examined.
6. **Community Engagement** — Center the voices of those most impacted by racial inequity in shaping the analysis and proposed strategies.
7. **Analysis and Strategies** — Assess the racial equity impacts of the proposal and develop strategies to advance equity and eliminate disparate outcomes.
8. **Implementation** — Put the equity strategies into action with intentional planning, resources, and responsible parties identified.
9. **Accountability and Communication** — Track progress, report results, and communicate transparently with communities about outcomes and ongoing commitments.

This is the process CDA used and continues to use for designing and implementing its strategies. Board members should be familiar with this framework and expect to see it reflected in how CDA staff present new initiatives and assess program impact.

7. IAP2 Public Participation Spectrum

CDA grounds its community engagement approach in the IAP2 Spectrum of Public Participation, developed by the International Association for Public Participation. The spectrum identifies five levels of community engagement, each representing a different degree of public influence on decisions:

1. **Inform** — Provide the public with balanced, objective information to help them understand the problem, alternatives, and solutions.
2. **Consult** — Obtain public feedback on analysis, alternatives, and decisions.
3. **Involve** — Work directly with the public throughout the process to ensure their concerns and aspirations are consistently understood and considered.
4. **Collaborate** — Partner with the public in each aspect of the decision, including the development of alternatives and identification of the preferred solution. **This is CDA's intentional level of engagement.**
5. **Empower** — Place final decision-making authority in the hands of the public.

CDA intentionally operates at the **Collaborate** level of the IAP2 spectrum. This means CDA makes a specific and meaningful promise to residents: *We will look to you for advice and innovation in formulating solutions and incorporate your advice and recommendations into the decisions to the maximum extent possible.* This promise distinguishes CDA's engagement from consultation or information-sharing alone, and creates an accountability standard that board members are expected to uphold and model in all community-facing activities.

SECTION 6 | DIRECTOR STIPEND & EXPENSE REIMBURSEMENT PROTOCOL

BYLAW REFERENCE

Per Article III.K of the CDA Bylaws, certain directors may receive compensation not to exceed $1,500 per year. This section establishes the administrative protocol for that compensation. All other directors receive no remuneration except reimbursement for approved out-of-pocket expenses.

Who Is Eligible for a Stipend

The following director categories are eligible for annual stipends per the Bylaws (Article III.K):

- Resident Directors (2 seats)
- Community-Based Nonprofit Directors (2 seats)
- Policy-Based Nonprofit Directors (2 seats)
- Homebuyer Counseling Nonprofit Director (1 seat)
- Housing Producer Director (1 seat)

Foundation Directors (2 seats) and Housing Investor or Lender Directors (2 seats) are not eligible for stipends under the bylaws. Despite this eligibility, CDA as of 2026 only budgets for Resident Director Stipends.

Stipend Amount and Structure

Parameter	Standard	Notes
Maximum Annual Amount	Up to $1,500 per director	Per Bylaws Article III.K
Payment Schedule	Quarterly ($375/quarter) or Annual	Board may determine schedule
Minimum Meeting Attendance	50% of meetings per Bylaws Article III.I	Directors below threshold may have stipend prorated or forfeited
Pro-Rata for Partial Year	Calculated from date of election	New directors mid-year receive pro-rated amount

Stipend Payment Process

- Documentation Required. Before receiving a stipend, eligible directors must complete:
    - IRS Form W-9 (submitted to Chief Alliance Executive at orientation or upon joining the board).
    - Direct deposit authorization form OR mailing address for check disbursement.
    - Signed Board Agreement Form confirming eligibility category.

- **Issuance**. Stipends will be issued by CDA's finance function on the schedule approved by the board (quarterly recommended). The Chief Alliance Executive will maintain records of stipend payments.
- **Tax Reporting**. Stipends are considered taxable income. CDA will issue IRS Form 1099-NEC to eligible directors who receive $600 or more in a calendar year, consistent with federal tax law. Directors are responsible for reporting stipend income on their personal tax returns.
- **Forfeiture for Non-Attendance**. A director who fails to attend at least 50% of board meetings in a year (per Bylaws Article III.I.1.a) will not receive the stipend for that period. The Chief Alliance Executive will track attendance and notify the Chair when any director approaches the attendance threshold.
- **Institutional Conflict Check**. Some directors' employing organizations may have policies prohibiting personal compensation for board service on funded entities. Directors are responsible for reviewing their employer's policies and notifying the Chief Alliance Executive if their stipend must be waived or redirected.

Expense Reimbursement Policy

All directors—regardless of stipend eligibility—may be reimbursed for out-of-pocket expenses incurred in discharging official board duties, when authorized by the Board:

- Eligible expenses include: transportation to board/committee meetings, required training registrations, materials purchased for CDA activities, and other expenses pre-approved by the Chief Alliance Executive.
- Reimbursement requests must be submitted within 60 days of the expense using the CDA Expense Reimbursement Form, accompanied by original receipts.
- Expenses exceeding $100 require prior written approval from the Chief Alliance Executive. Expenses exceeding $500 require board approval.
- Personal expenses, meals not associated with a board meeting, and entertainment are not reimbursable.

SECTION 7 | BOARD EVALUATION POLICY

Purpose

The purpose of this policy is to establish a structured process for evaluating the performance of CDA's Board of Directors. Regular evaluations ensure accountability, enhance board effectiveness, improve governance practices, and strengthen the board culture, including psychological safety and community-centeredness.

Evaluation Criteria

Criterion	What Is Assessed
Attendance & Participation	Meeting attendance frequency; active engagement in discussion and decision-making.
Mission Alignment	Demonstrated familiarity with CDA's mission, collective impact model, and strategic priorities.
Collective Impact Contribution	Degree to which the director advances cross-sector collaboration vs. defending only their sector's interests.
Governance Quality	Policy-setting, financial oversight, Chief Alliance Executive evaluation, and risk management.
Psychological Safety Contribution	Behavior that supports or undermines a safe, inclusive board culture.
Community Centeredness	Extent to which director elevates community and resident voices in deliberations.
Collaboration & Teamwork	Working effectively across sectors; supporting positive board culture.
Advocacy & Fundraising	Promoting CDA externally; engaging in resource development and fundraising activities.
Personal Development	Commitment to ongoing board education and development.

Evaluation Process

Evaluations will be conducted annually, with a mid-year check-in.

- **Self-Evaluation**: Each board member completes a self-assessment questionnaire.
- **Peer-Evaluation**: Anonymous peer assessment using the same criteria.
- **Chair Evaluation**: Board Chair provides feedback on overall board performance.
- **Governance Committee Review:** Compiles results, identifies trends, and presents summary to full board.
- **Facilitated Feedback Session**: Board discusses results collectively and develops an action plan.
- **Action Plan**. Based on the evaluation results, the board will create an action plan to address any identified weaknesses or areas for development.

Confidentiality

All individual evaluations are treated confidentially. Individual feedback will not be disclosed outside the evaluation process to ensure candid responses.

Continuous Improvement

- **Training and Development.** Based on evaluation results, the board will identify training opportunities to enhance members' skills and knowledge
- **Policy Review.** This evaluation policy will be reviewed biennially to ensure it remains relevant and effective
- **Adaptation.** The evaluation process may be adapted as necessary to align with the evolving needs of the organization and best practices in nonprofit governance

Implementation Tips

- **Engagement.** Encourage open dialogue about the evaluation process to foster buy-in from board members
- **Clarity.** Ensure that all board members understand the evaluation criteria and process beforehand
- **Follow-Up.** Regularly check in on the progress of the action plan resulting from the evaluations

SECTION 8 | BOARD SUCCESSION PLAN

Purpose and Scope

This succession plan applies to all board members and the Chief Alliance Executive, addressing both planned and emergency departures to minimize disruptions and maintain CDA's strategic direction during transitions.

Key Process Elements

Identifying Potential Vacancies:

- Conduct an annual review to identify potential upcoming vacancies due to term limits, retirements, or other reasons.
- Prepare for emergency vacancies by identifying interim leaders who can step in temporarily.

Criteria for Board Composition:

- Define the skills, experience, and diversity needed on the board to support the organization's mission.
- Develop profiles for ideal candidates based on these criteria.

Recruitment and Selection:

- Begin the search for new board members at least six months before a planned vacancy.
- Use a combination of internal and external recruitment methods to find suitable candidates.
- Ensure the selection process is transparent and inclusive.

Onboarding and Training:

- Develop a comprehensive onboarding program for new board members, including orientation sessions and mentorship.
- Provide ongoing training and development opportunities to ensure board members are well-equipped to fulfill their roles.

Emergency Succession Plan:

- Identify key positions that require immediate attention in case of an unexpected departure.
- Designate interim leaders and outline their responsibilities during the transition period.

Performance Evaluation:

- Conduct regular performance evaluations of board members and the Chief Alliance Executive.
- Use these evaluations to identify potential leaders and areas for development.
- Communication:
- Maintain open and transparent communication with all stakeholders during the succession process.
- Inform staff, donors, and other key stakeholders about leadership changes in a timely manner.

Review and Update:

- The succession plan should be reviewed and updated annually to reflect changes in the organization and its environment.
- The Operations Director will be responsible for ensuring the plan remains relevant and effective.

Planning Tips for Leadership Transition and Succession

1. Engage board and staff in a commitment to manage transition intentionally
2. Identify current challenges and those that lie ahead, and the corresponding leadership qualities that are needed to navigate the challenges successfully
3. Consider whether placing an interim leader at the helm is the right path for your nonprofit
4. Draft a timeline for leadership successions that are planned
5. Adopt an Emergency Leadership Transition Plan to address the timely delegation of duties and authority whenever there is an unexpected transition or interruption in key leadership
6. Identify leadership development opportunities for staff and board members to expand their leadership skills so that the organization will have a "deeper bench" of future leaders
7. Identify Potential External Candidates: Look outside the organization for candidates who can bring new skills and perspectives
8. Cross-train current staff to minimize the disruption from unexpected staffing changes.
9. Adequately support newly-placed employees, such as coaching, mentoring, and defining goals.
10. Communicate: What will your organization say to stakeholders before, during, and after a transition of leadership?
11. Onboard Intentionally: Help new board chairs and staff leaders feel confident and find their own voices.

12. Create a Leadership Development Program: Implement training and mentorship programs to prepare internal candidates for leadership roles.
13. Document Key Processes and Responsibilities: Ensure that all critical processes and responsibilities are well-documented and accessible.
14. Establish a Transition Plan: Outline the steps for onboarding and transitioning new leaders smoothly.
15. Regularly Review and Update the Plan: Periodically review and update the succession plan to reflect changes in the organization.

Collective Impact Succession Considerations

Because CDA is a backbone organization, leadership transitions carry ecosystem-wide implications. Succession planning should include:

- Briefing incoming Board Chair candidates on the collective impact model and CDA's role as backbone.
- Communicating major leadership transitions to council partners and community stakeholders with adequate lead time.
- Ensuring institutional knowledge of active partnerships and grant relationships is documented and transferable.
- Prioritizing continuity of community and resident trust during any executive transition.

SECTION 9 | AGENDA SETTING & EXECUTIVE SESSION

Agenda Setting

The Bylaws Section III.D.4 allows any of the following individuals or groups to call a meeting of the Board; and consequently have the ability to prepare the agenda for such meeting: (1) Chair, (2) Chief Alliance Executive, or (3) two Directors. CDA's current practice is that the agenda of quarterly board meetings is co-created by the Chair and Chief Alliance Executive. Any items requested for the agenda should be communicated to the Chair at least three weeks before any quarterly meeting.

Executive Session

The Bylaws Section III.D.3 allows the Board to go into Executive Session at any time. In practice, CDA attempts to publish in the agenda, any time it expects to go into executive session.

SECTION 10 | CDA STAFF: ROLES & OBJECTIVES

WHY IT MATTERS

Board members govern most effectively when they understand who executes CDA's work and how each role connects to the Alliance's mission. This section introduces the staff team, their titles, and the objectives that define each role. Staff work closely with the board and its committees; knowing their areas of responsibility enables productive, well-directed partnerships.

Chief Alliance Executive

Provides strategic leadership and coordination to advance Milwaukee's Collective Affordable Housing Strategic Plan by guiding collaborative decision-making, maintaining strong communication systems, and supporting partner organizations. Cultivates relationships with funders, stakeholders, and community partners while ensuring alignment of resources and activities across the initiative. Oversees data collection, reporting, and shared measurement systems to track progress, identify challenges, and drive continuous improvement. Serves as a neutral convener who brings parties together, resolves differences, and ensures the organization moves collectively toward its goals.

Deputy Director

Leads project management of new construction initiatives that advance homeownership opportunities across the city. Coordinates Strategy Teams, resident partners, funders, and public officials to ensure strong communication, aligned goals, and successful project delivery. Secures land, prepares funding and TID applications, navigates approval processes, and manages key legal, financial, and media components of each project. Supports organizational and strategic initiatives as assigned, serving as project manager, facilitator, and primary point of contact in the Chief Alliance Executive's absence. Develops tools for accountability, tracks progress toward goals, and ensures partners stay coordinated and informed.

Resident Collaboration Director

Leads CDA's resident collaboration strategy, creating a strong foundation for public participation where community voices genuinely shape initiatives and priorities. Designs engaging sessions that resonate with residents and support collective work, while supporting a city-wide resident council and building meaningful relationships with resident leaders and community partners. Coordinates session logistics, synthesizes feedback from residents across CDA's footprint, and

translates resident insights into direction for strategies and policy recommendations. Serves as the primary link between residents and CDA leadership, ensuring communication is clear, accessible, and reflective of the diverse experiences that guide the mission.

Policy and Advocacy Director

Drives CDA's policy and advocacy efforts by establishing, facilitating, and maintaining open communication with policy allies. Identifies and recruits partners to participate in CDA's Policy and Advocacy Council, and develops advocacy and lobbying strategies that advance CDA's Priority Policies. Ensures that CDA's mission is amplified and supported at the policy level, connecting housing strategy to legislative and regulatory action across local, state, and federal contexts.

Operations Director

Keeps CDA's work running smoothly both behind the scenes and in the community. Develops documents, implements and monitors internal processes, and maintains organizational systems. Builds and maintains relationships with CDA's administrative vendors, manages contract and grant reporting, and provides operational support across programs. Coordinates signature organizational events including the CDA Spring Bus Tours and the Annual Conference, creating opportunities for connection, learning, and celebration across CDA's stakeholder community.

APPENDIX | SUMMARY OF REVISIONS

This Board Handbook was presented and approved by the Board on _____. This section is reserved to capture future changes:

For questions about any revision, contact the Chief Alliance Executive at info@housingplan.org.