

**PSIA**   **AASI**  
**EASTERN DIVISION**  
**Board Policy Manual**

**(As approved by Eastern Board of Directors on April 23, 2020)**

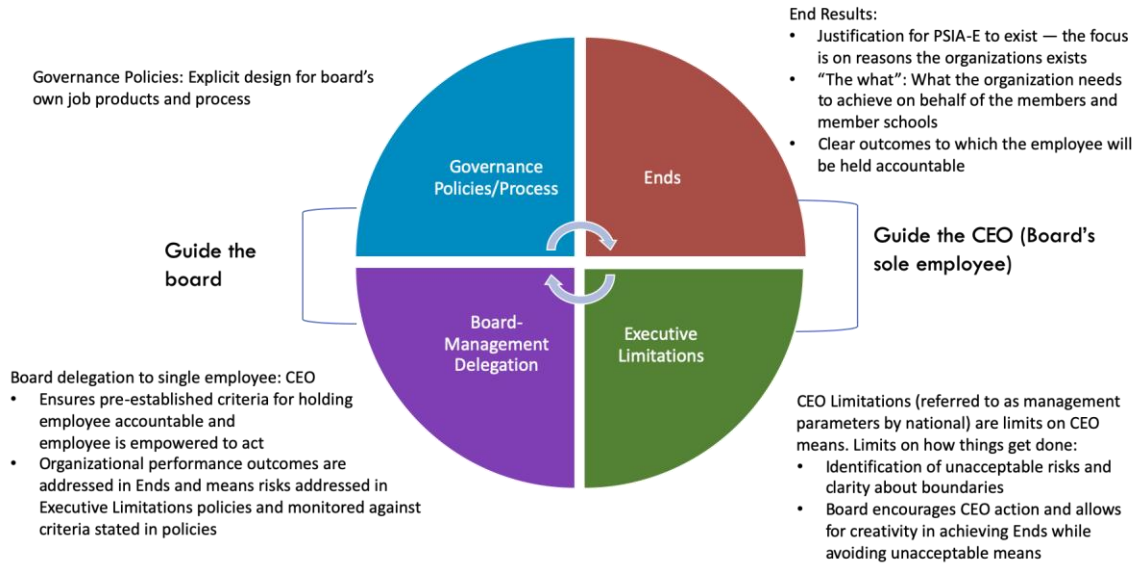
THE FOLLOWING PAGES contain the PSIA – AASI Eastern Division (PSIA-E) Board Governance Policy Manual.

This manual contains policies in four categories:

- 1) Ends
- 2) Executive Limitations
- 3) Board-Management Delegation
- 4) Governance Process

These policies were adapted for PSIA-E from existing board documents and from the Policy Governance® template. Consultant Sherry Jennings, PhD, is a graduate of the Policy Governance Academy™ and is permitted by the authoritative source (John and Miriam Carver) to use the Policy Governance template.

## Policy Governance Model



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**Statement of Purpose:**

The corporation shall be conducted as a nonprofit association to promote and carry out the following purposes:

1. To promote snowsports instruction by professional snowsports instructors; to handle problems of common concern to the snowsports teaching profession;
2. To establish and maintain the highest standards of business practices, custom and usage;
3. To promote and advance the interests of the snowsports teaching profession;
4. To represent and act for the snowsports teaching profession before divisions of government and before those public and private organizations whose work affects the snowsports teaching profession;
5. To prepare or assist in the preparation of high certification standards and technical achievements; to conduct promotional activities, including advertising and publicity;
6. To assist in the development of efficiency in the snowsports industry through technical research;
7. To engage in any lawful activities which will enhance efficient and economic progress of the snowsports teaching profession and appraise the public of its scope and character.

## Definitions

**Board-Management Delegation:** Policy category that defines the means by which the board delegates authority to the CEO, including how the board will monitor organizational performance.

**Community:** A socially connected environment in which people of varied backgrounds and abilities support and nurture one another.

**Ends:** Policy category that addresses central reason and purpose for being. Anything that is not defined as Ends is a means issue.

**Executive Limitations:** Policy category that defines constraints on the means used, or the boundaries placed on the authority of, the Chief Executive Officer (CEO). Means for achieving organizational Ends are not recommended or set by the board. Instead, unacceptable means are defined in the limitations.

**Governance Process:** Policy category that defines the means by which the board will conduct its work, monitor its own performance, and enforce discipline upon itself for governing excellence. Governance Process policies describe basic principles about the board's job, its relationship to the community, its use of officers and committees, and specific expectations of how a board will carry out its work.

**Monitoring:** Best practice is that the board should monitor CEO and organizational performance against its ends and means limitations policies. Monitoring reports provide the board with a clear, concise sense of whether PSIA-E is fulfilling its mission and avoiding what is unacceptable to the board.

Similarly, the board monitors its own performance against its Board-Management Delegation and Governance Process policies.

**Policy:** A statement that is an expression of the values and principles of the PSIA-E Board of Directors to guide decisions. Policies within each of the four categories are sequenced according to range of control from the broadest (most general) statement to the narrowest (more defined).

## **Ends**

### **1.0 Broadest End**

PSIA-AASI Eastern Division exists so that all current and prospective members will experience high-value education and opportunities for professional development, personal growth and community engagement. These Ends will be achieved at a level that justifies the resources invested.

### **1.1 – 1.5 Individual Members**

1.1 Members have access to, utilize and receive value from relevant and inspirational education.

1.2 Members' skill sets are validated through consistent and equitable assessment, certification and credentialing that meet the national standards.

1.3 Members benefit from participation in a diverse, supportive and nationally recognized professional community.

1.4 Members and the certifications they earn will receive recognition, reward and respect.

1.5 Individual members will experience and realize high perceived value through communication, collaboration and consolidation between PSIA-AASI Eastern Division and our PSIA-AASI National and divisional partners.

### **2.1 – 2.3 Snowsports Schools and Resorts**

2.1 Member snowsports schools & resorts will have access to, utilize and receive value from relevant and inspirational education and training opportunities from the engagement, assistance and resources provided by PSIA-AASI Eastern.

2.2 Member snowsports schools & resorts will experience efficiencies and enhanced operating success from the engagement, assistance and resources provided by PSIA-AASI Eastern.

2.3 Member schools and resorts will experience and realize high perceived value through communication, collaboration and consolidation between PSIA-AASI Eastern Division and our PSIA-AASI National and divisional partners.

## **Executive Limitations**

### **2.0. Global Executive Constraint**

The Chief Executive Officer shall not cause or allow any practice, activity, decision, or organizational circumstance that is unlawful, imprudent, or in violation of commonly accepted business and professional ethics and practices.

### **2.1. Treatment of Members**

With respect to interactions with members or those applying to be members, the Chief Executive Officer shall not cause or allow conditions, processes, or decisions that are unsafe, untimely, undignified, or unnecessarily intrusive.

Further, without limiting the scope of the foregoing by this enumeration, the Chief Executive Officer shall not fail to:

1. Provide for privacy and protection of members' data
2. Establish with members a clear understanding of all Eastern Division and nationally-adopted policies affecting membership
3. Engage appropriate advisory groups and the board regarding important changes to the examination process
4. Provide consistent messaging and teaching methodology across all disciplines and regions in regard to examination process
5. Inform members of this policy or to provide a way to be heard for persons who believe they have not been accorded a reasonable interpretation of their protections under this policy
6. Provide recommendations to the board for the purpose of establishing a list of sanctioned educational events required for members to maintain certification for the forthcoming twelve-month period.

### **2.2. Treatment of Volunteers and Employees**

With respect to the treatment of volunteers and employees, the Chief Executive Officer shall not cause or allow conditions that are unfair, unsafe, undignified, discriminatory, disorganized, or unclear.

Further, pertaining to volunteers, the Chief Executive Officer shall not:

1. Operate without providing interested member volunteer opportunities for meaningful involvement in achieving the board's Ends.
2. Operate without written volunteer policies and procedures that (a) clarify volunteer roles and duties expected, (b) provides for effective handling of



grievances, (c) protect against wrongful conditions, such as nepotism, bullying, harassment, and retaliation.

3. Fail to acquaint volunteers with their respective roles, code of ethics, professional and personal standards of conduct, and protections under this policy.
4. Allow volunteers to be unprepared to deal with emergency situations.

Further, pertaining to employees, the Chief Executive Officer shall not:

1. Operate without written employee policies and procedures that (a) clarify personnel roles and duties expected, (b) provides for effective handling of grievances, (c) protect against wrongful conditions, such as nepotism, bullying, harassment, and retaliation..
2. Allow employees to be unaware of board's governing policies, including the board's whistleblower policy. Employees may not be prevented from grieving to the board in the circumstances described in the Governance Process whistleblower policy.
3. Allow employees to be unprepared for reasonably foreseeable emergency situations.

### **2.3. Financial Condition and Activities**

With respect to the actual, ongoing financial condition and activities, the Chief Executive Officer shall not cause or allow the development of financial jeopardy or material deviation of actual expenditures from board priorities established in the Ends.

Further, without limiting the scope of the foregoing by this enumeration, the Chief Executive Officer shall not

1. Expend more funds than have been received in the fiscal year to date
2. Incur debt in an amount greater than can be repaid by certain otherwise unencumbered revenues within sixty days
3. Initiate electronic funds transfers, checks, or other payments to the CEO without the approval of two board officer signatories
4. Fail to provide CEO credit card statements and expense reimbursements for review and authorization for payment by the Board Chair and the Treasurer
5. Conduct electronic funds transfers (EFT payments) without the same procedures and controls that govern disbursements made by any other means
6. Use the contingency fund
7. Fail to settle payroll and debts in a timely manner

8. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed
9. Allow operating cash balances to drop below a targeted safety reserve equal to six (6) months' average cash-basis operating expenses, including employee salaries, benefits, and overhead
10. Make a single purchase or commitment of greater than \$20,000; splitting orders to avoid this limit is not acceptable
11. Make service agreements or contracts of greater than \$20,000 annually or over the contract life, in no case to exceed 2 years.
12. Acquire, encumber, or dispose of real property
13. Fail to ensure accounting for receivables (e.g. dues, event tuition) within a reasonable time period
14. Conduct any business or investment with corporate assets for personal or family advantage or in a conflict of interest of corporate purpose
15. Set annual membership dues

#### **2.4. Financial Planning and Budgeting**

The CEO shall not cause or allow financial planning to deviate materially from the board's Ends priorities, risk financial jeopardy, or fail to be derived from a multiyear plan.

Further, without limiting the scope of the foregoing by this enumeration, there will be no financial plans that

1. Incur situations or conditions described in Financial Condition and Activities (Policy 2.3)
2. Omit credible projection of revenues and expenses, separation of capital and operational items, long-term cash flow, and disclosure of planning assumptions
3. Fail to provide for board prerogatives described in the Governance Investment Policy (Policy 4.7)

#### **2.5. Emergency Chief Executive Officer Succession**

To protect the board from sudden loss of executive services, the Chief Executive Officer shall not fail to identify designates or emergency service providers that ensure either (a) someone to take over with reasonable proficiency as an interim administrator or (b) a service provider or contractor who can perform the administrative work temporarily. The Chief Executive Officer shall not fail at all times to

inform the Board of said designation with details of how said interim is prepared to assume the work.

## **2.6. Asset Protection**

The Chief Executive Officer shall not cause or allow corporate assets to be unprotected, inadequately maintained, or unnecessarily risked.

Further, without limiting the scope of the foregoing by this enumeration, the Chief Executive Officer shall not:

1. Fail to insure against theft and casualty losses to full replacement value and against liability losses to board members, staff, and the organization itself in an amount greater than the average for comparable organizations.
2. Subject facilities and equipment to improper wear and tear or insufficient maintenance.
3. Unnecessarily expose the organization, its board, or its staff to claims of liability.
4. Make any purchase: (a) wherein normally prudent protection has not been given against conflict of interest; (b) of more than \$5,000 without having obtained comparative prices and quality; (c) of more than \$5,000 without a stringent method of assuring the balance of long-term quality and cost. Orders shall not be split to avoid these criteria.
5. Fail to ensure against business disruption and protect intellectual property, information, and member files from loss or significant damage.
6. Receive, process, or disburse funds under controls that are insufficient to meet generally accepted accounting standards.
7. Endanger the organization's public image, its credibility, or its ability to accomplish its Ends.
8. Change the organization's name or substantially alter its identity in the community.
9. Create or purchase any subsidiary corporation.

## **2.7. Compensation and Benefits**

With respect to employment, compensation, and benefits to paid employees, consultants, contractor and volunteers, the Chief Executive Officer shall not cause or allow jeopardy to financial integrity or to public image.

Further,

1. Establish salaries and benefits that are not reasonable and competitive with market-based practices for individuals possessing the experience and skills needed to maintain and improve the overall performance of the organization.

Total compensation, including benefits, should be targeted at or near the mean of the market, but with flexibility so that compensation is based on experience, performance, and business need to attract and retain specific talent.

2. The Chief Executive Officer may not change his/her own compensation and benefits
3. The Chief Executive Officer may not promise or imply permanent or guaranteed employment

## **2.8. Communication and Support to the Board**

The Chief Executive Officer shall not cause or allow the board to be uninformed or unsupported in its work. Further, without limiting the scope of the foregoing by this enumeration, the Chief Executive Officer shall not:

1. Neglect to submit monitoring data required by the board in a timely, accurate, and understandable fashion, directly addressing the provisions of board policies being monitored.
2. Fail to report in a timely manner any actual or anticipated noncompliance with any policy of the board.
3. Neglect to submit unbiased decision information required periodically by the board or let the board be unaware of relevant trends.
4. Let the board be unaware of any significant incidental information it requires, including anticipated media coverage, threatened or pending lawsuits, and material internal and external changes.
5. Fail to advise the board if, in his/her opinion, the board is not in compliance with its own policies on Governance Process and Board-Management Delegation, particularly in the case of board behavior that is detrimental to the work relationship between the board and the CEO.
6. Present information in unnecessarily complex or lengthy form or in a form that fails to differentiate among information of three types: monitoring, decision preparation, and other.
7. Fail to provide a workable mechanism for official board, officer, or committee communications.

8. Fail, when addressing official business, to deal with the board as a whole except when (a) fulfilling individual requests for information or (b) responding to officers or committees duly charged by the board.
9. Fail to supply for the board's consent agenda, along with applicable monitoring information, all decisions delegated to the Chief Executive Officer yet required by law, regulation, or contract to be board-approved.

## **Board - CEO Delegation**

### **3.0. Global Board-Management Delegation**

The board's sole official connection to the operational organization, its achievements, and its conduct will be through a paid chief of staff or executive, titled Chief Executive Officer (CEO).

#### **3.1. Unity of Control**

Only officially passed motions of the board are binding on the CEO.

Accordingly:

1. No Board member, officer, or committee has authority over the CEO or any member of the CEO's staff, except in instances when the person or committee has been authorized by the board to direct or use staff resources for a specific issue.
2. Board members or committees may request information. If the CEO determines the information request will require material amount of staff time or funds or is disruptive, it may be declined. The committee or Board member may then refer the request to the full Board for consideration.

#### **3.2. Accountability of the CEO**

All Board authority delegated to management is delegated to the CEO. Therefore, the authority and accountability of staff is considered the authority and accountability of the CEO. Accordingly:

1. Neither the Board nor its members will give instructions to persons who report directly or indirectly to the CEO.
2. Neither the Board nor its members will formally evaluate any staff other than the CEO.
3. The Board will consider and evaluate CEO performance as synonymous with organizational achievement of Ends and compliance with CEO Limitations. No performance measure established by the Board or by sub-sets of the Board shall conflict with or modify this measure of performance

4. The CEO's accountability and evaluation are based on performance in two areas:
  - A. Organizational accomplishment of Board's established Ends policies.
  - B. Organizational operations within the parameters of legality, prudence, and ethics established in the Board's CEO Limitations policies

### **3.3. Delegation to the CEO**

The Board will direct the CEO through written policies setting forth the organizational Ends to be achieved and organizational situations/actions to be avoided, allowing the CEO to use any reasonable interpretation of these policies. The "reasonable" standard is defined as whether what the CEO did was what a reasonably prudent executive would do in that context. The board shall judge if an action of the CEO meets the reasonable standard. Accordingly:

1. Ends policies direct the CEO to achieve certain results, for certain recipients at a specified worth or priority. These policies will be systematically developed from the broadest, most general level, to more defined levels.
2. CEO Limitation policies define the boundaries of legality, prudence, and ethics within which the CEO is expected to operate. These policies describe those practices, activities, decisions, and circumstances that would be unacceptable to the Board, even if effective in producing the desired results. These policies will also be systematically developed from the broadest, most general level to more defined levels. The Board will not prescribe organizational means delegated to the CEO.
3. An Ends or CEO Limitations policy at a given level does not limit the scope of any preceding level.
4. The CEO is authorized to establish all further policies, make decisions, take actions, establish practices, and develop activities as long as they are consistent with any reasonable interpretation of these Ends and CEO Limitation policies.
5. As long as any particular delegation is in place, the Board will respect and support decisions made by the CEO that are compliant with Board policy, as reasonably interpreted.

### **3.4. Monitoring CEO Performance**

The Board will systematically and rigorously monitor CEO performance, determining the extent to which Ends are being achieved and whether operational activities fall within boundaries established in CEO Limitation policies. Accordingly:

1. Monitoring is to determine the degree to which Board policies are being met. Ends and CEO Limitations policies may be monitored by one or more of three methods:
  - A. Internal Reports: The CEO's written policy interpretations (e.g., operational definitions about how the policy looks in practice), along with data supporting his/her assessment of accomplishment of, or compliance with, the policy under review.
  - B. External Reports: An external, disinterested third party selected by and reporting to the Board assesses accomplishment of, or compliance with, Board policies, as reasonably interpreted by the CEO.
  - C. Direct Board Inspections: A designated Board member(s) or committee assesses accomplishment of, or compliance with, a given policy, as reasonably interpreted by the CEO.
2. The Board shall accept any reasonable CEO interpretation of the Board policy being monitored. The Board is the final judge of reasonableness.
3. The Board will judge whether:
  - A. The CEO's interpretation is reasonable, and
  - B. Data demonstrate reasonable accomplishment of, or compliance with, the CEO's interpretation.
4. If the Board determines the CEO's interpretations not to be reasonable or data determined not to demonstrate reasonable accomplishment of, or compliance with, a Board policy as interpreted, it may ask for a new report (and record when the report will be received) or it may take a remedial process. Discussions about a remedial process will be in Executive Session (only voting Board members, officers plus any other parties specifically invited by the Board to attend).
5. All policies instructing the CEO will be monitored at a frequency and by a method chosen by the Board. Written monitoring reports will be delivered to the board at least 14 days prior to the date they are due, so that they will be in hand for study. The Board may monitor any policy at any time by any method, but will ordinarily depend on the following routine schedule:

**CEO Monitoring Schedule**

CEO Monitoring Support notes (Mendrick, March 30, 2020):

1) With the exception of financial-related monitoring, I believe all other monitoring reports should be submitted as part of the annual CEO report in June.

2) Internal Financial Condition and Activities makes the most sense in June (year-end, initial budge); October (audit report, final budget) and March (after three months of events).

3) Asset Protection monitoring makes sense in October as it relates to the audit report.

<b>Policy</b>	<b>Method</b>	<b>Frequency</b>	<b>Month</b>
<b>Ends/Priority Results</b>	<i>Internal</i>	<i>Annually</i>	<i>June BOD Mtg</i>
1.0 PSIA-AASI Eastern Division exists so that all current and prospective members will experience high-value education and opportunities for professional development, personal growth and community engagement. These Ends will be achieved at a level that justifies the resources invested.	<i>Internal</i>	<i>Annually</i>	<i>June BOD Meeting</i>
1.1 Members have access to, utilize and receive value from relevant and inspirational education.	<i>Internal</i>	<i>Annually</i>	<i>June BOD Meeting</i>
1.2 Members’ skill sets are validated through consistent and equitable assessment, certification and credentialing that meet the national standards.	<i>Internal</i>	<i>Annually</i>	<i>June BOD Meeting</i>



1.3 Members benefit from participation in a diverse, supportive and nationally recognized professional community.	<i>Internal</i>	<i>Annually</i>	<i>June BOD Meeting</i>
1.4 Members and the certifications they earn will receive recognition, reward and respect.	<i>Internal</i>	<i>Annually</i>	<i>June BOD Meeting</i>
1.5 Individual members will experience and realize high perceived value through communication, collaboration and consolidation between PSIA- AASI Eastern Division and our PSIA- AASI National and divisional partners.	<i>Internal</i>	<i>Annually</i>	<i>June BOD Meeting</i>
2.1 Member snowsports schools & resorts will have access to, utilize and receive value from relevant and inspirational education and training opportunities from the engagement, assistance and resources provided by PSIA-AASI Eastern.	<i>Internal</i>	<i>Annually</i>	<i>June BOD Meeting</i>
2.2 Member snowsports schools & resorts will experience efficiencies and enhanced operating success from the engagement, assistance and resources provided by PSIA-AASI Eastern.	<i>Internal</i>	<i>Annually</i>	<i>June BOD Meeting</i>

2.3 Member schools and resorts will experience and realize high perceived value through communication, collaboration and consolidation between PSIA-AASI Eastern Division and our PSIA-AASI National and divisional partners.	<i>Internal</i>	<i>Annually</i>	<i>June BOD Meeting</i>
<b>Management Parameters</b>			
Global CEO Constraint	<i>Internal</i>	<i>Annually</i>	<i>June BOD Meeting</i>
Treatment of Members	<i>Internal</i>	<i>Annually</i>	<i>June BOD Meeting</i>
Treatment of Employees & Volunteers	<i>Internal</i>	<i>Annually</i>	<i>June BOD Meeting</i>
Financial Condition and Activities	<i>Internal (Board)</i>	<i>Triannual</i>	<i>October BOD Meeting, March 31, June BOD Meeting</i>
	<i>External (Audit)</i>	<i>Annually</i>	<i>July - Sept</i>
Financial Planning and Budgeting	<i>Internal</i>	<i>Annually</i>	<i>April – June BOD Meeting</i>
Emergency Management Succession	<i>Internal</i>	<i>Biennial</i>	<i>June BOD Meeting</i>
Asset Protection	<i>Internal</i>	<i>Annually</i>	<i>October BOD Meeting</i>

Compensation and Benefits	<i>Internal</i>	<i>Annually</i>	<i>June BOD Meeting</i>
	<i>External</i>	<i>Annually</i>	<i>June BOD meeting</i>
Communication and Support	<i>Direct inspection</i>	<i>Annually</i>	<i>June BOD Meeting</i>

## **Governance Process**

### **4.0. Global Governance Commitment**

The purpose of the board, on behalf of the members is to see to it that PSIA-E (a) achieves appropriate results for appropriate persons (as specified in the Ends) and (b) avoids unacceptable actions and situations (as prohibited in Board Executive Limitations policies)

### **4.1. Governing Style**

The board will govern lawfully and will observe the principles of Policy Governance. Accordingly:

1. The board will cultivate diversity and a sense of group responsibility. The board, not the staff, will be responsible for excellence in governing. The board will not use the expertise of individual members to substitute for the judgment of the board, although the expertise of individual members may be used to enhance the understanding of the board as a body.
2. The board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation, policymaking principles, respect of roles, and ensuring the continuance of governance capability.
3. Continual board development will include orientation of new board members and periodic board discussion of process improvement.
4. The board will allow no officer, individual, or committee to hinder or serve as an excuse for not fulfilling group obligations.
5. The board defines independence for individual board members as legitimacy and credibility. The board will be comprised of members who are independent of mind. Credibility of the board depends on individual member's experience and expertise that provide diversity of thought. A credible director is an engaged one who does not hesitate to raise difficult questions, one who invests intellectual effort required to understand organizational issues, and one who insists that key issues are addressed by the board. Legitimacy of the board is based on independence from the staff and a board election process that ensures adequate representation.
6. The board will monitor and discuss the board's process and performance regularly and routinely. Self-assessment will include comparison of board activity and discipline to policies in the Governance Process and Board-Management Delegation categories. Specifically, the board will include an agenda item for self-assessment, including periodic individual board member performance monitoring.

#### **4.2. Board Job Products**

Specific job outputs of the board, as an informed agent of the community, are those that ensure appropriate organizational performance.

Accordingly, the board has direct responsibility to:

1. Craft, regularly review, and refine governing policies as defined in the four categories
2. Monitor organizational performance on Ends and Executive Limitations to assure success on behalf of the members
3. Ensure new board members receive board governing documents and are familiar with them

#### **4.3. Agenda Planning**

To accomplish its job products with a governance style consistent with board policies, the board will follow an annual agenda that (a) completes an evaluation of the Mission annually and (b) continually improves board performance through board education and enriched input and deliberation.

1. The cycle will conclude each year on the last day of May (30 or more days before June 30 end of fiscal year) so that administrative planning and budgeting can be done for the year.
2. The cycle will start with the board's development of its agenda for the next year (see Appendix D). CEO monitoring will be included on the agenda.
3. A Board member may recommend or request an item for Board discussion by submitting the item to the Chair at least four weeks before the Board meeting.
4. Throughout the year, the Board will attend to consent agenda items as expeditiously as possible.
5. Formal evaluation annually of board's own performance as a governing board against the stated values described in Policy Types: Governance Process and Board-Management Delegation.
6. CEO cumulative review against monitoring reports and remuneration will be accomplished in the fourth quarter of each year to be effective in the first quarter of the next calendar year.

#### **4.4. Role of the Board Chair**

The chief governance officer (Chair), a specially empowered member of the board, ensures the integrity of the board's process and, secondarily, occasionally represents the board to outside parties.

Accordingly:

1. The main duty of the board Chair is to assure that the board behaves consistently with its own rules and those legitimately imposed on it from outside the organization.
2. The Chair presides at all meetings of the board and membership and assures deliberation will be fair, open, and thorough but also timely, orderly, and kept to the point.
3. The Chair is responsible for issuing reports to the membership regarding regular and special meetings of the board
4. The Chair has the authority to make decisions that fall within topics covered by board policies on Governance Process and Board-Management Delegation, with the exception of (a) employment or termination of an Chief Executive Officer and (b) areas where the board specifically delegates portions of this authority to others. The Chair is authorized to use any reasonable interpretation of the provisions in these policies.
  - A. The Chair is empowered to chair board meetings with all the commonly accepted powers of that position, such as ruling and recognizing.
  - B. The Chair has no authority to make decisions about policies created by the board. Therefore, the chair has no authority to supervise or direct the Chief Executive Officer.
  - C. The Chair may represent the board to outside parties in announcing board-stated positions or other board-delegated responsibilities.
  - D. The Chair may delegate this authority but remains accountable for its use.

##### **4.4.1 Role of the Board Vice Chair**

During the absence or incapacity of the Board Chair, the Vice Board Chair shall perform the duties of the Board Chair and, when so acting, shall have all the powers and be subject to all the responsibilities of the office of Board Chair and shall perform such other duties and functions as the Board of Directors may prescribe.

#### **4.4.2 Role of the Board Treasurer**

In conjunction with the CEO, the Treasurer shall be responsible for the monitoring of the financial status of the organization.

#### **4.4.3 Role of the Board Secretary**

The Secretary shall review and approve for presentation the minutes of the meetings of the Board of Directors and of the membership in appropriate books.

#### **4.4.4 Role of the Board Immediate Past Chair**

The role of the Immediate Past Chair is to serve as counsel to the Board Chair and assist in matters and committees as requested.

#### **4.4.5 Role of the National Board Representative**

The Board of Directors shall appoint a representative to serve on the National Board of Directors. (S)he shall maintain liaison between the Association and PSIA and make regular reports relating thereto to the Board.

#### **4.5. Board Members' Code of Conduct**

The board commits itself and its members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as board members.

1. Members must demonstrate loyalty to the organization, not conflicted by loyalties to staff, other organizations, or any personal interests as members.
2. Members must avoid conflict of interest with respect to their fiduciary responsibility and they must sign a conflict of interest statement annually. More detail in Appendix E
3. Board members may not attempt to exercise individual authority over the organization.
  - A. Members' interaction with the Chief Executive Officer or with staff must recognize the lack of authority vested in individuals except when explicitly authorized by the board.
  - B. Members' interactions with the public, the press, or other entities must recognize the same limitation and the inability

of any board member to speak for the board except to repeat explicitly stated board decisions.

4. Members will respect the confidentiality appropriate to issues of a sensitive nature.
5. Members will be properly prepared for board deliberation.
6. Members will support the legitimacy and authority of the final determination of the board on any matter, irrespective of the member's personal position on the issue.
7. Board members will do a self-assessment based on the policies contained in Governance Process and Board-Administrative Staff Delegation.

#### **4.6. Board Committee Principles**

Board committees, when used, will be assigned so as to reinforce the wholeness of the board's job and so as never to interfere with delegation from board to Administrative Staff. Terms of reference will be created for each committee [Appendix G sample].

Accordingly:

1. Board committees are to help the board do its job, not to help or advise the staff. Committees ordinarily will assist the board by preparing policy alternatives and implications for board deliberation.
2. Board committees may not speak or act for the board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the Chief Executive Officer.
3. Board committees cannot exercise authority over staff. Because the Chief Executive Officer works for the full board, he or she will not be required to obtain the approval of a board committee before an executive action.
4. This policy applies to any group that is formed by board action, whether or not it is called a committee and regardless of whether the group includes board members. It does not apply to committees formed under the authority of the Chief Executive Officer.



#### **4.6.1 Governance Committee**

**Composition:** The Governance Committee shall be comprised of the Association Vice Board Chair, the Immediate Past Board Chair and additional Board members as recommended by the Board Chair. Members shall be appointed annually, shall serve until a member's successor is duly elected and qualified or until resignation or removal. The Chair shall be recommended by the Board Chair and ratified by the Board on an annual basis. The CEO shall be an ex officio member.

**Purpose and Responsibilities:** The purpose of the Governance Committee is to assist and advise the Board of Directors on matters of Association volunteer leadership development, nominations and election, succession, Bylaws and policy development and compliance. The Committee shall have the following duties and responsibilities:

1. Conduct evaluations of the association Mission and Vision Statements as requested by the Board.
2. Conduct evaluations of the association Bylaws as requested by the Board.
3. Conduct reviews of the association operating policies (conflict-of-interest, document retention, ethics, whistle-blower, etc.).
4. Oversee Board orientation and ongoing Board development to ensure that the composition of the Board (a) reflects the demographics of the membership served and (b) provides the particular talents, experience and knowledge needed to accomplish the strategic plan.
5. Make recommendations to the Board on candidates for open Board seats.

#### **4.7. Governance Investment**

Because poor governance costs more than learning to govern well, the board will invest in its governance capacity.

Accordingly:

1. Board skills, methods, and supports will be sufficient to ensure governing with excellence. Training and retraining will be used liberally to orient new Board members and candidates for Board, as well as to maintain existing Board member skills and understandings.
2. Other costs for board meetings or events may be authorized. Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior organizational capability.
3. The board will establish its cost of governance budget for the next fiscal year during the month of March.

#### **4.8. Whistleblower**

Paid and volunteer staff are encouraged to come forward with serious concerns about mismanagement or malfeasance. Concerns are known or suspected violation of any applicable law, any of PSIA-E's policies and procedures, or high business and personal ethical standards. Concerns include, for example, a material deficiency in any of PSIA-E's services or a questionable accounting practice.

Accordingly:

1. If staff or volunteers are not comfortable speaking with the Chief Executive Officer or if an individual feels they have not received an acceptable response from the Chief Executive Officer, the concern should go to the PSIA-E chief governance officer (Chair). Any individual may confidentially submit a concern to the Chair without fear of retaliation.
2. The Chair can choose to raise the concerns to the ED or bring them to the board for investigation.