

## 2020 Ends Policies

### 1.0

#### POLICY TITLE: GLOBAL ENDS STATEMENT

The Northwest Douglas County Chamber & Economic Development Corporation exists to promote the region as a premier place to locate or expand a business.

- 1.1 The Northwest Douglas County Chamber & EDC creates a strong local economy.
- 1.2 The Northwest Douglas County Chamber & EDC provides exclusive benefits to members.
- 1.3 The Northwest Douglas County Chamber & EDC markets the community.
- 1.4 The Northwest Douglas County Chamber & EDC is an advocate for business with government.
- 1.5 The Northwest Douglas County Chamber & EDC partners to create infrastructure improvements necessary to drive new business to the region.

POLICY TYPE: EXECUTIVE LIMITATIONS

2.0

POLICY TITLE: GENERAL EXECUTIVE CONSTRAINT

The President shall not cause nor allow any practice, activity, decision or organizational circumstance that is either unlawful, imprudent, or in violation of commonly accepted business and professional ethics.

POLICY TYPE: EXECUTIVE LIMITATIONS

2.1

POLICY TITLE: TREATMENT OF MEMBERS AND THE COMMUNITY

With respect to interactions with members, prospective members, or the community, the President shall not cause or allow conditions, procedures, or decisions which are unfair, unsafe, undignified, unnecessarily intrusive, or which fail to provide appropriate confidentiality or privacy.

Accordingly, he/she shall not:

1. Use methods of collecting, reviewing, transmitting, or storing sensitive member information that fail to protect against improper access to and/or use of the material elicited.
2. Maintain facilities that fail to provide a reasonable level of privacy.
3. Fail to communicate to members a clear understanding of what may be expected and what may not be expected from the service(s) offered.
4. Fail to inform members, as appropriate, of this policy, or to provide a grievance process to those who believe they have not been accorded a reasonable interpretation of their rights under this policy.

POLICY TYPE: EXECUTIVE LIMITATIONS

2.2

POLICY TITLE: FINANCIAL PLANNING AND BUDGETING

Financial planning for any fiscal year or the remaining part of any fiscal year shall not deviate materially from the board's End Priorities, risk fiscal jeopardy, or fail to take into consideration a multi-year vision.

## Northwest Douglas County Chamber & EDC Policy Manual

The President shall not allow budgeting which:

1. Risks incurring those situations or conditions described as unacceptable in the "Financial Conditions and Activities" Board policy.
2. Contains too little information to enable credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning and assumptions.
3. Plans the expenditure in any fiscal year of more funds than are conservatively projected to be received in that period.
4. Provides less for board prerogatives during the year than is set forth in the Cost of Governance policy.

### POLICY TYPE: EXECUTIVE LIMITATIONS

#### 2.3

#### POLICY TITLE: FINANCIAL CONDITION AND ACTIVITIES

With respect to the actual, ongoing financial condition and activities, the President shall not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from board priorities established in Ends policies. The President shall implement Generally Accepted Accounting Practice (GAPP) standards, and develop and implement accounting controls that meet the Financial Accounting Standards Board's (FASB) requirements for Not For Profit Organizations. The President shall update accounting practices and controls on a routine basis to maintain compliance with GAAP and FASB policies and standards.

The President Shall Not:

1. Expend more funds than have been received in fiscal year to date, unless the debt guideline is met:
2. Indebt the organization, other than regular use of credit cards for incidental purchases.
3. Allow cash and cash equivalents to drop below that amount necessary to meet operating expenditures over a 30-day period.
4. Fail to settle payroll and payables in a timely manner.

## Northwest Douglas County Chamber & EDC Policy Manual

5. Allow tax payments of other government ordered payments or filing to be overdue or inaccurately filed.
6. Make a single purchase or commitment of greater than \$10,000, unless such purchase has been explicitly itemized in budgetary monitoring information previously disclosed to Board. Splitting checks to avoid this limit is not acceptable.
7. Execute a check with single signature for more than \$10,000 such as cash flow suggests.
8. Fail to aggressively pursue material receivables after a reasonable grace period.
9. Obtain revenues from sources that are not, in fact and appearance, legal and consistent with the mission and values of the organization.
10. Use restricted funds for purposes other than stated.
11. Fail to exercise adequate internal controls over disbursements to avoid unauthorized payments. The organization shall not have secret funds.
12. Allow the expenditure of organizational funds for travel purpose not specifically related to or consistent with the organization's purpose and functions.
13. Make expenditures for charitable contributions not related to or consistent with advancement of organizational ends.
14. Fail to allocate 2% of gross cash revenues to reserves, until reserves reach a threshold of \$132,000.

### POLICY TYPE: EXECUTIVE LIMITATIONS

#### 2.4

#### POLICY TITLE: ASSET PROTECTION

The President shall not allow the assets of the organization to be unprotected, inadequately maintained or unnecessarily risked.

Accordingly, he or she may not:

1. Fail to insure:

## Northwest Douglas County Chamber & EDC Policy Manual

- a. against theft and casualty losses to at least 100% of replacement value, and
  - b. against liability losses to board members, staff and the organization itself in an amount equal to the average for comparable organizations.
2. Allow unbonded or uninsured personnel access to material amounts of funds.
3. Subject equipment to improper wear and tear or insufficient maintenance.
4. Unnecessarily expose the organization, its board or staff to claims of liability.
5. Make any purchase:
  - a. wherein normally prudent protection has not been given against conflict of interest.
  - b. of over \$5,000 without having obtained comparative prices and quality.

### POLICY TYPE: EXECUTIVE LIMITATIONS

#### 2.5

#### POLICY TITLE: COMPENSATION AND BENEFITS

With respect to employment, compensation, and benefits to employees, consultants, contract workers and volunteers, the President shall not cause or allow jeopardy to fiscal integrity or public reputation.

Accordingly, he or she may not:

1. Change her own compensation and benefits.
2. Promise or imply permanent or guaranteed employment.
3. Establish current compensation and benefits that deviate materially from the geographic or professional market for the skills employed.
4. Pertaining to consultants or contract vendors, create obligations over a longer term than revenues can be safely projected, in no event longer than one year.

POLICY TYPE: EXECUTIVE LIMITATIONS

2.6

POLICY TITLE: BOARD AWARENESS & SUPPORT

The President shall not permit the board to be uninformed or unsupported in its work.

Accordingly, he or she may not:

1. Neglect to submit monitoring data required by the board in a timely, accurate and understandable fashion, directly addressing provisions of board policies being monitored.
2. Let the board be unaware of relevant trends, anticipated adverse media coverage, material external and internal changes, and particularly changes in the assumptions upon which any board policy has been previously established. To the extent possible, the Board is to be given advance notification of material internal changes.
3. Fail to advise the board if, in the President's opinion, the board is not in compliance with its own policies on Governance Process, particularly in the case of board behavior that is detrimental to the work relationship between the board and the President.
4. Fail to marshal for the board external points of view, issues and options as needed for fully informed board choices.
5. Present information in unnecessarily complex or lengthy form or in a form that fails to differentiate among information of three types:
  - a. monitoring,
  - b. decision preparation, and
  - c. incidental.
6. Fail to provide a mechanism for official board communications.
7. Fail to deal with the board as a whole except when:
  - a. fulfilling individual requests for information, or
  - b. responding to officers duly charged by the board.
8. Fail to report in a timely manner any actual or anticipated noncompliance with any policy of the board.

## Northwest Douglas County Chamber & EDC Policy Manual

9. Fail to supply for the consent agenda all items delegated to the President yet required by law or contract to be board-approved, along with the monitoring assurance pertaining thereto.

### POLICY TYPE: EXECUTIVE LIMITATIONS

#### 2.7

##### POLICY TITLE: GLOBAL ENDS STATEMENTS

With respect to the Global Ends Statements, the President shall not fail to provide an Internal Monitoring Report to the Board by the first Board Meeting of each year.

### POLICY TYPE: BOARD/STAFF LINKAGE

#### 3.0

##### POLICY TITLE: GOVERNANCE - MANAGEMENT CONNECTION

The board's sole connection to the operational organization, its achievements and conduct will be through a Chief Executive Officer titled President & CEO.

### POLICY TYPE: BOARD/STAFF LINKAGE

#### 3.1

##### POLICY TITLE: UNITY OF CONTROL

Only decisions of the board, by majority vote, are binding on the President.

Accordingly:

1. Decisions or instructions of individual board members and officers, are not binding on the President except in rare instances when the board has specifically authorized such exercise of authority.
2. In the case of board members or committees requesting information or assistance without board authorization, the President can refuse such requests that require, in the President's opinion, a material amount of time or funds or is disruptive.

POLICY TYPE: BOARD/STAFF LINKAGE

3.2

POLICY TITLE: DELEGATION TO THE PRESIDENT

The board will instruct the President through written policies that prescribe the organizational Ends to be achieved, and describe organizational situations and actions to be avoided, allowing the President to use any reasonable interpretation of these policies.

Accordingly:

1. The board will develop and maintain policies instructing the President to achieve certain results. These policies will be developed systematically from the broadest, most general level to more defined levels, and will be called Ends policies.
2. The board will develop and maintain policies that limit the latitude the President may exercise in choosing the organizational means. These policies will be developed systematically from the broadest, most general level to more defined levels, and they will be called Executive Limitations policies. The Board will not prescribe organizational means delegated to the President.
3. As long as the President uses any reasonable interpretation of the board's Ends and Executive Limitations policies, the President is authorized to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities.
4. The board may change its Ends and Executive Limitations policies, thereby shifting the boundary between board and President domains. By doing so, the board changes the latitude of choice given to the President. However, as long as any particular delegation is in place, the board will respect and support the President's choices.
5. Should the President deem it necessary to, or inadvertently, violate a board policy, he or she shall promptly inform the board. Informing is simply to guarantee no violation may be intentionally kept from the board, not to request approval. Board response, either approving or disapproving, does not exempt the President from subsequent board judgment of the action.



POLICY TYPE: BOARD/STAFF LINKAGE

3.3

POLICY TITLE: MONITORING PRESIDENT PERFORMANCE

Systematic and rigorous monitoring of President job performance will be measured solely against the only expected President job outputs: organizational accomplishment of board policies on Ends and organizational operation within the boundaries established in board policies on Executive Limitations. Accordingly:

1. Monitoring is simply to determine the degree to which board policies are being met. Data that do not do this will not be considered in the evaluation of President's performance.
2. The board will acquire monitoring data by one or more of three methods:
  - a. by internal report, in which the President discloses policy interpretations and compliance information to the board,
  - b. by external report, in which an external, disinterested third party selected by the board assesses compliance with board policies,
  - c. by direct board inspection, in which a designated member or members of the board assess compliance with the appropriate policy criteria.
3. In every case, the Board will judge whether the President's interpretation is reasonable and whether data demonstrate accomplishment of or compliance with the President's interpretation.
4. In every case, the standard for compliance shall be a reasonable President interpretation of the board policy being monitored. The Board is the final judge of reasonableness, and will always judge with a "reasonable person" test rather than with interpretations favored by Board members or the Board as a whole.
5. All policies that instruct the President will be monitored at a frequency and by a method chosen by the board. The board can monitor any policy at any time by any method, but will ordinarily depend on a routine schedule.

**EXECUTIVE LIMITATION SCHEDULE**

Policy	Method	Frequency	Schedule
2.0 General Executive Constraint	Internal	Annually	Q1
2.1 Treatment of Investors	Internal	Annually	Q1
2.2/2.3 Financial Planning/Budgeting	Internal	Annually	Q3
2.4 Asset Protection	Internal	Annually	Q3
2.5 Compensation & Benefits	Internal	Annually	Q3
2.6 Board Awareness & Support	Internal	Annually	Q3
2.7 Global Ends Statements	Internal	Annually	Q1

POLICY TYPE: GOVERNANCE PROCESS

4.0

POLICY TITLE: GOVERNANCE COMMITMENT

The purpose of the board, on behalf of the Douglas County business community, is to see to it that the Northwest Douglas County Chamber & EDC (1) achieves appropriate results for appropriate recipients at an appropriate cost, and (2) avoids unacceptable actions and situations.

POLICY TYPE: GOVERNANCE PROCESS

4.1

POLICY TITLE: GOVERNING STYLE & VALUES

The board will govern with an emphasis on (a) mission and; (b) integrity and truthfulness in all methods and practices; (c) outward vision rather than an internal preoccupation, (d) encouragement of diversity in viewpoints, (e) strategic leadership rather than administrative detail, (f) clear distinction of board and chief executive roles, (g) collective rather than individual decisions, (h) future rather than past or present, and (i) proactivity rather than reactivity.

## Northwest Douglas County Chamber & EDC Policy Manual

Accordingly:

1. The Board shall not cause nor allow any practice, activity, decision or organizational circumstance that is either unlawful, imprudent, or in violation of commonly accepted business and professional ethics.
2. The organization, in its hiring and other activities, will not discriminate on the basis of race, creed, national origin, religion, age, handicap, political affiliation, sex, sexual orientation, or marital, parental or military status.
3. The organization's activities, with the exception of matters of personnel, negotiation regarding property, and litigation, shall be open and accessible to scrutiny by its members, if appropriate.
4. The board will cultivate a sense of group responsibility. The board, not the staff, will be responsible for excellence in governing. The board will be the initiator of policy, not merely a reactor to staff initiatives. The board will use the expertise of individual members to enhance the ability of the board as a body, rather than to substitute the individual judgments for the board's values. The board will allow no officer, individual or committee of the board to hinder or be an excuse for not fulfilling board commitments.
5. The board will direct, control and inspire the organization through the careful establishment of broad written policies reflecting the board's values and perspectives about ends to be achieved and means to be avoided. The board's major policy focus will be on the intended long-term impacts outside the organization, not on the administrative or programmatic means of attaining those effects.
6. The board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policymaking principles, respect of roles, and ensuring the continuance of governance capability. Continual board development will include orientation of new board members in the board's governance process and periodic board discussion of process improvement.
7. The board will monitor and discuss the board's process and performance at each meeting. Self-monitoring will include comparison of board activity and discipline to policies in the Governance Process and Board/Staff Linkage categories.
8. Each member of the board will support the final determination of the board concerning any particular matter, irrespective of the member's personal position concerning such matter.

POLICY TYPE: GOVERNANCE PROCESS

4.2

POLICY TITLE: POLICY-MAKING PRINCIPLES

The Board assumes full responsibility for ongoing and rigorous examination, debate and, revision of its policies. The establishment and maintenance of these policies from value considerations and board member perspectives is the essence of the Board's role as an outward-looking and future-oriented governing body.

Accordingly:

1. All policies of the board are contained in this document, and they remain in effect, unless amended or deleted by board action.
2. Ends policies are results-based. Thus, their revision as well as the development of new Ends policies will be a continuing priority of the board.

POLICY TYPE: GOVERNANCE PROCESS

4.3

POLICY TITLE: BOARD JOB PRODUCTS

The primary contribution and role of the board is to represent the Douglas County business community in determining and demanding appropriate organizational performance.

Accordingly, the Board assumes direct responsibility for the following:

1. The board will produce the linkage between the organization and the Douglas County business community.
  - A. Needs Assessment: The Board will assess the needs of the ownership as they relate to the Northwest Douglas County Chamber & EDC's activities and scope of influence, and will develop Ends policies identifying the outcomes.
  - B. Advocacy: The Board will inform the ownership of the Northwest Douglas County Chamber & EDC's expected future results, and its present accomplishments.
2. The board will produce written governing policies that, at the broadest levels, address each category of organizational decision:

## Northwest Douglas County Chamber & EDC Policy Manual

- A. ENDS: Organizational products, effects, benefits, outcomes, recipients, and their relative worth (what good for which recipients at what cost).
  - B. EXECUTIVE LIMITATIONS: Constraints on executive authority that establish the prudence and ethics boundaries within which all executive activity and decisions must take place.
  - C. GOVERNANCE PROCESS: Specification of how the board conceives carries out and monitors its own task.
  - D. BOARD/STAFF LINKAGE: How power is delegated, and its proper use monitored, with respect to the Board's and President's roles, authority and accountability.
- 3. The board, through a monitoring process (see policy on Monitoring President Performance), will produce assurance of President performance.
  - 4. The board will seek to affect public policy, as it may from time to time deem necessary or desirable on behalf of the Douglas County business community.

### POLICY TYPE: GOVERNANCE PROCESS

#### 4.4

#### POLICY TITLE: AGENDA PLANNING

To accomplish its job products with a governance style consistent with board policies, the board will follow an annual agenda that (1) completes a re-exploration of Ends policies annually and (2) continually improves board performance through board education and enriched input and deliberation.

Accordingly:

- 1. The cycle will conclude each year on the last day of October so that administrative planning and budgeting can be based on accomplishing a one year segment of the board's most recent statement of long term Ends.
- 2. The cycle will start with the board's development of its agenda for the next year.
  - A. The Board will identify its priorities for Ends and other issues to be resolved in the coming year, and will identify information gathering

## Northwest Douglas County Chamber & EDC Policy Manual

necessary to fulfill its role. This may include consultations with selected groups in the ownership, other methods of gaining ownership input, governance education, and other education related to Ends issues (e.g. presentations by advocacy groups, other providers, staff, etc.)

- B. The chair will, at the commencement of the board's annual planning cycle, prepare for the Board's consideration a tentative agenda plan for the following year's meetings.
  - C. The chair will determine the agenda for any particular meeting, although board members are encouraged to recommend any appropriate matters for board consideration.
    - i. Any board member desiring to recommend any matter for board discussion will advise the chair of such matter at least ten days prior to the scheduled board meeting.
    - ii. The meeting agenda and packet are to be emailed to Board members at least one week prior to the scheduled board meeting.
    - iii. By an affirmative vote of a majority of the members of the board, or of those present at a meeting, additional matters may be added to the agenda of any board meeting.
3. Throughout the year, the board will attend to consent agenda items (those items delegated to the President yet required by law or contract to be Board approved) as expeditiously as possible.
- A. Removal of an item from the consent agenda requires a motion and approval by a majority of those in attendance at a given board meeting.
  - B. Other than Board review/approval of monitoring reports, monitoring and evaluation of President activities and performance will be included on the agenda only if monitoring reports or other data indicate policy violations, if policy criteria are to be debated or if the Board, for any reason, chooses to amend its monitoring schedule.

POLICY TYPE: GOVERNANCE PROCESS

4.5

POLICY TITLE: CHAIRPERSON'S ROLE

The Chairperson assures the integrity of the board's process and, secondarily, occasionally represents the board to outside parties.

Accordingly:

1. The job result of the chairperson is that the board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
  - A. Meeting discussion content will be only those issues which, according to board policy, clearly belong to the board to decide or to monitor.
  - B. Deliberation will be fair, open, and thorough, but also timely, orderly, and kept to the point.
2. The authority of the chairperson consists in making decisions that fall within topics covered by board policies on Governance Process and Board/Staff Linkage, except for employment/termination of the President, or where the board specifically delegates portions of this authority to others. The chairperson is authorized to use any reasonable interpretation of the provisions in these policies.
  - A. The chairperson is empowered to chair board meetings with all the commonly accepted power of that position (e.g. ruling, recognizing).
  - B. The chairperson has no authority to make decisions about policies created by the board within Ends and Executive Limitations policy areas. Therefore, the chairperson has no authority to supervise or direct the President.
  - C. The chairperson may represent the board to outside parties in announcing board-stated positions and in stating chair decisions and interpretations within the area delegated to him.
  - D. The chairperson may delegate this authority but remains accountable for its use.

- E. The chairperson may appoint members and a chairperson for each board committee, unless otherwise stipulated by board policies or the organization's bylaws.

POLICY TYPE: GOVERNANCE PROCESS

4.6

POLICY TITLE: 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. Accordingly:

1. Board members must represent un-conflicted loyalty to the interests of the Douglas County business community. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other boards or staffs. It also supersedes the personal interest of any board member acting as a consumer of the organization's services.
4. Board members must avoid conflict of interest with respect to their fiduciary responsibility.
  - A. There must be no self-dealing or any conduct of private business or personal services between any board member and the organization except as procedurally controlled to assure openness, competitive opportunity, and equal access to inside information.
  - B. When the board is to decide upon an issue about which a board member has an unavoidable conflict of interest, that board member shall absent herself or himself without comment from not only the vote but also from the deliberation.
  - C. Board members must not use their positions to obtain staff employment for themselves, family members or close associates. Should a board member seek staff employment, he or she must first resign from the board.
  - D. Board members will annually disclose their involvement with other organizations, with vendors, or any other associations that might produce a conflict.
3. Board members may not attempt to exercise individual authority over the organization except as explicitly set forth in board policies.



- A. Board members' interaction with the President must recognize the lack of authority vested in individuals except when explicitly board authorized.
  - B. Board members' interaction with public, 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.
  - C. Board members will give no consequence or voice to individual judgments of President performance.
4. Board members will respect the confidentiality appropriate to issues of a sensitive nature.

POLICY TYPE: GOVERNANCE PROCESS

4.7

POLICY TITLE: DIRECTORS' INDIVIDUAL RESPONSIBILITIES

The leadership success of the board is a direct result of the individual and collective participation of its members.

Therefore, each board member is expected to participate in the following ways:

- 1. Attendance - As board contemplation, deliberation and decision-making are processes that require wholeness, collaboration and participation, attendance at board meetings is required of board members.
  - A. Members may not be absent from more than 25% of the board's regularly scheduled meetings in any fiscal year. Any absence that exceeds this allotment may be interpreted as that member's resignation from the board.
- 2. Preparation and Participation - Board members will prepare for board and committee meetings and will participate productively in discussions, always within the boundaries of discipline established by the board. Each member will contribute his or her own knowledge, skills and expertise to the board's efforts to fulfill its responsibilities.
- 3. Members as Individuals - the President is accountable only to the board as an organization, and not individual board members. Accordingly, the relationship between the President and individual members of the board, including the board chair, is collegial, not hierarchical.

4. Volunteerism - As the functioning and success of the organization depend largely on the involvement and dedication of volunteers, board members are encouraged, but are not required, to serve as volunteers on operating committees. In view of the President's responsibility for operational activities and results, members of the board choosing, as individuals, to act as operational volunteers are subject to the direct supervision of the President.
5. Members with Good Standing - As board members are trustees representing the organization within its community, members are expected to remain in good standing within the community.

POLICY TYPE: GOVERNANCE PROCESS

4.8

POLICY TITLE: 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 President.

Accordingly:

1. Board committees are to help the board do its job, never to help or advise the staff. Committees ordinarily will assist the board by preparing policy alternatives and implications for board deliberation, or in undertaking activities not delegated to the President. In keeping with the board's broader focus, board committees will normally not have direct dealings with current staff operations.
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 President.
3. Board committees cannot exercise authority over staff. Because the President works for the full board, she will not be expected to obtain approval of a board committee before an executive action.
4. Board committees are to avoid over-identification with organizational parts rather than the whole. Therefore, a board committee which has helped the board create policy on some topic will not be used to monitor organizational performance on that same subject.

## Northwest Douglas County Chamber & EDC Policy Manual

5. Committees will be used sparingly and ordinarily in an ad hoc capacity. Each Board committee shall be assigned specific goals to be accomplished, within the limits of its authority.
6. This policy applies to any group which is formed by board action, whether or not it is called a committee and regardless whether the group includes board members. It does not apply to committees formed under the authority of the President.

### POLICY TYPE: GOVERNANCE PROCESS

#### 4.9

#### POLICY TITLE: BOARD COMMITTEE STRUCTURE

A committee is a board committee only if its existence and charge come from the board, regardless of whether board members sit on the committee. The only board committees are those which are set forth in this policy. Unless otherwise stated, a committee ceases to exist as soon as its task is complete. With the exception of the President Contract Committee, the President will serve as a non-voting member of each committee.

1. Resources Committee -
  - A. Product: Ongoing assessment of board performance; developed and refined board position descriptions; properly screened and oriented slate of nominees for officers and of new directors presented to the board in October of each year, or as necessary.
  - B. Composition: Chair, Chair-elect, and two at-large members of the Board. The committee will be chaired by the current Chair.
2. Inter-board Committee -
  - A. Product: Liaison to the leadership of organizations and committees affecting Douglas County businesses; inter-board events, joint efforts and other interactions capable of contributing to the success of business in Douglas County.
  - B. Composition: Chair, past-chair, and at least two at-large members of the Board.
3. President Contract Committee -
  - A. Product: Recommendation to the Board for contract terms for the President - presented to the Board at the first quarter Board meeting.

B. Composition: Chair, Past Chair, Treasurer/Secretary

POLICY TYPE: GOVERNANCE PROCESS

4.10

POLICY TITLE: BOARD SIZE, NOMINATION, ELECTION & TERM LIMITS

The Resources Committee will properly screen and nominate, for board consideration, the Board Chair, Chair-Elect, and Secretary and will nominate a slate of individuals to fill vacancies on the board.

Accordingly:

1. The Resources Committee will be chaired by the current board chair. Other members will include the current board chair, the current board chair-elect, and may include up to two members to be elected annually by the board.
2. Nominations for chair, chair-elect and secretary and for individuals to fill vacant board seats will be made and voted upon at the fourth quarter board meeting.
3. Members of the board shall three-year terms. The only exceptions to this policy are:
  - A. The board chair, who will serve two years as chair and the following year as a board member and;
  - B. The board chair-elect, who will serve one year as board chair-elect, and will serve the following two years as board chair.
4. Re-nomination/nomination of board members may be based upon such factors as the Resources Committee deems appropriate, including a prospective board member's personal knowledge, skills, demonstrated leadership and commitment to the organization, professional relationships, professional associations and, for existing board members, fulfillment of individual directors' responsibilities. In addition, as the organization's needs may change over time, it is expected that the Resources Committee may find it necessary to replace at least some members whose current terms are expiring with individuals who may better satisfy such needs.

POLICY TYPE: GOVERNANCE PROCESS

4.11

POLICY TITLE: COST OF GOVERNANCE

Because poor governance can cost far 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 assure governing with excellence.
  - A. Training and retraining will be used appropriately and as needed to orient new board members and candidates for board membership, as well as to maintain and increase existing board member skills and understandings.
  - B. Outside monitoring assistance will be arranged so that the board can exercise confident control over organizational performance. This includes, but is not limited to, fiscal audit.
  - C. Outreach mechanisms will be used as needed to ensure the board's ability to listen to Douglas County business community viewpoints and values.
2. Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior capability.