



WESTFIELD
CHAMBER OF COMMERCE

POLICY MANUAL

WESTFIELD CHAMBER OF COMMERCE
WESTFIELD, INDIANA

ADOPTED XX, 2021

INTRODUCTION

In the following pages, the board policy manual is presented consistent with the principles of the Policy Governance® model. This manual contains policies in the Ends, Executive Director Limitations, Board-Management Delegation, and categories.

The policy templates were initially developed by John Carver and have been amended by John and Miriam Carver over several years. They demonstrate one of Policy Governance's greatest strengths: its use enables a board to address, at the broadest levels, all organizational circumstances.

Board-Management Delegation policies (Section 3) embody principles about the connection between governance and management employed by all Policy Governance boards that use an Executive Director function.

Governance Process policies (Section 4) describe basic principles about the Board's job, its relationship to members, its use of officers and committees, and specific expectations of how a board will carry out its work. Policies in these two sections are similar across the variety of boards using Policy Governance.

Since boards tend to share common values regarding the operational means they would deem unacceptable, Executive Director Limitations policies (Section 2) do not differ significantly among Policy Governance boards.

While the principles articulated in the Governance Process, Board-Management Delegation, and Executive Director Limitations policies are integral to the systematic accountability that Policy Governance offers, the specific wording and specificity of the policies adopted are a conscious choice made by Westfield Chamber of Commerce.

ADOPTED POLICIES

Ends

1.0 Ends Policy

Executive Director Limitations

- 2.0. Global ELL Constraint
- 2.1. Treatment of Members
- 2.2. Treatment of Volunteers
- 2.3. Treatment of Vendor Partners
- 2.4. Financial Condition and Activities
- 2.5. Financial Planning and Budgeting
- 2.6. Emergency Executive Director Succession
- 2.7. Asset Protection
- 2.8. Compensation to Contractors
- 2.9. Communication and Support to the Board

Board-Management Delegation

- 3.0. Global Governance-Management Connection
- 3.1. Unity of Control
- 3.2. Accountability of the ED
- 3.3. Delegation to the ED
- 3.4. Monitoring ED Performance

Governance Process

- 4.0. Global Governance Commitment
- 4.1. Governing Style
- 4.2. Board Job Products
- 4.3. Agenda Planning
- 4.4. Chief Governance Officer's Role
- 4.5. Board Members' Code of Conduct
- 4.6. Board Committee Principles
- 4.7. Board Committee Structure
- 4.8. Governance Investment

DEFINITIONS

Board-Management Delegation: The policy category defines the means by which the Board delegates authority to the Executive Director (ED), including how the Board will monitor organizational performance.

Ends: Policy category that addresses expected organizational performance. Policies are a threefold concept of the Chambers organizational impacts in terms of results, recipients, and the worth or value of the benefits produced. Anything that is not defined as Ends is a means issue.

Executive Director (ED): For accountability, one person is hired by the Chamber Board of Directors to be responsible to the Board for fulfilling its Ends and complying with the stated limitations on means, and that person is the employee designated as Westfield Chamber Executive Director.

ED Limitations: Policy category that defines constraints on the means used or the boundaries placed on the Executive Director's authority. Means for achieving organizational Ends are not recommended or set by the Board. Instead, unacceptable means are defined in ED Limitations.

Governance Process: Policy category that defines the means by which the Board will conduct its work, monitor its performance, and enforce discipline upon itself. Governance Process policies (Section 4) describe basic principles about the Board's job, its relationship to members, its use of officers and committees, and specific expectations of how a board will carry out its work.

Monitoring: Policy Governance® boards require monitoring reports for each of their Ends and Executive Director (ED) Limitation policies. Monitoring reports provide the Board with a clear, concise sense of whether the Westfield Chamber achieves what it must and avoids unacceptable.

Policy: A statement that is an expression of the Westfield Chamber board of directors' values and principles to guide decisions. The four categories' policies are sequenced according to the range of control from the broadest (most general) statement to the narrowest (more defined).

Policy Type: Ends

Preamble – The Westfield Chamber is a sustainable association model. Sustainable means that members have the assurance that they can turn to the Westfield Chamber year after year. [Members can depend on the Westfield Chamber to meet current and future needs.]

Policy Title: 1.0. Global Ends

- a. The Westfield Chamber exists to promote and perpetuate the business, agricultural, commercial, manufacturing, civic, cultural, recreational, educational, and spiritual interests of the Westfield Washington area and its trade area. Additionally, the Chamber will encourage, foster, and stimulate commerce, trade, business, finance, and professional activity in the City of Westfield and Washington Township; to work toward and assist in the elimination and reform of unethical business practices, conduct, and abuses in such areas; to stimulate, encourage and promote cooperation and friendly exchange among businesspeople; to promote, advance and stimulate civic, business, commercial, industrial and agricultural interest and the general welfare of the City of Westfield and Washington Township; to acquaint and inform the public as to the Chamber's objectives; to stimulate public opinion and reaction to these ends by providing information, and to promote other civic, educational, commercial, industrial, social and public functions to help attain these objectives.
- b. Further, without restricting the above global statement:
 1. Expand membership, increase resources, and augment the number of individual members engaged with the Chamber regularly.
 2. Provide relevant and holistic development and educational experiences that align with our Values.
 3. Provide opportunities through social media, web, and print that promote businesses through networking, exchanging ideas, and referrals.
 4. Members have affordable, high volume, high-quality content, and intelligent educational resources to generate and sustain and aid in the development of their business, including in-person and online programming
 5. Members have critical networking and peer group development resources
 6. Members advance within their chosen profession
 7. Members are knowledgeable about the methods available to communicate the value of their business to decision-makers
 8. Members receive support from colleagues and coaches in the field, have confidence in the best practices modeled, and receive resources/samples for work being done in the field

Policy Type: Executive Director (ED) Limitations

Executive Director (ED) The Global ED Constraint policy is the broadest of all ED Limitations policy category policies and, therefore, the most open to interpretation. Any additional ED Limitations policies will merely be a narrowing of the provisions of this policy. The examples that follow demonstrate such further narrowing. The ED is granted the authority to use any reasonable interpretation of the Board's words.

Policy Title: 2.0. Global ED Constraint

- a. The ED 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.

Policy Title: 2.1. Treatment of Members

- a. Concerning interactions with members or those applying to be members, the ED shall not cause or allow conditions, procedures, or decisions that are unsafe, untimely, undignified, or unnecessarily intrusive.
- b. Further, without limiting the scope of the foregoing by this enumeration, the ED shall:
 1. Not elicit information for which there is no apparent necessity
 2. Use methods of collecting, reviewing, transmitting, or storing member information that fails to protect against improper access to the material elicited
 3. Operate facilities with appropriate accessibility and privacy
 4. Establish with members a clear understanding of what may be expected and what may not be expected from the service offered
 5. Inform members of this policy or 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. Have a privacy policy

Policy Title: 2.2. Treatment of Volunteers

- a. Concerning the treatment of volunteers, the ED shall not cause or allow unfair, undignified, disorganized, or unclear conditions.
- b. Further, without limiting the scope of the foregoing by this enumeration, the ED shall not:
 1. Operate without written rules that (a) clarify rules for volunteers, (b) provide for effective handling of grievances, and (c) protect against wrongful conditions, and (d) grossly preferential treatment for personal reasons
 2. Allow volunteers to be unprepared to deal with emergencies
 3. Fail to provide volunteers with meaningful recognition and feedback regarding the impact of service

Policy Title: 2.3. Treatment of Vendor Partners

- a. Concerning the treatment of vendor partners, the ED shall not cause or allow unfair, undignified, disorganized, or unclear conditions.
- b. Further, without limiting the scope of the foregoing by this enumeration, the ED shall not:
 1. Operate without written business agreement (a) protect against conflict of interest or appearances of partiality, and (b) provide for proper and timely handling of complaints or grievances.
 2. Use methods of collecting, reviewing, transmitting, or storing vendor partner information that fails to protect against improper access to the material elicited
 3. Fail to establish with vendor partners a clear understanding of what may be expected and what may not be expected from the service offered
 4. Fail to execute contracts with vendor partners that minimize the risk of nonperformance and confirm the appropriate scope of those contracts

Policy Title: 2.4. Financial Condition and Activities

- a. Concerning the actual, ongoing financial condition and activities, the ED shall not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from board priorities established in Ends policies.
- b. Further, without limiting the scope of the foregoing by this enumeration, the ED shall not
 1. Expend more funds than have been budgeted in the fiscal year to date
 2. Incur unbudgeted debt
 3. Use any long-term reserves
 4. Conduct interfund shifting in amounts more significant than can be restored to a condition within sixty days
 5. Fail to settle debts on time
 6. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed
 7. The ED shall not make a single purchase or commitment of greater than \$2,500. Splitting orders to avoid this limit is not acceptable.
 8. Acquire, encumber, or dispose of real property
 9. Fail to pursue receivables after a reasonable grace period aggressively

Policy Title: 2.5. Financial Planning and Budgeting

- a. The ED shall not cause or allow financial planning for any fiscal year or the remaining part of any fiscal year to deviate materially from the Board's Ends priorities, risk financial jeopardy, or fail to be derived from a multiyear plan.
- b. Further, without limiting the scope of the foregoing by this enumeration, there will be no financial plans that
 1. Risk incurring those situations or conditions described as unacceptable in the board policy "Financial Condition and Activities."
 2. Omit credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions
 3. The budget prepared in time for the annual board retreat

Policy Title: 2.6. Emergency ED Succession

- a. To protect the Board from the sudden loss of ED services, the ED shall not permit fewer than two other staff or board members sufficiently familiar with the Board and ED issues and processes to enable either to take over reasonable proficiency as an interim successor.

Policy Title: 2.7. Asset Protection

- a. The ED shall not cause or allow corporate assets to be unprotected, inadequately maintained, or unnecessarily risked.
- b. Further, without limiting the scope of the foregoing by this enumeration, the ED shall not
 1. Fail to insure against theft and casualty losses to at least 80 percent of replacement value and against liability losses to board members and the organization itself in an amount more significant than the average for comparable organizations
 2. Allow unbonded personnel access to material amounts of funds
 3. Unnecessarily expose the organization, its Board, or its staff to claims of liability
 4. Fail to protect intellectual property, information, and files from loss or significant damage
 5. Invest or hold operating capital in insecure instruments, including uninsured checking accounts and bonds of less than AA rating at any time, or in non-interest-bearing accounts except where necessary to facilitate ease in operational transactions
 6. Endanger the organization's public image, its credibility, or its ability to accomplish ends
 7. Change the organization's name or substantially alter its identity in the industry or its programs

Policy Title: 2.8. Staff Compensation

- a. Concerning employment, compensation, and benefits to consultants, contract workers, and volunteers, the ED shall not cause or allow jeopardy to financial integrity or public image.
- b. Further, without limiting the scope of the foregoing by this enumeration, the ED shall not
 1. Promise or imply permanent or guaranteed employment before budget approval

Policy Title: 2.9. Communication and Support to the Board

- a. The ED shall not cause or allow the Board to be uninformed or unsupported in its work.
- b. Further, without limiting the scope of the foregoing by this enumeration, the ED 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 promptly 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 the ED's 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 working relationship between the Board and the ED
6. Present information in an 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 the official Board, officer, or committee communications¹²
8. Fail, when addressing official business, to deal with the Board 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 ED yet required by law, regulation, or contract to be board-approved
10. Fail to provide the Board with a monthly report of activity highlights in months without scheduled board meetings

Policy Title: 3.0. Global Governance-Management Connection

The Board's sole official connection to the operational organization, its achievements, and its conduct will be through the chief staff person, titled Executive Director (ED).

Policy Title: 3.1. Unity of Control

- a. Only officially passed motions of the Board are binding on the ED.
 1. Decisions or instructions of individual board members, officers, or committees are not binding on the ED except in rare instances when the Board has expressly authorized such exercise of authority.
 2. In the case of board members or committees requesting information or assistance without Board authorization, the ED can refuse, with an explanation. Such requests require a material amount of staff time or funds or are disruptive, in the ED's opinion.

Policy Title: 3.2. Accountability of the ED

- a. The ED is the Board's only link to operational achievement and conduct. As far as the Board is concerned, all authority and accountability of staff are considered the authority and accountability of the ED.
 1. The Board will never give instructions to persons who report directly or indirectly to the ED.
 2. The Board will view ED performance as identical to organizational performance. The Westfield Chamber achieves what it should on behalf of its members and avoids unacceptable situations and activities proscribed by the Board in limitations.
 3. The Board evaluates the organization's performance using Ends and Executive Director Limitations monitoring reports. Criteria for ED performance is established in these policies, along with the annual list of priorities or goals

Policy Title: 3.3. Delegation to the ED

- a. The Board will instruct the ED through written policies that prescribe the organizational ends to be achieved and describe organizational situations and actions to be avoided, allowing the ED to use any reasonable interpretation of these policies.
 1. The Board will develop policies instructing the ED to achieve specified results for members at a specified cost. These policies will be developed systematically from the broadest, most general level to more defined levels and called Ends policies. All issues that are not ends issues as defined here are means issues.
 2. The Board will develop policies that limit the latitude the ED 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 Director Limitations policies. The Board will never dictate or prescribe organizational means delegated to the ED.
 3. Suppose the ED uses any reasonable interpretation of the Board's Ends and Executive Director Limitations policies. In that case, the ED is authorized to

establish all internal operational policies, make all decisions, take all actions, establish all practices, and pursue all activities. Such decisions of the ED shall have full force and authority as if decided by the Board.

4. The Board may change its Ends and Executive Director Limitations policies, thereby shifting the boundary between board and ED domains. By doing so, the Board changes the latitude of choice given to the ED. But as long as any particular delegation is in place, the Board will respect and support the ED's choices.

Policy Title: 3.4. Monitoring ED Performance

- a. Systematic and rigorous monitoring of ED job performance will be solely against the only expected ED job outputs: the organizational accomplishment of board policies on ends and organizational operation within the board policies' boundaries on Executive Limitations.
 1. Monitoring is to determine the degree to which board policies are being met. Information that does not do this will not be considered to be monitoring information.
 2. The Board will have an annual evaluation.
 3. The Board will form an HR Committee consisting of two members the Chairperson and the Treasurer, and one representative from each additional entity under the ED's responsibility. The HR Committee will meet no less than twice (2) per calendar year and whenever a meeting is requested by the Board, a subsidiary, or the ED.
 4. In every case, the Board will judge (a) the reasonableness of the ED's interpretation and (b) whether data demonstrate the interpretation's accomplishment.
 5. All policies that instruct the ED will be monitored at a frequency and chosen by the Board. The Board can monitor any policy at any time by any method but will ordinarily depend on a routine schedule.

Policy	Number	Frequency	Month
Ends	1.0	Annually	
Global Executive Constraint	2.0	Annually	
Treatment of Members	2.1	Annually	
Treatment of Volunteers	2.2	Annually	
Treatment of Vendor Partners	2.3	Annually	
Financial Condition & Activities	2.4	Biannually	
Financial Planning & Budgeting	2.5	Annually	
Emergency ED Succession	2.6	Annually	
Asset Protection	2.7	Annually	
Staff Compensation	2.8	Annually	
Communication and Support	2.9	Annually	
	3.0		

Policy Title: 4.0. Global Governance Commitment

The purpose of the Board, on behalf of its members, is to see to it that the Westfield Chamber of Commerce (a) achieves appropriate results for members at a reasonable cost and (b) avoids unacceptable actions and situations (as prohibited in board Executive Director Limitations policies).

Policy Title: 4.1. Governing Style

- a. The Board will govern lawfully, observing the principles of the Policy Governance model, with an emphasis on (a) outward vision rather than an internal preoccupation, (b) encouragement of diversity in viewpoints, (c) strategic leadership more than administrative detail, (d) clear distinction of Board and Executive Director roles, (e) collective rather than individual decisions, (f) future rather than past or present, and (g) proactivity rather than reactivity.
 1. The Board will cultivate a sense of group responsibility. The Board, not the ED, will be responsible for excellence in governing. The Board will be the initiator of policy, not merely a reactor to ED or staff initiatives.
 2. The Board will not use the expertise of individual members to substitute for the judgment of the Board. However, individual members' expertise may be used to enhance the board's understanding as a body.
 3. The Board will direct, control, and inspire the organization by carefully establishing broad written policies reflecting the Board's values and perspectives. The Board's primary policy focus will be on the intended long-term impacts outside the staff organization, not on the administrative or programmatic means of attaining those effects.
 4. 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. Although the Board can change its Governance Process policies at any time, it will scrupulously observe those currently in force.
 5. Continual Board development will include orientation of new board members in the Board's Governance Process and periodic Board discussion of process improvement.
 6. The Board will allow no officer, individual, or committee of the Board to hinder or serve as an excuse for not fulfilling group obligations.
 7. The Board will monitor and discuss the Board's process and performance at each meeting. Self-monitoring will include comparing board activity and discipline to policies in the Governance Process and Board-Management Delegation categories.

Policy Title: 4.2. Board Job Products

- a. As an informed agent of the membership, specific job outputs of the board ensure appropriate organizational performance.
- b. Accordingly, the Board has direct responsibility to create
 1. The linkage between the membership and the operational organization

2. Written governing policies that realistically address the broadest levels of all organizational decisions and situations
 - a. Ends: organizational products, impacts, benefits, outcomes, and their relative worth for members
 - b. Executive Director limitations: constraints on ED authority that establish the prudence and ethics boundaries within which all WESTFIELD CHAMBER activity and decisions must take place
 - c. Governance process: specification of how the Board conceives, carries out, and monitors its tasks
 - d. Board-management delegation: how power is delegated and its proper use; the ED's role, authority, and accountability
3. Assurance of successful organizational performance on Ends and Executive Director Limitations.

Policy Title: 4.3. Agenda Planning

- a. To accomplish its job products with a governance style consistent with board policies, the Board will follow an annual agenda that (a) completes a reexplanation of Ends policies annually and (b) continually improves board performance through board education and enriched input and deliberation.
 1. The cycle will conclude each year at the Annual Retreat 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. Consultations with selected groups in the membership or other gaining membership input methods will be determined and arranged in the last quarter to be held in the next year.
 - b. Governance education and education related to ends determination (presentations by futurists, demographers, advocacy groups, staff, and so on) will be arranged in the last quarter, to be held in the next year.
 - c. A board member may recommend or request an item for board discussion by submitting the item to the Chairperson no later than five days before the board meeting.
 3. Throughout the year, the Board will attend to consent agenda items as expeditiously as possible.
 4. Discussions about ED monitoring will be included on the agenda if monitoring reports show policy violations, if policy criteria are to be debated, or if the Board, for any reason, chooses to debate amending its monitoring schedule.

Policy Title: 4.4. Chairperson's Role

- a. The Chairperson, a specially empowered member of the Board, ensures the board's integrity and occasionally represents the Board to outside parties.
 1. The assigned result of the Chairperson's job is that the Board behaves consistently with its own rules and those legitimately imposed on it from outside the organization.
 - a. Meeting discussion content will consist solely of issues that belong to the Board to decide or to monitor according to board policy, including providing input to the ED when requested.
 - b. Information that is for neither monitoring performance nor board decisions will be avoided or minimized and always noted as such.
 - c. Deliberation will be fair, open, and thorough and timely, orderly, and kept to the point.
 2. The Chairperson's authority consists of making decisions that fall within topics covered by Board policies on Governance Process and Board-Management Delegation, except for (a) employment or termination and (b) areas 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 powers of that position, such as ruling and recognizing.
 - b. The Chairperson has no authority to make decisions about the board's policies within Ends and Executive Director Limitations policy areas. Therefore, the Chairperson has no authority to supervise or direct the ED.
 - c. The Chairperson may represent the Board to outside parties in announcing board-stated positions and in stating Chairperson's decisions, and interpretations within the area delegated to her or him.
 - d. The Chairperson may delegate this authority but remains accountable for its use.

Policy Title: 4.5. Board Members' Code of Conduct

- a. 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 membership, unconflicted by loyalties to staff, other organizations, or any personal interests as consumers.
 2. Members must avoid conflict of interest concerning their fiduciary responsibility.
 - a. There will be no self-dealing or business by a member of the organization. Members will annually disclose in writing (i.e., Conflict of Interest Statement form) their involvements with other organizations or with vendors and any associations that might be reasonably seen as representing a conflict of interest. B. When the board decides on which a member has an unavoidable conflict of interest, that member shall

- absent herself or himself without comment not only from the vote but also from the deliberation.
3. Board members may not attempt to exercise individual authority over the organization.
 - a. Members' interaction with the Executive Director 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, news organizations, 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. This does not preclude members from interacting with the public, news organizations, or other entities as subject matter experts or organizational ambassadors when possible; board members should defer to ED or Chairperson.
 - c. In addition to participation in board deliberation about whether the Executive Director has achieved any reasonable interpretation of board policy, members will provide feedback regarding the performance of employees to the Executive Director and feedback regarding the Executive Director's performance to the Chairperson.
 4. Members will respect the confidentiality appropriate to issues of a sensitive nature.
 5. Members will be adequately prepared for board deliberation.
 6. Members will support the legitimacy and authority of the board's final determination on any matter, irrespective of the member's position on the issue.
 7. Members are available to contribute no fewer than 20 hours as operational volunteers directed by staff each year.
 8. Members will attend no fewer than X events.

Policy Title: 4.6. Board Committee Principles

- a. When used, board committees will be assigned to reinforce the wholeness of the Board's job and never to interfere with delegation from Board to Executive Director.
 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. In keeping with the Board's broader focus, board committees will typically not directly deal 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 to not conflict with authority delegated to the Executive Director.
 3. Board committees cannot exercise authority over staff. Because the Executive Director works for the full Board, he or she will not be required to obtain a board committee's approval before an executive action.
 4. Board committees are to avoid overidentification with organizational parts rather than the whole. Therefore, a board committee that has helped the Board create a policy on some topics will not monitor organizational performance on that same subject.

5. Committees will be used sparingly and ordinarily in an ad hoc capacity.
6. This policy applies to any group formed by board action, whether it is called a committee and regardless of whether the group includes board members. It does not apply to committees formed under the Executive Director's authority to assist with operational work or tasks.

Policy Title: 4.7. Board Committee Structure

- a. 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 that are outlined in this policy. Unless otherwise stated, a committee ceases to exist as soon as its task is complete.
 1. Membership Linkages Committee
 - a. *Product:* Options and implications for board consideration concerning the ends decisions to be made by the Board regarding members' needs—by no later than August 31 of each year.
 - b. *Authority:* To incur costs of no more than \$1,000 in direct charges and no more than fifty hours of staff time per year.
 2. Nominating Committee
 - a. *Product:* Slate of nominees presented to the Board—by no later than September 30 of each year.
 - b. *Authority:* To incur costs of no more than \$1,000 in direct charges and no more than twenty hours of staff time per year.
 3. Audit Committee
 - a. *Product:* Determination of whether to initiate an audit and specification of the scope of audit—by no later than August 31 of each year.
 - b. *Authority:* To incur no more than \$1,000 in direct charges and use of no more than fifty hours of staff time per year.
 4. HR Committee
 - a. XX
 5. Executive Committee
 - a. XX

Policy Title: 4.8. Governance Investment

- a. Because poor governance costs more than learning to govern well, the Board will invest in its governance capacity.
 1. Board skills, methods, and supports will be sufficient to ensure governing with excellence.
 - a. Training and retraining will be used liberally to orient new members and candidates for membership and maintain and increase existing 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, financial audits.
 - c. Outreach mechanisms will be used as needed to ensure the Board's ability to listen to member viewpoints and values.
 2. Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior capability.

- a. Up to \$15,000 per year for an independent third-party audit.
 - b. Up to \$20,000 per year for training, including new board member orientation, attendance at conferences and workshops, and consulting services to support capacity building (e.g., governance, planning, technology).
 - c. Up to \$10,000 per year for surveys, focus groups, and opinion analyses.
3. The Board will establish its cost of governance budget for the next fiscal year during August.