



## **Board of Directors**

# **Governing Policies Manual**

Revision approved by the Board May 23, 2023

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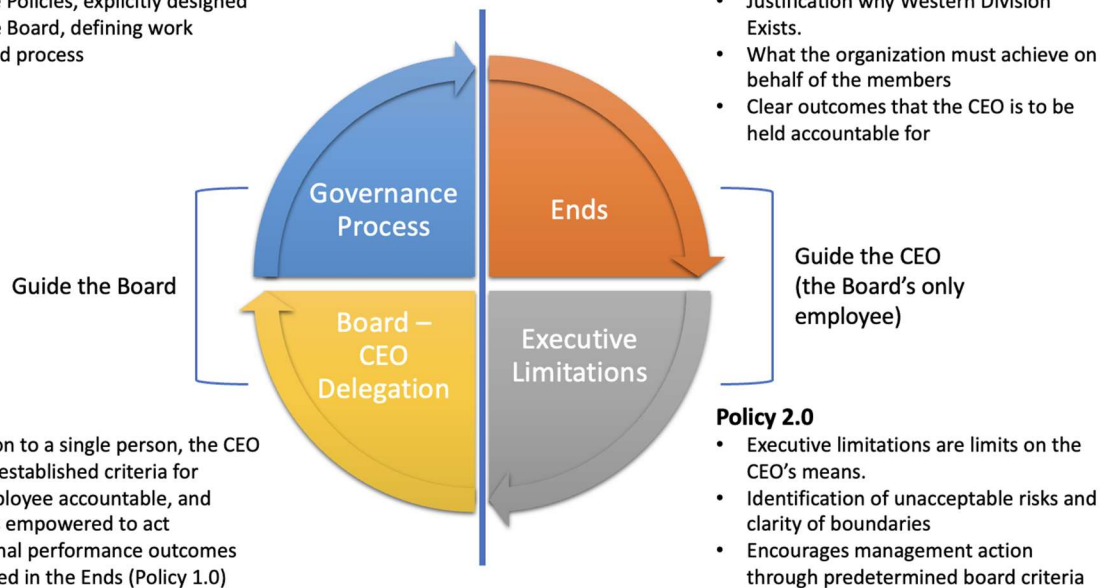
## Introduction:

This Policy Governance Manual represents PSIA-AASI Western Division's Board of Directors' (the Board's) values expressed in governing policies through a Governance Process, Board – CEO Delegation, Ends and Executive (Management) Limitations.

### Policy Governance Model\*

#### Policy 4.0

- Governance Policies, explicitly designed to guide the Board, defining work products and process



#### Policy 1.0

- Justification why Western Division Exists.
- What the organization must achieve on behalf of the members
- Clear outcomes that the CEO is to be held accountable for

#### Policy 3.0

- Board delegation to a single person, the CEO
- Ensures preestablished criteria for holding employee accountable, and employee is empowered to act
- Organizational performance outcomes are addressed in the Ends (Policy 1.0)

#### Policy 2.0

- Executive limitations are limits on the CEO's means.
- Identification of unacceptable risks and clarity of boundaries
- Encourages management action through predetermined board criteria

\* Policy Governance Model provided by Sherry Jennings, Founder and Principle, Sound Governance

- The Board dictates its own work products and processes through *Governance Policies*. Governance Policies speak to the board but do not speak to the CEO.
- The *Board – CEO Delegation* policies specify that the Board is delegating the Board's legitimate authority for the management of the organization to the CEO. The delegation policies dictate how the Board will monitor, evaluate, and reward proper use of that authority.
- The Board is explicitly delegating operational matters to the CEO through *Ends and Executive Limitations*. Both Ends and Executive Limitations are "parameters" that govern the CEO, provide parameters for holding the CEO accountable and also empowering the CEO to act within those parameters.

This Governing Policies Manual (GPM) contains the current standing (ongoing) performance standards, values, and expectations of the Board.

1. **Purpose:** This Manual is designed to help the Board approach decisions from the perspective of its own, previously established standards, values and expectations by:
  - A. Elevating efficiency by having all ongoing Board policies in one place.
  - B. Quickly orienting new Board members to current policies.
  - C. Eliminating redundant or conflicting policies.

- D. Having greater ease of reviewing current policy when considering new issues.
- E. Providing clear, proactive policies to guide the CEO and staff, as well as Board officers, members and committees.
- 2. **Consistency:** The Board will ensure that each policy in this document is to be consistent with the law, the Articles of Incorporation and the Bylaws, all of which have precedence over these Board policies. Except for time-limited or procedural-only Board decisions (approving minutes, electing an officer, etc.), which are recorded in Board meeting minutes, all standing Board policies shall be included or referred to in this document. The CEO is responsible for developing operational and administrative policies and procedures that are consistent with the standards set forth in this Manual.
- 3. **Transition:** Unless a prior Board resolution or contract obligates the organization regarding a specific matter, these updated standards supersede previous Board resolutions. If an actual or apparent conflict arises between this Manual and other policies or Board resolutions, the matter shall be brought to the Board's attention for resolution.
- 4. **Changes:** The Board will regularly review these policies and, as appropriate, refine them. Proposed revisions may be submitted for Board consideration, by any Board member or by the CEO. Whenever changes are adopted, the updated document should be dated and promptly disseminated to the Board and CEO.
- 5. **Specificity:** Each new policy will be drafted to fit into the appropriate section of the Manual. For consistency, policies should be drafted starting with the broadest policy statement, then adding specificity down to the level of detail that the Board finds appropriate/necessary for Board action or in delegating to the CEO. The Board will afford discretion for implementation (allowing reasonable interpretation) when delegating further decisions to the Board Chair, Board Committees, or the CEO.

## Board Norms:

The Board of Directors for the PSIA-AASI Western Division will abide by these Board Norms:

- We will be guided by our GPM 4.1.3 & 4.1.7 that we hold ourselves accountable to work to benefit our members
- We will welcome diversity of thought GPM 4.1 (c)
- Be present and prepared GPM 4.1 (f), 4.1.1 & 4.1.2 – every individual is held accountable for good decision-making processes
- Be board focused on strategic vs. operational GPM 4.1 (b) & (d); GPM 4.1.3
- Check ego at the door GPM 4.1.4 – it's a team effort
- Presume positive intent GPM 4.1 (a)

## Policy 1.0 Ends/Priority Results

**VISION:** *Create lifelong adventures through education*

**MISSION:** *To promote exceptional standards at all levels and disciplines of snowsports instruction. Build leadership in individuals through education, training and adventure. Inspire a lifelong passion for snowsports, adventure and the mountain experience. Connect snowsports instructors of the world in order to share, learn and grow.*

### 1.0 BROADEST END:

**PSIA-AASI Western exists to create a diverse inspirational community focused on professional development and personal growth for our members.**

Guidance of performance metrics

- NPS

### Priority Results:

**1.1 Members have access to utilize and receive values from relevant and inspirational education.**

Guidance of performance metrics

- Membership participation percentage %
  - Certification events
  - Other events
- Overall membership count
- Retention % age target
- NPS

**1.1.A Provide multi-path programming that supports experiential learning.**

Guidance of performance metrics

- Same as 1.1

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

Guidance of performance metrics

- Member survey responses

**1.3. Individual members will have a seamless experience while realizing value through communication, collaboration, and efficiencies between PSIA-AASI Partners.**

Guidance of performance metrics

- Member survey responses

**1.4. Snowsports schools and resort operators demonstrate exceptional demand for innovative PSIA-AASI Western services.**

Guidance of performance metrics

- Initiate a survey with Resort Operators
- NSAA results
- School survey responses

## **Policy 2.0 Executive Limitations**

The CEO will not cause or allow any practice, activity, decision or organizational circumstance that is illegal, imprudent, or in violation of commonly accepted business and professional ethics and practices.

## **Policy 2.1 Treatment of Members**

With respect to interactions with PSIA-AASI W members, the CEO will not cause or allow conditions or procedures which are unfair, unsafe, untimely, unresponsive, undignified or which fail to provide appropriate confidentiality.

Further, the CEO will not:

1. Collect, review, transmit, store or destroy member/division information without protecting against improper access to that information.
2. Operate without clearly conveying to members/divisions what may be expected from the services offered.
3. Operate without informing members, as appropriate, of this policy, and without having in place a complaint/response process to address concerns raised by members.

## Policy 2.2 Treatment of Staff and Volunteers

With respect to the treatment of volunteers and employees, the CEO will not cause or allow conditions that are unfair, unsafe, or undignified.

Further, pertaining to volunteers, the CEO will not:

1. Operate without providing interested member volunteers opportunities for meaningful involvement with a contribution to PSIA-AASI W's Ends.
2. Operate without maintaining and ensuring that volunteers who hold positions of trust in PSIA-AASI W (e.g. committee and task force members, etc.) review and commit to abide by a Code of Ethics/Statement of Personal and Professional Standards of Conduct and sign the Volunteer Declaration Form.

Pertaining to employees, the CEO will not:

3. Operate without ensuring employees are provided with written personnel policies, reviewed by qualified legal counsel, which clarify personnel rules for employees, provide for effective handling of complaints/grievances and protect against wrongful conditions.
4. Allow employees to be unaware of the Board's governing policies including, but not limited to, this Treatment of Staff policy, along with the CEO's interpretations of staff's protections under this policy.
5. Retaliate or allow retaliation against an employee for non-disruptive, internal expression of dissent, or for reporting to management or to the Board of Directors (per the process for handling of grievances in the personnel policies) acts or omissions by PSIA-AASI W personnel, management or the Board of Directors that the employee believes, in good faith and based on credible information, constitutes a violation of state or federal law or a governing policy of the Board.
  - a. Employees may not be prevented from grieving to the Board when (a) internal grievance procedures outlined in the Personnel Manual have been exhausted and (b) the employee alleges that Board policy has been violated.
6. Allow staff to be unprepared to deal with reasonably foreseeable emergencies.
7. Allow staff to be unprepared to deal with reasonably foreseeable emergencies.



### **Policy 2.3 Treatment of Contractors and Vendors**

With respect to the treatment of contractors and vendors, the CEO shall not cause or allow conditions that are unfair, undignified, disorganized, or unclear.

Further, without limiting the scope of the foregoing by this enumeration, the CEO shall not:

1. Operate without written business agreement and procurement rules that (a) protect against conflict of interest or appearances of partiality, (b) provide for informing contractors and vendors of appropriate regulations or conduct policies, and (c) provide for effective and timely handling of complaints or grievances.
2. Use methods of collecting, reviewing, transmitting, or storing contractor and vendor information that fail to protect against improper access to the material elicited.
3. Fail to execute contracts with contractors and vendors that minimize the risk of nonperformance and confirm the appropriate scope of those contracts.

## Policy 2.4 Financial Condition and Activities

With respect to financial condition and activities, the CEO will not cause or allow the development of fiscal jeopardy, or a material deviation of actual expenditures from the Board's Ends priorities.

Further, the CEO will not:

1. Allow liquid assets to drop below \$25,000
2. Borrow funds (with exception of credit cards used for normal business purposes paid in full each month).
3. Use Board-designated Investment Reserve funds without the approval the division's Board.
4. Have less than 1.5% designated to the long-term reserve account of the gross revenue in the yearly budget. This will be in effect until the balance of the long-term reserve account is at least 50% of the gross revenue in any given yearly budget.
5. Use Education Foundation funds without the approval of the Education Foundation Board.
6. Operate without settling payroll obligations and payables in a timely manner.
7. Allow tax payments or other government ordered payments or filings to be overdue or inaccurately filed.
8. Execute a purchase commitment, check, or electronic funds transfer to operations that are not accounted for under Policy 3.6 Financial Planning and Budgeting.
9. Allow any purchase without reasonable protection against conflicts of interest.
10. Acquire, encumber, lease, or dispose of real property
11. Operate without aggressively pursuing material receivables after a reasonable grace period.
12. Operate without adequate internal controls over receipts and disbursements to avoid unauthorized payments or material dissipation of assets.
  - A. Operate without clearly delineated procedures and limitations for reimbursement of authorized expenses incurred by division's members, division's task force and committee members, and others who are entitled to reimbursement from the division's office.
  - B. Prevent the Board Chair and the Audit/Investment/Finance Committee from reviewing credit card statements and receipts and expense reimbursements.

## Policy 2.5 Asset Protection

The CEO will not cause or allow PSIA-AASI W's assets to be unprotected, inadequately maintained, or unnecessarily risked.

Further, the CEO will not:

1. Allow PSIA-AASI W to be uninsured:
  - . Against theft and casualty losses to at least replacement value.
  - A. Against liability losses to Board members, staff, and the organization itself in an amount equal to or greater than the average for comparable organizations.
  - B. Against employee theft and dishonesty.
2. Subject PSIA-AASI W's buildings, facilities, and equipment to improper wear and tear or insufficient maintenance.
3. Operate without employing risk management practices to minimize exposure of the organization, the Board, staff, or their agents to claims of liability.
4. Operate without ensuring that Conflict of Interest policies are maintained, distributed to, and adhered to by directors, officers, committee Chairs, management employees, and all employees who can influence the actions of PSIA-AASI W.
5. Allow PSIA-AASI W's intellectual property, information, resources, and files to be exposed to loss, improper access, misuse, or significant damage.
6. Operate without adhering to a Document Retention Policy approved by qualified legal counsel, for the maintenance of documents and records.
7. Operate without internal controls over receipts and disbursements, and to prevent dissipation of assets, sufficient to meet the Board-appointed auditor's standards (as set forth in the auditor's Management Letter and/or other correspondence).
8. Compromise the independence of the Board's auditor or other external monitors or advisors. Such parties may not be engaged by the CEO unless explicitly Board authorized.
9. Invest or hold operating capital in insecure instruments or in non-interest-bearing accounts except where necessary to facilitate ease in operational transactions.
10. Endanger PSIA-AASI W's public image or credibility.
11. Change the organization's name or substantially alter its identity.
12. The CEO will not reimburse Board Members for unreasonable expenses. The CEO will not reimburse board member expenses for any expense incurred that is not essential to conduct board business. In the event the CEO does not believe the expenses sought are in accordance with this policy, the CEO shall submit the expense report to the Board of Directors at the next meeting for review and approval/disapproval.
13. Approve contracts that obligate the Division for more than \$5000 without Board Approval.

## **Policy 2.6 Financial Planning and Budgeting**

Financial planning for any fiscal year or the remaining part of any fiscal year will not deviate materially from the Board's Ends priorities, risk financial jeopardy, or fail to address multi-year planning considerations.

Accordingly, the CEO will not allow budgeting that:

1. Risks incurring those liquidity situations or conditions described as unacceptable in the Financial Conditions and Activities policy.
2. Omits credible projection of revenues and expenses, separation of capital and operational items, cash flow projections, and disclosure of planning assumptions.
3. Plans the expenditure in any fiscal year of more funds than are conservatively projected to be received. Received funds cannot include any Reserves or Liquid Assets for budgeting purposes.
4. Fails to maintain long term reserves of at least 50% of total ordinary income. (The reserve target to be revisited each year as part of budget forecasting.) See 3.4 4
5. Provides less for Board activities during the year than is set forth in the Budgeting for Board Prerogatives Policy 2.9

## Policy 2.7 Compensation and Benefits

With respect to employment, compensation, and benefits for employees, consultants, contractors or volunteers, the CEO will not cause or allow jeopardy to the organization's fiscal integrity or public image.

The CEO will not:

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. Change his or her own compensation.
3. Change his or her own benefits
4. Promise or imply anything other than "at-will" employment.
5. Create obligations to consultants or contract vendors for longer than one year.
6. Establish or change benefits to cause situations unpredictable / unsustainable for the organization or inequitable for employees.

## **Policy 2.8 Emergency Management Succession**

The CEO will not operate without management succession planning processes to facilitate smooth and competent operation of the organization during key personnel transitions.

Further, the CEO will not:

1. Have fewer than one other member of the management team sufficiently familiar with Board and CEO issues and processes to enable either to take over with reasonable proficiency as an interim successor.
2. Will not operate without employee planning processes to ensure operation of events and a plan to ensure the board is prepared for an interim CEO or other administrative interim(s) who can operate the organization.
  - . The CEO will ensure there is a written, updated version in the Policies and Procedures Manual.

## **Policy 2.9 Board Awareness and Support**

The CEO will not cause or allow the Board to be uninformed or unsupported in its work.

The CEO will not:

1. Withhold, impede, or confound information necessary for the Board's informed accomplishment of its job.
2. Neglect to submit monitoring reports as provided in Board-Management Delegation policy (see Policy 3.5)
3. Allow the Board to be unaware of any actual or anticipated noncompliance with any Ends or CEO Limitations policy, regardless of the monitoring schedule set forth by the Board.
4. Fail to immediately advise the board of any situation that could adversely impact operations or the public image of PSIA-AASI W.
5. Let the Board be unaware of any Board or Board member actions that, in the CEO's opinion, are not consistent with the Board's own policies on Governance Process and Board-Management Delegation, particularly in the case of Board or Board member behavior that is detrimental to the work relationship between the Board and the CEO.
6. Present information in unnecessarily complex or lengthy form or without differentiating among three types of written communications: 1) monitoring, 2) decision preparation or "action item"; and 3) incidental/FYI.
7. Allow the Board to be without reasonable logistical and administrative support.
8. Deal with the Board in a way that favors or privileges certain Board members over others except when:
  - A. Fulfilling individual requests for information,
  - B. Responding to officers or committees duly charged by the Board, or
  - C. If an individual's request for information may be deemed excessive.

## **Policy 3.0 Board/Management Delegation**

The Board's sole official connection to the operating organization, its achievements, and conduct will be through a Chief Executive Officer (CEO).



### **Policy 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 rare instances when the person or committee has been explicitly authorized to direct or use staff resources for a specific issue.
2. Board members or committees may request information, but if such request, in the CEO's judgment, requires a 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.

## Policy 3.2 Accountability of the CEO

All Board authority delegated to management is delegated through the CEO, Therefore, the authority and accountability of staff, as far as the Board is concerned, is considered the authority and accountability of the CEO.

Accordingly:

1. The Board will not give instructions to persons who report directly or indirectly to the CEO.
2. The Board will not evaluate, either formally or informally, 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. Consequently, 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.

## Policy 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.

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 Limitations 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 if they are consistent with any reasonable interpretation of these Ends and CEO Limitations policies.
5. The Board may change its Ends and CEO Limitations policies, thereby shifting the boundary between Board and CEO domains. By doing so, the Board changes the latitude of choice and authority given to the CEO. However, if 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.

### Policy 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 Limitations policies. Reporting and Performance will be reviewed using SMART goals and guidelines. (Specific, Measurable, Actionable, Reasonable and Timely)

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, 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
  - D. 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 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. The Board may monitor any policy at any time by any method, but will ordinarily depend on the following routine schedule:

## Policy 3.5 CEO Monitoring Schedule

POLICY	CEO MONITORING REPORT DEADLINE	BOARD REVIEW DEADLINE
<b>Ends/Priority Results</b>		
PGM Policy 1.0, Ends	July 15	July 31
PGM Policy 2.4, 2.5, 2.6: Q1 Financials with comparison to Budget	October 15	October 31
PGM Policy 2.4, 2.5, 2.6: Q2 Financials with comparison to Budget	January 15	January 31
PGM Policy 2.4, 2.5, 2.6: Q3 Financials with comparison to Budget	April 15	April 30
PGM Policy 2.4, 2.5, 2.6: Q4 Financials with comparison to Budget	July 15	July 31
PGM Policy 2.4, 2.5, 2.6: Next Fiscal Year Budget	June 15	June 30
PGM Policy 2.4, 2.5, 2.6: Review and approval of IRS Tax Form 990	October 15	October 31
<b>Executive Limitations</b>		
PGM Policy 2.0, Executive Limitations including all subsections	July 15	July 31
<b>Other</b>		
Bylaws Section 14.6, Annual Report	September 15	October 15

## **Policy 4.0 Board Governance Process**

The purpose of PSIA-AASI W Board of Directors is to ensure that PSIA-AASI W:

1. Achieves appropriate results for or on behalf of the membership (as specified in Board Ends policies) at an optimal cost.

## Policy 4.1 Governing Philosophy / Style and Values

The Board will govern lawfully, using Policy Governance®<sup>1</sup> principles, with an emphasis on: (a) integrity and truthfulness in all its activities and practices, (b) outward vision, (c) encouragement of diversity in viewpoints, (d) strategic leadership more than administrative detail, (e) clear distinction of Board and staff roles, (f) collective decisions, and (g) a focus on the future.

Accordingly:

1. The Board will cultivate a sense of group responsibility. The Board, not the staff, is responsible for Board performance. The Board will lead PSIA-AASI W by proactively setting performance expectations for itself and for the operating organization.
2. The Board will use Board members' expertise to enhance its understanding of issues but will not simply defer to that expertise as the judgment of the entire Board.
3. The Board will set performance standards and expectations for the Association through the careful articulation of written policies. **The Board's primary focus will be on the achievement of intended long-term impacts for and on behalf of the membership, not on the administrative/operational means of attaining those results.**
4. The Board will establish and adhere to its own performance expectations pertaining to matters such as attendance, meeting preparation and participation, policymaking, respect of roles, speaking to management, the membership, and the public with one voice, and continually building the capability and reputation of the Board as an effective leadership team.
  - A. Continual Board development will include periodic discussion of its own performance, and orientation of new Board members, upon appointment, in the Board's governance process and these policies.
  - B. Orientation for new Board members will include two primary components:
    - i. **Governance process:** The Board will ensure provision of training including the governance principles underlying this document, and review of PSIA-AASI W's Bylaws and these policies, with particular emphasis on the Board Members' Code of Conduct policy.
    - ii. **Current strategic issues:** The Board will provide overview and background information on significant issues being addressed and likely to be decided upon early in new Board member's tenure.
5. Although the Board may change these governing policies at any time, it will diligently observe those currently in effect.
6. All on-going policies of the Board are contained in this document **and this document alone**, and they remain in effect, unless amended or deleted by Board action.
7. The Board will be accountable to PSIA-AASI W's membership represented for competent, conscientious, and effective fulfillment of its governance obligations. The Board will not allow any officer, individual or Board Committee to be an obstacle to this commitment.
8. The Board reaffirms that PSIA-AASI W is an education association dedicated to the profession of snowsports teaching and coaching, and it does not involve itself in the employee/employer relationship (e.g., agreements between our members and their employers.)
9. The Board will regularly evaluate and strive to improve its performance. Self-assessment will compare Board activity and discipline to the standards set forth in these Board Process and Board-Management Delegation policies.
10. The Board's activities will be open and accessible to reasonable scrutiny by the membership except for personnel or other matters of a sensitive nature.
11. The Board will not allow the organization, in its hiring and other activities, to discriminate on the basis of race, creed, national origin, religion, age, disability, political affiliation, sex, sexual orientation, or marital, parental, or military status.
12. The Board will conduct its business using rules of order. See Policy 4.9.

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<sup>1</sup> Policy Governance® is a registered service mark of Dr. John Carver, representing an integrated set of governance principles that provide for systematic role clarity and organizational accountability. Authoritative website: [www.policygovernance.com](http://www.policygovernance.com)

## Policy 4.2 Board Job Products

On behalf of PSIA-AASI W's membership, the Board's job is to define and ensure appropriate organizational performance. Accordingly, the Board has direct responsibility to create:

1. **Linkage:** Connect the interests of the membership with operational performance.
  - A. Needs Assessment: The Board will assess needs and trends affecting the membership as they relate to PSIA-AASI W's activities and scope of influence and will develop and maintain Ends policies identifying and prioritizing intended organizational outcomes to address those needs.
  - B. Advocacy: The Board will inform the members of the Association's achievements on their behalf and of its expected future results.
2. **Performance Standards:** The Board will maintain written performance standards, as set forth in these governing policies, addressing the broadest, and as appropriate, more defined levels of organizational decisions and situations.
  - A. Ends: Strategic directives/results priorities pertaining to organizational impacts, benefits, outcomes, recipients, and their relative worth (what results, for which recipients, at what cost/priority).
  - B. Executive Limitations: Constraints on executive authority defining the boundaries of prudence and ethics within which all executive activity and decisions must take place.
  - C. Board - CEO Delegation: How authority is delegated to management, and its proper use monitored; the CEO role, authority, and accountability.
  - D. Governance Process: Specification of how the Board defines, carries out, and assesses its own work.
3. **Assurance of Organizational Performance:** The Board will ensure Ends fulfillment, financial solvency, and organizational integrity by holding itself accountable for effective governance as defined in these policies while holding the CEO accountable for successful achievement of Ends and adherence to CEO Limitations.

**In addition, the Board maintains direct responsibility for:**

1. Determinations regarding the recipients of PSIA-AASI W's Appreciation and Recognition Awards, including recommendations for the Lifetime Member Award to be forwarded to the National Committee.
2. Decisions outside the boundaries of authority delegated to the CEO as proscribed in Policy 2.0, Executive Limitations.



## Policy 4.3 Board Work Plan and Agenda Preparation

To fulfill its role, the Board will prepare and follow an annual work plan that: (1) reviews the Ends policies and suggest changes or additions to those policies, and (2) improves Board performance through, but not limited to, reviewing its own Board governance, Board education, interactions with employees, independent contractors, customers, members, and/or outside experts.

Accordingly:

1. **Annual Cycle:** The Board's annual planning cycle will conclude each year at its spring meeting, so that administrative planning and budgeting for the next fiscal year can be focused on addressing both long and short-term ends.
2. **Work Plan Development:** At its spring meeting, the Board will also begin development of its work plan for the next year. At that time, the Board Chair will prepare, and present, for the Board's consideration and approval a suggested work plan for the following year's meetings. Considerations should include:
  - A. **Board Education:** Identification of topics that will elevate the Board's understanding, primarily of external issues and trends that impact Ends, and to a lesser extent key area of operations.
  - B. **Recruitment, Orientation, and Training for new Board members:** Welcome new members and provide for a basic outline of Board member responsibilities, expectations, and timing of Board operations.
  - C. **Policy Review:** How the Board will systematically review all of its policies, with emphasis on Ends over the course of the year, (e.g. by priority, by topic, or by an emphasis of the Board's choosing).
  - D. **Assessment/Evaluation of CEO Performance:** Reviewing the schedule of planned monitoring activities to assure performance on Ends and CEO Limitations policies.
  - E. **Self-Assessment:** Methods and timeline for periodic and objective evaluation of how well the Board is fulfilling its role (i.e., in accordance with its Board Process and Board/Management Delegation policies) and open discussion of how the Board's performance can be improved.
  - F. **Meeting Schedule:** Update/reassess the multiple-year planning calendar for Board meetings to maximize Board member attendance and participation.
3. **Meeting Agendas:** The Board Chair will determine the agenda for any meeting, although Board members and the CEO may request or recommend any appropriate matter for Board consideration.
  - A. A Board member or the CEO may recommend or request a matter for Board discussion by submitting the item to the Board Chair at least 20 days prior to the regularly scheduled Board meeting. If two or more Board members support an agenda item, that agenda item will be placed on the agenda.
  - B. To ensure Board member preparation and informed participation (and that Division leadership are informed of Board developments), meeting agendas and packets are to be received by Board members at least 10 days prior to the scheduled Board meeting.
  - C. By an affirmative vote of a majority of those present, additional matters may be added to the agenda of any regular Board meeting.
1. **Consent Agenda Rules:** The Consent Agenda will be part of every Board Meeting Agenda. The rules for using that agenda are as follows:
  - A. The chair decides which items will be placed on the consent agenda.
  - B. At the beginning of the meeting, the board chair asks members if any of the consent agenda items should be moved to the regular discussion items.
  - C. If a member requests that an item be moved, it must be moved. Any reason is sufficient to move an item. A member can move an item to discuss the item, to query the item, or to vote against it.
  - D. Once the item has been moved, the chair may decide to take up the matter immediately or move it to a discussion item.
  - E. When there are no items to be moved or if all requested items have been moved, the chair or secretary reads out loud the remaining consent items. The chair can move to adopt the consent agenda. Hearing no objections, he can announce that the items on the consent agenda have been adopted.
  - F. The secretary should include the full text of the resolutions, reports, and recommendations that were adopted as part of the consent agenda.
4. **CEO Compensation Review:** The Board is responsible for reviewing the CEO's compensation each year. Each year, prior to June 1, a compensation committee should be formed to provide a plan to the Board as part of the budget submittal for salary and benefit adjustments for the following year. The compensation

plan will be based on market conditions with data from independent third parties and performance. CEO's compensation and benefits will be effective July 1<sup>st</sup>.

## Policy 4.4 Board Member Roles, Responsibilities, and Authority

### 1. Chief Governance Office (Chair) of the Board

As PSIA-AASI W's chief governance officer, the Chair's primary role is to ensure the integrity of the board's process, and secondarily to represent the Board to outside parties.

Accordingly:

- A. The Chair's job is to ensure that the Board acts in a manner consistent with its policies and any requirements legitimately imposed upon it from outside the organization.
  - I. Meeting discussion content will consist solely of issues that clearly belong to the Board to decide, consider, or to monitor, or to otherwise inform/educate the Board so it can best fulfill its responsibilities.
  - II. Information that is not for monitoring performance, Board education, or Board decisions, will be avoided or minimized and always noted as such.
  - III. Deliberation will be fair, open, thorough, timely, orderly, and kept to the point.
- B. The Chair is authorized to make decisions consistent with the Board Process and Board/Management Delegation policies, except for (a) employment/termination of the CEO, or (b) instances where the Board specifically delegates portions of this authority to others. The Chair may use any reasonable interpretation of these policies.
  - i. The Chair is empowered to preside at Board meetings with the commonly accepted power of that position, such as ruling and recognizing.
  - ii. The Chair has no authority to make decisions within the Board's Ends and CEO Limitations policy areas. Therefore, as the CEO is accountable to the Board as a whole, the Chair has no authority to supervise or direct the CEO.
  - iii. The Chair may represent the Board to outside parties in announcing Board-stated positions and in stating decisions and interpretations within the area delegated to the Chair.
  - iv. The Chair may delegate the authority but remains accountable for its use.
- C. Except where specified otherwise in Bylaws or Board Policies, the Chair may appoint Board members or others, as appropriate, to serve on Board Committees.

### 2. Vice Chairperson (Vice Chair)

The Vice Chair shall assume the duties of the Chair in the absence of the Chair or if the Chair is unable to perform their duties.

### 3. Treasurer

The Treasurer shall be the fiscal officer of the corporation and have all the duties as outlined in the Bylaws, including oversight of audits being conducted, review of financial reports and shall perform such other duties as delegated by the Board of Directors.

### 4. Secretary

The Secretary shall ensure that all rules and bylaws of the organization are adhered to by the Board during meetings and the implementation of Board decisions. The Secretary is also responsible for all records and documentation for the Board.

Accordingly, The Secretary shall have all the duties as outlined in the Bylaws and shall perform such other duties as delegated by the Board of Directors. In addition, the Board Secretary will provide the necessary updates for each document and present for approval as follows:

**Bylaws:** Any draft proposal by the Membership, the Board, or the CEO to change the By-Laws will be edited and controlled by the Secretary for presentation to either the Membership or the Board for approval in accordance with Article XV, Amendment of Bylaws. The Membership or the Board as appropriate will approve or reject the proposed change(s). The Secretary will modify and file the Bylaws as amended within 10 business days after approval.

**Governance Policies Manual:** Any member of the Board can generate a proposal to change the Governance Policy Manual. Any draft proposal to change the Governance Policy Manual will be managed by the Secretary for presentation to the Board for approval by the Board. The Board has the authority to approve or not approve the proposed changes. The Secretary will modify and file the Governance Policy Manual as amended by the Board within 10 business days after approval.

5. ASEA National Board Representative.

The ASEA National Board Representative shall be the official Corporation delegate to the National Board and in that capacity shall report to his/her Board of Directors. His/her actions thereon shall be binding upon the Corporation. The ASEA National Representative is responsible for attending the ASEA National Meeting as a representative for the Western Division. He/she will be responsible for the dissemination of the minutes from each annual meeting and shall regularly report pertinent information and events of the ASEA Board to the members of the Corporation. Similarly, he/she shall regularly report happenings of the Corporation to the ASEA National Board. He/she shall perform such other duties as delegated by the Board of Directors.

6. Board Members

Board member engagement and participation is integral to the Board's leadership success. Therefore, each Board member is expected to fulfill the following responsibilities:

- A. Commitment: Board members are expected to abide by PSIA-AASI W's Bylaws and Governing Policies
- B. Attendance and consequences: Board members are expected to attend Board meetings on a regular and punctual basis. Absence from more than two of the Board's regularly scheduled meetings in any fiscal year is cause for censure by the Board with a majority vote. In extenuating circumstances, a Board member may request special consideration.
- C. Preparation and Participation: Board members are expected to review agenda materials in advance of Board and committee meetings and to participate productively in discussions, always within the performance standards/expectations of Board behavior as outlined in these policies.
- D. Responsiveness: Board members will be attentive to Board communications and respond promptly to employee and Board member requests for feedback.
- E. Members as Individuals: The CEO is accountable to the Board as a whole and not to individual Board members. Therefore, the relationship between the CEO and individual members of the Board, including the Chair, is collegial and not hierarchical.
- F. Voluntarism: Board members may be selected to individually volunteer in operational capacities. In such situations, they are subject to the direct supervision of the CEO or responsible employee.
- G. Members in Good Standing: Board members are expected to maintain good standing.
- H. All Western Region board members make a yearly donation to the Education Foundation."

## Policy 4.5 Board Members' Code of Conduct

The Board is ethical, professional, and conducts itself lawfully, including proper use of authority and appropriate decorum when acting as Board members.

Accordingly:

1. 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. The purpose of this conflict-of-interest statement is to protect the interests of our tax-exempt organization when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a director, officer, committee Chair, or management employee of the organization or any entity in which the effected individual has any legal, equitable or any fiduciary interest as a director, officer, shareholder or partner.
  - C. Conflicts of interest may arise in the relations of directors, officers, committee Chairs and management employees with any of the following third parties:
    - i. Competing or affinity organizations
    - ii. Persons and firms supplying goods and services to PSIA-AASI W
    - iii. Persons and firms from whom PSIA-AASI W leases property and equipment
    - iv. Agencies, organizations, and associations that affect the operations of PSIA-AASI W
    - v. Family members, friends, and other employees
  - D. Disclosures of a real or potential conflict of interest should be made to the Chair (or if they are the one with the conflict, then to the Vice Chair), who shall determine whether a conflict exists and is material, and if the matters are material, bring them to the attention of the Board.
  - E. Whenever any Board Member or person subject to this policy has a conflict of interest or a perceived conflict of interest with PSIA-AASI W, they shall notify the Chair of such conflict in writing.
  - F. The Board has determined that a real or potential conflict of interest always exists in the following circumstances:
    - i. When a voting member of the Board of Directors receives compensation, directly or indirectly, from the Corporation for services. In such a case, the Board member shall be precluded from voting on matters pertaining to that member's compensation.
    - ii. Any voting member of the Board of Directors or any committee whose jurisdiction includes compensation or performance matters and who receives compensation, directly or indirectly, from the Corporation shall be prohibited from providing information to the Board of Directors or any committee regarding compensation or performance review.
  - G. The areas of conflicting interest listed in the previous section, and the relations in those areas that may give rise to conflict, as listed previously, are not exhaustive. Conceivably, conflicts might arise in other areas or through other relations. It is assumed that the directors, officers, committee Chairs and management employees will recognize such areas and relation by analogy.
2. Board members must not exercise individual authority over the organization.
  - A. Board members' interactions with the CEO or with employees must recognize the lack of authority vested in individuals except when explicitly stipulated by the Board.
  - B. Board members are not to speak for the Board except when specifically authorized by the Board to do so, and then only to repeat explicitly stated Board decisions.
  - C. The Board may not speak for the CEO except when specifically authorized by the CEO to do so, and then only repeat explicitly stated CEO decisions.
  - D. Board members will not publicly express individual judgments of the CEO or the performance of individual employees, other than when participating in the Board's monitoring functions.
3. Board members must respect the confidentiality appropriate to issues of a sensitive nature.
4. Board members must respect PSIA-AASI W's relationships with other industry partners.

5. A Board member aware of credible information that suggests a Board policy has been violated by the Board, a Board member, or the CEO, has an affirmative obligation to bring the concern to the Board Chair. If the Chairperson is the Chair of the concern, it should be brought to the Vice Chair.
6. If a Board member is alleged to have violated this Code of Conduct:
  - A. The Chair (or Secretary, if the Chair is the subject of the concern) will have an informal discussion with the individual whose action(s) are questioned. If this is not successful in resolving the concern, then:
  - B. The Chair will put the issue on the agenda for the closed session. The respondent Board member will be allowed to present his or her views prior to the Board determining whether the action violated this Code of Conduct.
  - C. A Board member found by the Board (by majority vote) to have violated this Code of Conduct may be subject to subsequent censure or other Board action, if consistent with the Bylaws.
7. All Board members are required to sign an acknowledgement of this policy annually.

## Policy 4.6 Board Committees

Board committees are not to interfere with the Board's delegation of authority to the CEO.

Board committees may be established to help the Board be more effective and/or efficient in its work. Board committees are those established by and with authority emanating from the Board regardless of whether composition includes non-Board members.

Typical Board Committees may be formed around the following topics:

- Audit
- CEO Compensation
- Finance
- Governance
- Membership
- New Board Member Recruitment
- New Board Member Onboarding and Training
- And other topics the Board deems necessary to study.

Board committees can be made up of Board Members and other members of PSIA-AASI in good standing appointed by the Board.

Unless otherwise specified, the Chair, or their designee and the CEO, or their designee will serve as an ex officio member (non-voting member) for each Board committee.

Accordingly:

1. All board committees will have a new Term of Reference document approved by the Board each year to guide each committee in its work. Each committee will last for the term of the current Board. If a committee's work needs to continue beyond the term of the current Board, a new Term of Reference document should be approved by the new Board.
2. Terms of References documents must have the following elements:
  - A. Background (any information relevant for the reason for the committee)
  - B. Purpose (what the committee's purpose or mission is)
  - C. Membership (who will serve on the committee)
  - D. Chair (who will serve as the Chair of the committee)
  - E. Resources and Authority to Act (what resources the committee will need, and what authority is delegated to the committee by the Board)
  - F. Schedule / Deliverables (what the schedule for the committee is, and what deliverables are to be delivered by the committee with a deadline)
  - G. A committee will not operate beyond its term specified in the ToR without explicit Board approval.
3. Board committees will ordinarily undertake activities not delegated to the CEO such as by preparing policy alternatives and implications for Board consideration or performing specific monitoring functions.
4. Board committees may only speak or act for the Board when formally given such authority for specific and/or time-limited purposes. The Board will carefully state expectations for and authority of each committee in the Terms of Reference Document in order not to conflict with authority delegated to the CEO.
5. This policy applies to any group formed by Board action, whether or not it is called a committee and regardless of whether it includes Board members. This policy does not apply to task forces or work groups formed under the authority of the CEO.
6. Unless specifically authorized by the Board, a Board Committee may not make any commitment of organizational resources, funds or otherwise speak on the Board's behalf.





## Policy 4.7 Officer Elections

Per the Bylaws, the Board of Directors shall elect its own officers. The procedure for nominations and elections shall be as follows:

1. Any board member may nominate themselves or a fellow board member to one or more of the officer positions sending communication ahead of the board meeting to the president or nomination(s) may occur the morning of the meeting at the first call for candidates.
2. Once a board member is nominated for an officer position, they may withdraw their name from nomination at any time before the ballot is cast.
3. After the second call for candidates, candidates will be asked to give their "campaign speech" stating their qualifications and why they wish to run for the position. They may also say a few words immediately preceding the election if they wish.
4. The election will be held at the end of the board meeting in the spring.
5. Order of elections will be Chair, Secretary, and Treasurer.
6. If an individual is nominated for more than one officer position, they may stand for each officer position until elected or the election process is completed.
7. Once a candidate is elected to an officer position, his/her name is automatically withdrawn from nomination for other officer positions.
8. There will be a secret written ballot managed by the CEO for all elections unless there is only one candidate.

## Policy 4.8 Budgeting for Board Prerogatives

The Board will consciously invest in its ability to govern effectively.

Accordingly:

1. The Board will allocate resources to ensure that it has sufficient skills, methods, and support to assure excellence in its leadership.
2. Training will be used appropriately to orient new Board members and to increase existing Board members' skills and knowledge.
3. Outside monitoring, including fiscal audit, will be arranged as needed to help the Board have confidence that organizational performance meets expectations, as stated in these policies. This includes, but is not limited to, audits, reviews, or opinions on fiscal, legal or governance matters.
4. Outreach mechanisms will be used as needed to ensure the Board understands member's viewpoints and values.
5. Costs will be prudently incurred, but sufficient to ensure the development and provision of superior governance, with consideration to:
  - A. Board meeting and retreat costs (including Board travel and reimbursement).
  - B. Board training, including publications and workshops.
  - C. Fiscal audit and other third-party monitoring of organizational performance.
  - D. Membership linkage activities, including surveys and qualitative research.
  - E. Board committee functions (other than Audit, as itemized in C above).

## Policy 4.9 Rules of Order

The Board will conduct its meetings using the following procedural rules of order. Per the Bylaws, these will also be used for conducting Member Meetings.

1. The Chairperson (Chair), who is the Chief Governance Officer, is responsible for ensuring that all Bylaws obligations and governing policies for board meetings are satisfied.
2. Board meetings shall be called to order by the Chair at the time specified in the notice of meeting and upon satisfaction of quorum.
3. Members must keep their comments relevant to the issue under consideration.
4. Meetings will be conducted at a level of informality considered appropriate by the Chair, including all discussion of a proposal that requires action.
5. When the Board takes action, or decides a particular matter (unless otherwise agreed to by unanimous consent), no action or decision can be made unless there is a motion made by a board member, seconded by another board member, then discussion, and then voted on.
6. A vote on a motion shall be taken when discussion ends but any board member may, during debate, move for an immediate vote which, if carried, shall end discussion and the vote on the main motion shall then be taken.
7. All members of the Board will abide by our Board Norms.