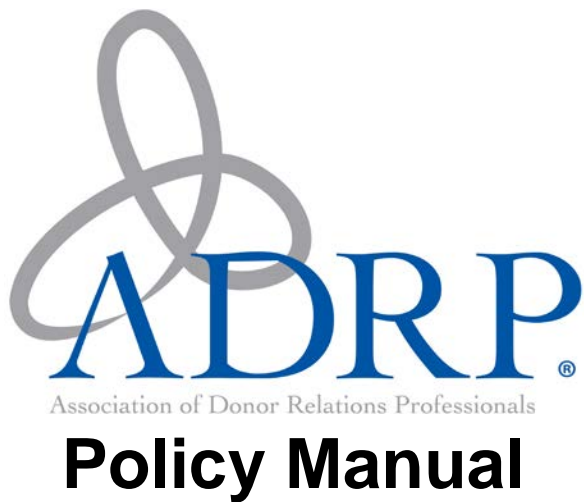


Adopted 28 May 2014
Association of Donor Relations
Professionals (ADRP)



IN THE FOLLOWING PAGES your draft 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. The policies are used by permission from John and Miriam Carver. 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 that are 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 very 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) also do not differ greatly 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 the level of specificity of the policies adopted are a conscious choice made by the ADRP board.

Here is a list of the policies in this manual:

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 Supplier 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

The Articles of Incorporation stated the original purposes for which the corporation is organized. The goals of ADRP are:

Background

To provide education, professional development, and networking opportunities to its members and promote the professional status of donor relations and stewardship officers in the development community.

All policy statements are an expression of the values of the ADRP board of directors. Policy statements stem from our core values:

Core Values

- Visionary leadership;
- Absolute integrity;
- Member empowerment and connection;
- Service and program excellence; and
- Responsible philanthropy.

Mission

The core purpose of the Association of Donor Relations Professionals is to advance philanthropy through elevating donor relations and stewardship. ADRP leads the profession, and our intent is to focus on the outcomes of philanthropic relationships between organizations and donors.

Vision

*The **envisioned future** conveys a concrete yet unrealized vision for the organization. It consists of a **big (hairy) audacious goal (BHAG)** – a clear and compelling catalyst that serves as a focal point for effort and a **vivid description, which** is a vibrant and engaging description of what it will be like to achieve the BHAG.*

BHAG (Vision): ADRP is universally recognized as *the* authority on donor engagement for the philanthropy profession.

Definitions

Association Management Company (AMC): An association management company provides management and specialized administrative services to trade associations and professional societies using a for-profit approach that runs not-for-profit associations like businesses.

Board-Management Delegation: Policy category that 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 ADRP's 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): Currently ADRP operates under an agreement for management services from SBI Management Services (SBI). For accountability, one person needs to be responsible to the ADRP board for fulfilling its Ends and complying with the stated limitations on means and that person is the SBI employee designated as ADRP's Executive Director.

ED Limitations: Policy category that defines constraints on the means used, or the boundaries placed on the authority of, the Executive Director. 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 own 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.

Members: Individuals who seek to foster a positive association with the philanthropic community, whose terms of affiliation will not be contrary to the goals of ADRP, and who will uphold the responsibilities and integrity of the association without conflict of interest.

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 ADRP is achieving what it must and avoiding what is unacceptable.

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

Policy Type: Ends

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

Policy Type: Ends

Policy Title: 1.0. Global Ends

ADRP exists so that the members have resources to develop, maintain, and grow an effective donor relationship program.

Further, without restricting the above global statement:

1. Members have affordable, high volume, high quality content, and intelligent educational resources to generate and sustain donor relationship programs, including in-person (national and regional) and online programming
2. Members are leaders in the profession
3. Members have critical networking and peer group development resources
4. Members build coalitions to increase resources
5. Members advance within the profession (donor relations and philanthropy)
6. Members are knowledgeable about the methods available to communicate the value of donor relations to decision makers
7. Members have experiences at ADRP that model how donors should be treated
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

Policy Title: 2.0. GlobalED Constraint

- 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.

Executive Director (ED) The Global ED Constraint policy is the broadest of all policies in the ED Limitations policy category and therefore the most open to interpretation. Any further 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 Type: ED Limitations

Policy Title: 2.1. Treatment of Members

- With respect to 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.
- Further, without limiting the scope of the foregoing by this enumeration, the ED shall not
 1. Elicit information for which there is no clear necessity
 2. Use methods of collecting, reviewing, transmitting, or storing member information that fail to protect against improper access to the material elicited
 3. Fail to operate facilities with appropriate accessibility and privacy
 4. Fail to provide an annual conference with a regional rotation (e.g., east/central/west)
 5. Fail to establish with members a clear understanding of what may be expected and what may not be expected from the service offered
 6. Fail to inform members of this policy or to provide a way to be heard for persons who believe they have not been accorded a reasonable interpretation of their protections under this policy

Policy Type: ED Limitations

Policy Title: 2.2. Treatment of Volunteers

- With respect to the treatment of volunteer staff, the ED 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 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, such as nepotism and grossly preferential treatment for personal reasons
 2. Discriminate against any volunteer for nondisruptive expression of dissent
 3. Fail to acquaint volunteers with the EL's interpretation of their protections under this policy
 4. Allow volunteers to be unprepared to deal with emergency situations
 5. Fail to provide volunteers with meaningful recognition and feedback regarding the impact of service

Policy Type: ED Limitations

Policy Title: 2.3. Treatment of Supplier Partners

- With respect to the treatment of supplier partners, the ED 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 ED 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 supplier partners of appropriate laws and regulations, and (c) provide for effective and timely handling of complaints or grievances.
 2. Use methods of collecting, reviewing, transmitting, or storing supplier partner information that fail to protect against improper access to the material elicited
 3. Fail to establish with supplier 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 supplier partners that minimize the risk of nonperformance and confirm the appropriate scope of those contracts

Policy Type: ED Limitations

Policy Title: 2.4. Financial Condition and Activities

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

- Further, without limiting the scope of the foregoing by this enumeration, the ED shall not
 1. Expend more funds than have been received in the fiscal year to date
 2. Incur debt in an amount greater than can be repaid by certain otherwise unencumbered revenues within sixty days
 3. Use any long-term reserves
 4. Conduct interfund shifting in amounts greater than can be restored to a condition of discrete fund balances by certain otherwise unencumbered revenues within thirty days
 5. Fail to settle debts in a timely manner
 6. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed
 7. With the exception of the international conference and management fees, the ED shall not make a single purchase or commitment of greater than \$10,000. Splitting orders to avoid this limit is not acceptable.
 8. Acquire, encumber, or dispose of real property
 9. Fail to aggressively pursue receivables after a reasonable grace period

Policy Type: ED Limitations

Policy Title: 2.5. Financial Planning and Budgeting

- 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.
- 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. Provide less for board prerogatives during the year than is set forth in the Governance Investment Policy (Note: This policy will explicitly set out amounts for board training and development)

Policy Type: ED Limitations

Policy Title: 2.6. Emergency ED Succession

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

Policy Type: ED Limitations**Policy Title: 2.7. Asset Protection**

- The ED shall not cause or allow corporate assets to be unprotected, inadequately maintained, or unnecessarily risked.
- Further, without limiting the scope of the foregoing by this enumeration, the 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 greater 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
 5. Make any purchase or commitment to purchase (a) wherein normally prudent protection has not been given against conflict of interest and (b) of over \$10,000 without having obtained comparative prices and quality and a stringent method of ensuring the balance of long-term quality and cost. Orders shall not be split to avoid these criteria.
 6. Fail to protect intellectual property, information, and files from loss or significant damage
 7. Receive, process, or disburse funds under controls that are insufficient to meet the board-appointed auditor's standards
 8. Compromise the independence of the board's audit or other external monitoring or advice, such as by engaging parties already chosen by the board as consultants or advisers
 9. 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
 10. Endanger the organization's public image, its credibility, or its ability to accomplish ends
 11. Change the organization's name or substantially alter its identity in the industry or its programs

Policy Type: ED Limitations

Policy Title: 2.8. Compensation to Contractors

- With respect to employment, compensation, and benefits to consultants, contract workers and volunteers, the ED shall not cause or allow jeopardy to financial integrity or to public image.
- Further, without limiting the scope of the foregoing by this enumeration, the ED shall not
 1. Promise or imply permanent or guaranteed employment
 2. Create contract obligations over a longer term than revenues can be safely projected, in no event longer than one year and in all events subject to losses in revenue

Policy Type: ED Limitations

Policy Title: 2.9. Communication and Support to the Board

- The ED shall not cause or allow the board to be uninformed or unsupported in its work.
- Further, without limiting the scope of the foregoing by this enumeration, the 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 in a timely manner any actual or anticipated noncompliance with any policy of the board
 3. Neglect to submit unbiased decision information required periodically by the board or let the board be unaware of relevant trends
 4. Let the board be unaware of any significant incidental information it requires, including anticipated media coverage, threatened or pending lawsuits, and material internal and external changes
 5. Fail to advise the board if, in 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 work relationship between the board and the ED
 6. Present information in unnecessarily complex or lengthy form or in a form that fails to differentiate among information of three types: monitoring, decision preparation, and other
 7. Fail to provide a workable mechanism for official board, officer, or committee communications

8. Fail, when addressing official business, to deal with the board as a whole except when (a) fulfilling individual requests for information or (b) responding to officers or committees duly charged by the board
9. Fail to supply for the board's consent agenda, along with applicable monitoring information, all decisions delegated to the 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 Association Management Company's (AMC) assigned chief staff person, titled Executive Director (ED).

Policy Type: Board-Management Delegation

Policy Title: 3.1. Unity of Control

- Only officially passed motions of the board are binding on the ED.
- Accordingly:
 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 specifically 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 explanation, such requests that require, in the ED's opinion, a material amount of AMC staff time or funds or is disruptive.

Policy Type: Board-Management Delegation

Policy Title: 3.2. Accountability of the ED

- The ED is the board's only link to operational achievement and conduct, so that all authority and accountability of AMC staff, as far as the board is concerned, is considered the authority and accountability of the ED.
- Accordingly:
 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 so that ADRP achieves what is 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 as a whole using Ends and Executive Director Limitations monitoring reports. Criteria for ED performance are established in these policies.

Policy Type: Board-Management Delegation

Policy Title: 3.3. Delegation to the ED

- 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.
- Accordingly:

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 will be 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. As long as the ED uses *any reasonable interpretation* of the board's Ends and Executive Director Limitations policies, 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 Type: Board-Management Delegation

Policy Title: 3.4. Monitoring ED Performance

- Systematic and rigorous monitoring of ED job performance will be solely against the only expected ED 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. Information that does not do this will not be considered to be monitoring information.
 2. The board will acquire monitoring information by one or more of three methods: (a) by internal report, in which the ED discloses 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; or (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 (a) the reasonableness of the ED's interpretation and (b) whether data demonstrate accomplishment of the interpretation.

4. In every case, the standard for compliance shall be *any reasonable ED interpretation* of the board policy being monitored. The board is the final arbiter of reasonableness but will always judge with a “reasonable person” test rather than with interpretations favored by board members or by the board as a whole.
5. All policies that instruct the ED 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.

Policy	Policy	Frequency	Month
Ends	1.0	Annually	Sep/Oct
Global Executive Constraint	2.0	Annually	Jul
Treatment of Members	2.1	Annually	Feb/Mar
Treatment of Volunteers	2.2	Annually	Feb/Mar
Treatment of Supplier Partners	2.3	Annually	Dec
Financial Condition and Activities	2.4	Quarterly	Feb/Mar, Jul, Sep/Oct, Dec
Financial Planning and Budgeting	2.5	Annually	Sep/Oct
		Quarterly	Feb/Mar, Jul, Dec
Emergency ED Succession	2.6	Annually	Jul
Asset Protection	2.7	Annually	Sep/Oct
Compensation to Contractors	2.8	Annually	Dec
Communication and Support	2.9	Annually	Feb/Mar
	2.9.3, 2.9.4, 2.9.10	Monthly Updates	

Policy Type: Governance Process

Policy Title: 4.0. Global Governance Commitment

- The purpose of the board, on behalf of its members is to see to it that the Association of Donor Relations Professionals (a) achieves appropriate results for members at an appropriate cost and (b) avoids unacceptable actions and situations (as prohibited in board Executive Director Limitations policies).

Policy Type: Governance Process

Policy Title: 4.1. Governing Style

- 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 AMC Executive Director roles, (e) collective rather than individual decisions, (f) future rather than past or present, and (g) proactivity rather than reactivity.
- Accordingly:
 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 AMC staff initiatives.
 2. The board will not use the expertise of individual members to substitute for the judgment of the board, although the expertise of individual members may be used to enhance the understanding of the board as a body.
 3. The board will direct, control, and inspire the organization through the careful establishment of broad written policies reflecting the board's values and perspectives. The board's major 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 comparison of board activity and discipline to policies in the Governance Process and Board-Management Delegation categories.

Policy Type: Governance Process

Policy Title: 4.2. Board Job Products

- Specific job outputs of the board, as an informed agent of the membership, are those that ensure appropriate organizational performance.
- 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 AMC activity and decisions must take place
 - C. Governance process: specification of how the board conceives, carries out, and monitors its own 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 Type: Governance Process

Policy Title: 4.3. Agenda Planning

- To accomplish its job products with a governance style consistent with board policies, the board will follow an annual agenda that (a) completes a reexploration 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 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. Consultations with selected groups in the membership, or other methods of gaining membership input, will be determined and arranged in the first quarter, to be held during the balance of the 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 first quarter, to be held during the balance of the year.
 - C. A board member may recommend or request an item for board discussion by submitting the item to the President 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 Type: Governance Process

Policy Title: 4.4. President's Role

- The President, a specially empowered member of the board, ensures the integrity of the board's process and, occasionally represents the board to outside parties.
- Accordingly:
 1. The assigned result of the President'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 clearly 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 but also timely, orderly, and kept to the point.
2. The authority of the President consists in making decisions that fall within topics covered by board policies on Governance Process and Board-Management Delegation, with the exception of (a) employment or termination of the AMC and (b) areas where the board specifically delegates portions of this authority to others. The President is authorized to use any reasonable interpretation of the provisions in these policies.
- A. The President is empowered to chair board meetings with all the commonly accepted powers of that position, such as ruling and recognizing.
 - B. The President has no authority to make decisions about policies created by the board within Ends and Executive Director Limitations policy areas. Therefore, the President has no authority to supervise or direct the ED.
 - C. The President may represent the board to outside parties in announcing board-stated positions and in stating president's decisions and interpretations within the area delegated to her or him.
 - D. The President may delegate this authority but remains accountable for its use.

Policy Type: Governance Process

Policy Title: 4.5. Board Members' Code of Conduct

- The board commits itself and its members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as board members.
1. Members must demonstrate loyalty to the membership, unconflicted by loyalties to staff, other organizations, or any personal interests as consumers.
 2. Members must avoid conflict of interest with respect to their fiduciary responsibility.
 - A. There will be no self-dealing or business by a member with 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 is to decide on an issue about 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 AMC 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.
 - 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 AMC employees to the Executive Director and feedback regarding the performance of the Executive Director to the President.
- 4. Members will respect the confidentiality appropriate to issues of a sensitive nature.
- 5. Members will be properly prepared for board deliberation.
- 6. Members will support the legitimacy and authority of the final determination of the board on any matter, irrespective of the member's personal position on the issue.
- 7. Members are available to contribute no fewer than 20 hours as operational volunteers as directed by staff each year.

Policy Type: Governance Process

Policy Title: 4.6. Board Committee Principles

- Board committees, when used, will be assigned so as to reinforce the wholeness of the board's job and so as never to interfere with delegation from board to Executive Director.
- Accordingly:
 1. Board committees are to help the board do its job, not to help or advise the staff. Committees ordinarily will assist the board by preparing policy alternatives and implications for board deliberation. 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 Executive Director.
 3. Board committees cannot exercise authority over AMC staff. Because the Executive Director works for the full board, he or she will not be required to obtain the approval of a board committee before an executive action.
 4. Board committees are to avoid overidentification with organizational parts rather than the whole. Therefore, a board committee that has helped the board create policy on some topic will not be used to 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 that is formed by board action, whether or not it is called a committee and regardless of whether the group includes board members. It does not apply to committees formed under the authority of the Executive Director to assist with operational work or tasks.

Policy Type: Governance Process

Policy Title: 4.7. 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 that are set forth 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 with respect to the ends decisions to be made by the board regarding the needs of members—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 or not to initiate an audit and specification of 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.

Policy Type: Governance Process

Policy Title: 4.8. Governance Investment

- Because poor governance costs more than learning to govern well, the board will invest in its governance capacity.
- Accordingly:
 1. Board skills, methods, and supports will be sufficient to ensure governing with excellence.
 - A. Training and retraining will be used liberally to orient new members and candidates for membership, as well as to 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 the month of August.