



## IASA POLICY MANUAL BOARD OF DIRECTORS

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## **Policy Type: ENDS**

### ***Policy 1.0: GLOBAL ENDS STATEMENT***

The mission of IASA is to initiate, enable and facilitate the exchange of education information, best, practices and innovative ideas among insurance related professionals to enhance the effectiveness of these individuals, their employers and the insurance industry as a whole. IASA will achieve this end at a cost commensurate with maintaining an adequate surplus that is reviewed and appropriately designated annually by the Board of Directors.

## ***Policy 1.1: VOLUNTEERS***

1. IASA has an effective, stable base of motivated volunteers at the chapter and national level. The volunteer ranks of IASA are well-represented and balanced as it relates to the desired participation levels by regular and associate members of the association. This balance is achieved on a committee level, as appropriate for each committee, and within the volunteer leadership of each chapter. Generally, all IASA volunteers should be affiliated with an active member or associate member company, in good standing with the Association.
  - a) IASA volunteers have strong, personal relationships with one another.
  - b) Our volunteers attract other industry professionals to the organization. IASA never lacks for motivated volunteers.
  - c) IASA volunteers are effective trainers and teachers, and are considered subject matter experts in their respective fields. Their training stretches the thinking of participants to go "outside the box."
  - d) Influential professionals from the industry are placed:
    - i. where they will be most effective to the organization, and
    - ii. where they themselves will reap the most benefit.
  - e) IASA volunteers are appropriately recognized by the Association at planning meetings, the Annual Conference, correspondence to superiors and in the industry through trade publications, broadcast e-mails, and the like.
2. IASA volunteers are more valuable to their employers.
  - a) IASA volunteers solve problems more quickly and cost effectively through the relationships developed in our volunteer programs.
  - b) Our volunteers have a broad unique range of opportunities for growth and participation available to them that are typically not available in their workplaces.
  - c) Our volunteers have stronger management and leadership skills.
  - d) A strong network of IASA volunteer relationships provides the information and answers professional's need in their jobs.
  - e) The industry, including universities and colleges that specialize in insurance, view our programs as effective learning tools for their professionals.
3. IASA volunteerism is considered a privilege given with IASA's approval and the following are expectations that must be demonstrated:
  - a) A collaborative environment by promoting a positive atmosphere with all IASA constituents; members, volunteers, Management Team, the Board of Directors, President, Executive Director, IASA staff and all IASA guests.
  - b) Support and influence decisions that optimize the results and performance of the IASA and its vision.
  - c) Genuinely seek and value others' viewpoints.
  - d) Be an ambassador to the volunteerism of IASA through positive communication within and outside the organization.
  - e) Meeting assigned deliverables and achieving stated goals.
4. IASA reserves the right to revoke volunteer privileges as it deems necessary.

## ***Policy 1.2: MEMBERS AND PARTICIPANTS***

1. Members (regular and associate) and participants have a clear understanding of the foundation of the insurance industry, its functions and disciplines as well as the current and emerging issues, including:
  - a) Laws, regulations, rules and interpretations
  - b) New products
  - c) High-level accounting education
  - d) New systems and technology
  - e) Trends
  - f) Best practices
2. Members and participants apply the knowledge consistent with "best practices" and industry standards.
3. IASA stretches the thinking of its members and participants to create innovative solutions to business problems, enabled by the use of technology to produce a more competitive and effective industry on behalf of consumers.
4. Members and participants have trustworthy sources of information and interpretation.
5. Members and participants have network opportunities and access to industry experts and solutions providers to assist their companies in addressing the key issues they face and to expand their individual professional competencies.

### ***Policy 1.3: CHAPTERS***

1. IASA will create and maintain a network of Chapters that are:
  - a) Geographically diverse
  - b) Comprised of professionals as defined in the Global Ends statement
  - c) Active and viable
  
2. Benefits to chapter members include:
  - a) Networking with other professionals within the regional community
  - b) Real-time information about business technology, regulatory rules, accounting rules, cost-saving ideas and career skills
  - c) A forum which allows IASA participation at a lower cost, requiring limited travel expense and limited time away from the office for industry training
  
3. IASA Chapters receive a number of benefits from being affiliated with the national association. These include:
  - a) IASA brand recognition
  - b) Chapter volunteer training and support
  - c) Support for planning and administration of local events
  - d) Coordination of educational programs
  - e) Access to regulatory professionals to give input and receive interpretation of regulatory rules
  - f) A pool of potential new members
  - g) Access to the IASA website for planning, training, speakers, communication, and support
  
4. The national IASA receives benefits from having a chapter organizational structure, including:
  - a) Education resources for the national meeting
  - b) Volunteers for national committees
  - c) Brand recognition and marketing in regional areas
  - d) Input to the educational needs of the industry
  - e) A pool of potential new members

**Policy Type: EXECUTIVE LIMITATIONS**

***Policy 2.0: GLOBAL EXECUTIVE CONSTRAINT***

The Board of Directors, the Executive Director and the President shall not pursue or permit any policy, practice, activity, decision, or organizational circumstance which is either unlawful, imprudent or in violation of commonly accepted business and professional ethics and practices.

## ***Policy 2.1: GLOBAL CONSTRAINTS REGARDING ANTITRUST AND CONFLICTS OF INTEREST***

1. The Board Chair, President and the Executive Director shall not pursue or allow any practice, activity, decision, or organizational circumstance that is unlawful under prevailing antitrust laws, rules, regulations or applicable court decisions.
2. The Board Chair, President and the Executive Director shall not pursue or allow any practice, activity, decision, or organizational circumstance that creates, or appears to create, a conflict of interest or self-dealing by any past or present Board member, officer, employee, or volunteer. Where a conflict of interest is disclosed or discovered, the Board Chair, President or Executive Director will report such interest to the Board. The Board will determine whether to:
  - a) Take no action.
  - b) Assure full disclosure to the Board and other individuals covered by this policy.
  - c) Ask the person to recuse themselves from participation in related discussions or decisions within the IASA.
  - d) Ask the person to resign from their position in the IASA. If the person refuses to resign, they become subject to possible removal under the IASA's removal procedures as detailed in the By-laws.
  - e) Any other action deemed appropriate.
3. The Executive Director is responsible for ensuring that all volunteers and speakers are made aware of and asked to review, on an annual basis, the IASA Antitrust Guidelines for Panel Chairman, Panelists and Paper Writers, and the IASA Counsel's Opinion as to the Liabilities and Responsibilities of IASA and Its Participating Members under the Federal Anti-Trust Laws. The Board Chair and President should provide periodic reminders of the IASA Antitrust Guidelines for the Board and Management Team at meetings and on conference calls.

Senior volunteers should receive a copy of the IASA Business Ethics Policy including the section on Conflict of Interest and must complete the Annual Response to Policy on Business Ethics for IASA on an annual basis.

## ***Policy 2.2: TREATMENT OF CONSUMERS/MEMBERS***

With respect to interactions with consumers/members or those applying to be consumers/members, the President and Executive Director shall oversee processes and procedures that assure professional, confidential and timely consideration of all such interactions. Further,

1. The methods of collecting, reviewing, transmitting, or storing consumer/member information must protect against improper access to the material elicited.
2. All facilities must be operated with appropriate accessibility and privacy.
3. Consumers/members should be informed of this policy and provided a reasonable interpretation of their protections under this policy.
4. Service providers or other representatives should be informed of this policy and the expectation of compliance therewith.

### ***Policy 2.3: TREATMENT OF VOLUNTEERS***

The President is the “volunteer-in-chief” and generally the final arbiter regarding volunteer issues. With respect to the treatment of volunteers, the President, the Executive Director and the Board Chair should assure that the volunteer environment is fair, dignified and organized such that expectations for all parties are clearly understood. Further,

1. Policies and procedures for volunteers should be written to the extent feasible to:
  - a) Clarify procedures for volunteers,
  - b) Provide for effective handling of grievances, and
  - c) Clarify benefits for each of the volunteer categories including, but not limited to, honorariums, expense reimbursement, complimentary room upgrades, and banquet seat assignments.  
Volunteer’s categories include session speakers, committee members, committee chairs, directors, Management Team members, Board members, past presidents and any other individual who volunteers to perform work on behalf of IASA without the expectation of compensation.
  - d) Protect against wrongful conditions, such as nepotism and grossly preferential treatment for personal reasons.
2. There should be no discrimination against any volunteers for non-disruptive expression of dissent.
3. Volunteers should be aware of the provisions of the whistleblower policy as described in Policy 2.8.
4. Volunteers are encouraged to approach members of the Executive Committee when:
  - a) A complaint has not been handled effectively and
  - b) The volunteer alleges that Board policy has been violated to his or her detriment.
5. The President is encouraged to consult with the Executive Director and the Executive Committee regarding serious issues of volunteer performance or non-performance or other non-compliance with Policy 1.1

## ***Policy 2.4: FINANCIAL PLANNING, BUDGETING, OVERSIGHT***

Financial planning and ongoing activities for any fiscal year or the remaining part of any fiscal year shall not deviate materially from Board's Ends priorities, risk fiscal jeopardy, or fail to be derived from a multi-year strategic plan. Further, without limiting the scope of the foregoing, the Executive Director, with assistance from the VP of Program Development, CFO and President shall:

1. Provide credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions in regular reports to the Board.
2. Plan the operational expenditures in any fiscal year to be less than conservative projections of funds expected to be received in that period, unless approved by the Board of Directors as part of a strategic decision.
3. Obtain Board approval for single capital expenditures in any fiscal year that exceed \$100,000.
4. Not make a financial commitment of greater than 5% or \$15,000 in excess of the department budget, without express approval from the Board of Directors. Splitting orders to avoid this limit is not acceptable.
5. Not acquire encumber or dispose of real property without notification to the Board of Directors.

With respect to the actual, ongoing financial position and results of operations, the Executive Director, with assistance from the VP of Program Development, CFO and President shall not allow the development of fiscal jeopardy or a material deviation of actual expenditures from the budget. Further, they shall assure that:

1. Cash flow is managed such that current assets at any time are not less than current liabilities unless it is reasonably anticipated that revenues in the near term will cover current liabilities.
2. No debt is incurred without Board approval.
3. Designated or restricted funds are not used without Board approval.
4. All payroll and other accounts are settled in a timely manner.
5. All tax payments or other government ordered payments or filings are filled accurately and timely.
6. No material financial commitments in excess of departmental budgets are made, without express approval from the Board of Directors. Splitting orders between departments or cost centers to avoid this provision is not acceptable.
7. Any acquisition or encumbrance of real property is approved by the Board.
8. Receivables are aggressively pursued after a reasonable grace period.

## ***Policy 2.5: EMERGENCY PRESIDENT SUCCESSION***

In order to protect the Association from sudden loss of President services, the President may have no fewer than two other executives - the Immediate Past President and the President elect - familiar with Board and President issues and processes. Collaboration of the Executive Committee and the Executive Director should ensure continuity in the event of the sudden loss of President leadership.

## ***Policy 2.6: ASSET PROTECTION***

The President, Executive Director, or Chief Financial Officer shall assure that association assets are properly protected, adequately maintained and not unnecessarily subject to risk.. Further,

1. The Association shall maintain adequate insurance, including insurance against liability losses to Board members, staff and the organization itself in an amount greater than the average for comparable organizations.
2. Equipment should be used within the limits of normal wear and tear and should be properly maintained.
3. The organization, its Board or staff shall not be unnecessarily exposed to claims of liability.
4. No purchases shall be made where:
  - a) Normally prudent protection has not been given against a conflict of interest;
  - b) Amounts in excess of \$25,000 have been determined without considering comparative prices and quality. Splitting orders to avoid this requirement is not allowed;
  - c) Amounts in excess of \$50,000 without a stringent method of assuring the balance of long-term quality and cost. Splitting orders to avoid this requirement is not allowed;
  - d) Checks drawn in amounts up to and including \$15,000 without the signature of an authorized signer;
  - e) Checks drawn in amounts over \$15,000 without the signature of two authorized signers;
  - f) Such purchases are for other than an IASA purpose;
5. All outgoing disbursements are approved by the Executive Director or VP of Program Development. The Chief Financial Officer reviews budget variance reports quarterly.
6. The CFO will review monthly expense reports submitted by the Executive Director.
7. All intellectual property, information and files must be protected from loss or significant damage.
8. Internal controls sufficient to meet Board-appointed auditor standards must be in place relative to the receipt, processing and disbursement of funds.
9. The IASA investment policy includes:
  - a) IASA should not invest in individual issues of common stock.
  - b) IASA may invest in diversified mutual funds.
  - c) IASA's Finance/Audit Committee shall review and ratify all investments.
  - d) IASA may consider limited investing of the organization's surplus in fixed income investments rated the equivalent of A- or above for a revolving term of up to 5 years.
  - e) The combined investments in diversified mutual funds and fixed income investments is limited to 25% of IASA's surplus.
  - f) IASA may utilize Sweep Accounts, 7-day variable demand paper and/or other short-term cash opportunities when cash is on hand for more than 7 days and less than 60 days, as appropriate, in light of existing investment yields.
  - g) IASA should continue with Finance/Audit Committee directing investments.
  - h) IASA should consider limited investment of \$100,000 in treasury bills for a revolving term of up to 5 years.
  - i) Changes to Investment philosophy must be ratified by the Board of Directors.

10. No Board member, staff member or volunteer should act in any way to endanger the organization's public image or credibility, particularly in ways that would hinder its accomplishment of mission.

## ***Policy 2.7: COMMUNICATION AND SUPPORT TO THE BOARD***

The President and the Executive Director shall provide open communication to the Board of Directors on all matters deemed appropriate, including financial, operational, staffing, membership, chapters and volunteer matters. They will report timely actual and anticipated noncompliance with any policy. Presented information should include quantitative and qualitative information and be addressed in a non-complex understandable manner, providing opportunity for questions. In addition regular updates on Management Team activities should be reported.

## ***Policy 2.8: WHISTLEBLOWER POLICY***

It is the intent of the IASA to adhere to all laws and regulations that apply to the organization. The IASA requires Board members, officers, members, volunteers, employees, and business partners to observe high standards of business and personal ethics in the conduct of their duties and responsibilities.

Representatives of the IASA must practice honesty and integrity in fulfilling responsibilities and complying with all applicable laws and regulations.

1. The IASA has an “open door policy” and encourages Board members, officers, members, volunteers, employees and business partners to share their questions, concerns, suggestions or complaints regarding the IASA and its operations with someone who can address them properly.
2. This Whistleblower policy is intended to encourage and enable persons to raise concerns about practices or policies, or possible compliance violations within the IASA prior to seeking resolution outside the organization.
  - a) In most cases, member’s and officer’s concerns should be expressed to the President.
  - b) Board member concerns should be expressed to the Board Chair.
  - c) Employee concerns should be expressed to the Executive Director.
  - d) However, if the person is not comfortable speaking with the President, Board Chair or Executive Director, or is not comfortable with the President’s, Board Chair’s, or Executive Director’s response; the member or employee is encouraged to speak with anyone on the Executive Committee with whom they are comfortable.
  - e) If the concern involves the President and the Executive Director, the member should contact the Board Chair or any member of the Executive Committee with whom they are comfortable.
3. No Board member, officer, member, volunteer, employee, or business partner who in good faith reports a violation, or has made a protest or complaint against some practice or policy shall suffer harassment, retaliation, or adverse consequence.
  - a) A person is protected from retaliation only if the person brings the alleged violation, policy or practice to the attention of the IASA and provides the IASA with a reasonable opportunity to investigate and correct the activity.
  - b) A Board member, officer, member, or employee who retaliates against a person who has reported a violation or a complaint against a practice or policy in good faith is subject to disciplinary action. Disciplinary action includes termination of their position with the IASA and/or a request for their resignation.
4. Concerns may be submitted on a confidential basis or may be submitted anonymously. Reports will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.
5. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.
6. Anyone filing a complaint concerning a violation or suspected violation of the law or regulation requirement, or has made a protest or complaint against some practice or policy must be acting in good faith and have reasonable grounds for believing the information disclosed. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a disciplinary offense.

## **Policy Type: GOVERNANCE PROCESS**

### ***Policy 3.0: GOVERNING STYLE***

The Board will govern lawfully 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, operational, staff and volunteer 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 will be responsible for excellence in governing. The Board will be the initiator of policy, not merely a reactor to staff or volunteer initiatives. The Board will not use the expertise of individual members to substitute for the judgment of the Board, although the expertise of individual members may be used to enhance the understanding of the Board as a body.
2. The Board will 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 organization, not on the administrative or programmatic means of attaining those effects.
3. 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 observe them scrupulously while in force.
4. Continual Board development will include orientation of new Board members in the Board's governance process and periodic Board discussion of process improvement.

### ***Policy 3.1: BOARD JOB DESCRIPTION***

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 link between the membership and the operational organization.
2. Written governing policies which address the broadest levels of all organizational decisions and situations.
  - a) Ends: Organizational products, impacts, benefits, outcomes, recipients, and their relative worth (what good for which recipients at what cost).
  - b) Executive Limitations: Constraints on executive authority which establish the prudence and ethics boundaries within which all executive activity and decisions must take place.
  - c) Governance Process: Specification of how the Board conceives carries out and monitors its own task.
  - d) Board- President Linkage: How power is delegated and its proper use is monitored; the President role, authority and accountability.
  - e) Board-Executive Director Linkage: How power is delegated and its proper use is monitored, the Executive Director role, authority and accountability.
3. Assurance of successful organizational performance.

### ***Policy 3.2: THE BOARD CHAIR'S ROLE***

The Immediate Past President shall serve as Chair of the Board. The Chair assures the integrity of the Board's process and, secondarily, occasionally represents the Board to outside parties. In the event that the Immediate Past President cannot serve as Board Chair, the Board will elect a Chair, preferably someone who has served as President of IASA. Accordingly:

1. The assigned result of the Chair's job is that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization. Further, the Board Chair will assure that:
  - a) Meeting discussion content will be on those issues which, according to Board policy, clearly belong to the Board to decide or to monitor.
  - b) Information which 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 Chair consists in making decisions that fall within topics covered by Board policies on Governance Process and Board- Executive Linkage, except where the Board specifically delegates portions of this authority to others. The Chair is authorized to use any reasonable interpretation of the provisions in these policies.
  - a) The Chair is empowered to chair Board meetings with all the commonly accepted power of that position (e.g., ruling, recognizing).
  - b) The Chair has no authority to make decisions about policies created by the Board within Ends and Executive Limitations policy areas. Therefore, the Chair has no authority to supervise or direct the President or Executive Director. However, the Board Chair may represent the Executive Committee in matters that require Executive Committee attention.
  - c) The Chair may represent the Board to outside parties in announcing Board-stated positions and in stating Chair decisions and interpretations within the area delegated to her or him.
  - d) The Chair may delegate this authority, but remains accountable for its use.
  - e) The Board Chair may appoint Board committees chairs, create task forces with specific charges and timeframes, and make other appointments as needed to effectively run the Board subject to approval of the Board
3. At an annual meeting of the Board, the Chair will outline any expectations set for the upcoming year(s), highlighting recent activities and accomplishments and financial results. This report is to be used by the current Board as a means of benchmarking progress, evaluating challenges and opportunities, as well as looking ahead in evaluating strategic goals and operating plans.

### ***Policy 3.3: 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 have loyalty to the Association, not conflicted by loyalties to staff, other organizations, and any personal interest as a consumer.
2. Maintenance of the IASA's good name requires that everyone in any of its positions of responsibility shall avoid any conduct, which, in fact, involves a conflict of interest.
  - a) No one shall receive any money or thing of value, either directly or indirectly for negotiating, procuring, recommending or aiding in a purchase, sale or loan made by the IASA, nor shall such person have any substantial interest, direct or indirect, in any such purchase, sale or loan.
  - b) No one shall receive from anyone directly or indirectly connected with a company or organization with whom the IASA has a business relationship – currently, in the past or there exists a possibility for the future, any gift or entertainment of substantial value, or any personal favor or preferment. Gifts, entertainment or favors which do not place the recipient under obligation and which are customarily associated with ethical business practice and are customarily allowed as deductions for federal income tax purposes are excepted.
  - c) No one shall accept or engage in any activity, business, or employment or make any personal investment which will conflict with the IASA's interests or impair the Board member's independence, judgment, or ability to render satisfactory performance of services for IASA.
  - d) No one shall disclose any confidential information acquired in the course of such person's duties nor use such information for personal gain.
  - e) Any and all conflicts of interest shall be disclosed in any Board, Management Team, or other committee or an IASA meeting where official action is to be taken and the Declarant shall refrain from voting in any matter with respect to which a conflict exists.
  - f) The general principles contained in Policy 3.3.2.a.-e. above apply where any member of the immediate family of a person is involved in any such ownership, transaction or activity
3. Board members may not attempt to exercise individual authority over the organization.
  - a) Members' interaction with the President, Executive Director, the Management Team, or with staff must recognize the lack of authority vested in individuals except when explicitly Board authorized.
  - b) Members' interaction with public, press or other entities must recognize the same limitation and the inability of any Board member to speak for the Board except to repeat explicitly stated Board decisions.
  - c) Except for participation in Board deliberation or by direct request of the Executive Director, members will not express individual judgments of staff or Management Team performance.
4. Members will respect the confidentiality appropriate to issues of a sensitive nature.
5. Members will be properly prepared for Board deliberation.

### ***Policy 3.4: BOARD MEMBERS' INDIVIDUAL RESPONSIBILITIES***

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

1. All Board members are expected to participate in the following ways:
  - a) Attendance - As Board contemplation, deliberation and decision-making are processes that require wholeness, collaboration and participation, attendance at Board meetings/calls is required of Board members.
  - b) Preparation and participation - Board members will prepare for Board and committee meetings and will participate productively in discussions, always within the boundaries of discipline established by the Board. Each member will contribute his or her own knowledge, skills and expertise to the Board's efforts to fulfill its responsibilities.
  - c) Members as individuals - the President and the Executive Director are accountable only to the Board as an organization, and not to individual Board members. Accordingly, the relationship between the President or the Executive Director and individual members of the Board, including the Board Chair, is collaborative and respectful, not hierarchical.
  - d) Voluntarism - As the functioning and success of the organization depend largely on the involvement and dedication of volunteers, all Board members are encouraged, but are not required, to serve as volunteers on non-Board committees. In view of the President's responsibility for operational activities and results, members of the Board choosing, as individuals, to act as operational volunteers are subject to the direct supervision of the Management Team, led by the President.
  - e) Members with good standing - As Board members are trustees representing the organization within its community/industry, members are expected to remain in good standing within the community/industry or will resign.
  
2. In addition to the responsibilities above or those that are specified in other policies, the following additional responsibilities are required for certain Board Positions.
  - a) President: Serves as President IASA, chairs the Management Team and on the Executive Committee; implements current year priorities which support IASA Ends statements and strategic planning;
  - b) President-Elect: Serves on the Executive Committee, and member on the IASA Management Team to assist President with implementing current year priorities;
  - c) Immediate Past President: Serves as Board Chair, on the Executive Committee, serves as back-up to President if President is unable to serve;
  - d) CFO: Serves as Finance and Audit Committee Chair, member of IASA Management Team.
  - e) CIO: Serves as member of IASA Management Team.

### ***Policy 3.5: BOARD COMMITTEE PRINCIPLES***

Board committees, when used, will be assigned so as to reinforce the wholeness of the Board's job and so as never to interfere with delegation from Board to President or Executive Committee to Executive Director. Accordingly:

1. Board committees are to help the Board do its job, not to help or advise the staff or volunteers. Committees ordinarily will assist the Board by preparing strategic, site, financial or 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 or volunteer operations.
2. Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the President or the Executive Director.
3. Board committees cannot exercise authority over staff or volunteers. Because the President works for the full Board, he or she will not be required to obtain approval of a Board committee before an operational action. Because the Executive Director works for the full Board, reporting to the Executive Committee, he or she will not be required to obtain approval of a Board committee before an operational action.
4. Board committees are to avoid over-identification with organizational parts rather than the whole. Therefore, a Board committee which has helped the Board create policy on some topic will not be used to monitor organizational performance on that same subject.
5. This policy applies to any group which is formed by Board action, whether or not it is called a committee and regardless whether the group includes Board members. It does not apply to committees formed under the authority of the President.

## ***Policy 3.6: BOARD COMMITTEE STRUCTURE***

A committee is a Board committee only if its existence and charge come from the Board, regardless whether Board members sit on the committee. The only Board committees are those which are set forth in this policy unless otherwise stated, a committee ceases to exist as soon as its task is complete.

### **1. Nominating Committee**

The IASA Nominating Committee members are responsible for observing, evaluating, mentoring and recommending leadership positions for future IASA leaders. The Nominating Committee collaborates with the Leadership Development Team of the Volunteer Development Committee and identifies IASA volunteers who possess the requisite skills and qualifications and motivation to assume increased levels of responsibilities within the association. As mentors, IASA Nominating Committee Members are expected to provide guidance and candid feedback to IASA's volunteers to accelerate candidate readiness.

The IASA Nominating Committee prepares a slate of candidates for key IASA Officer and Board positions for approval by the Board. The slate of candidates is submitted to the IASA Secretary according to the requirements and timelines outlined in the IASA By-Laws. The IASA Secretary presents the recommended slate of candidates to the IASA membership for election at the next IASA annual conference. The Nominating Committee also serves as an advisory group to the incoming President to help determine the Vice Presidents to serve on the Management Team for the next year.

The Nominating Committee is responsible for a mentoring program to guide current and future officers and directors of IASA. The mentoring program provides a sharing of the knowledge and experiences of IASA past presidents and former officers.

The Nominating Committee is chaired by the retiring Board Chair. In the event that the retiring Board Chair is unable to serve, the Board Chair will appoint a Chair for the Nominating Committee.

At the request of the Board of Directors, the IASA Nominating Committee, or individual members of the Nominating Committee may also be assigned to work on a wide range of human resource development programs or other strategic initiatives and priorities involving IASA's staff and volunteers.

### **2. Finance/Audit Committee**

The Finance/Audit Committee serves in an advisory capacity for various financial related items, including but not limited to, budgeting, financial planning, audit requirements. Additionally, the committee is responsible for the selection of the IASA's independent auditor and oversight of the annual audit. The CFO serves as the Committee Chair.

### **3. Policy Committee**

The Policy Committee reviews the IASA policies to determine applicability and appropriateness for the Association's operating environment. Recommendations are presented to the Board for action.

#### 4. Strategic Planning Committee

The Strategic Planning Committee Chair is appointed by the Board Chair. The Committee is responsible for maintaining an IASA strategic plan which defines the long term goals and objectives of the IASA. The strategic plan consists of a list of Board approved, fact-based strategic priorities that are used by the Management Team and to establish operational priorities and plans for the Association.

#### 5. Site Committee

The Site Committee is responsible for investigating potential sites for IASA meetings, seminars and conferences and making recommendations to the Board of Directors.

#### 6. Compensation Committee

The Compensation Committee assists the Board of Directors and Executive Director in regularly reviewing the benefits and compensation program for the IASA staff. This committee utilizes business and industry resources to maintain a benefit and compensation program appropriate to the industry and in keeping with performance guidelines, IASA budget, strategy, and Board policy. This committee reviews recommendations by the Executive Director and the Executive Committee regarding changes, promotions, benefits and compensation for all IASA staff.

#### 7. Executive Committee

The Executive Committee is comprised of the Board Chair, the President, the President-Elect and the Compensation Committee Chair. The Board Chair is the Chair of the Executive Committee.

The Executive Committee's role is not to usurp the Board's responsibilities. Issues requiring Board approval or attention between regularly scheduled meetings may generally be handled electronically through conference calls or email consents as determined by the Board Chair. However, there may be sensitive or confidential matters that arise involving staff, volunteers, operations or external stakeholders that require evaluation of a proper course of action. The Executive Committee is the proper body to handle such matters and determine the need for full Board attention and direction.

As noted in other policies involving treatment of staff, volunteers, whistleblower and grievance, the Executive Committee should be advised as appropriate. The Executive Committee should be advised of anything involving a grievance or whistleblower issue. Additionally, the Executive Committee should be consulted by the Executive Director or President on any issue involving potentially sensitive operational, staff/volunteer or other issue to provide guidance and evaluate the need for presentation to the full Board and other appropriate action. The Executive Director or President should be able to rely on the Executive Committee to vet matters that are highly confidential or aren't ready for formal, full-Board deliberations.

The Executive Committee establishes expectations, appraises and manages the performance of the Executive Director, oversees policies that relate to the performance of the Executive Director, and makes recommendations to the Compensation Committee for compensation revisions.

### ***Policy 3.7: COST OF GOVERNANCE***

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

1. Board skills and methods will be sufficient to assure governing with excellence.
  - a) Training and retraining will be used regularly and consistently to orient new members and candidates for membership, as well as to maintain and increase existing member skills and understandings of Board procedures and policies.
  - b) Outside monitoring or assistance may be obtained so that the Board can exercise confident control over organizational performance. This includes, but is not limited to an annual fiscal audit performed by an independent CPA firm and the engagement of governance consultants.
2. Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior capability, not to exceed the budgeted amount for the following:
  - a) Training, including attendance at conferences and workshops.
  - b) Audit and other third-party monitoring of organizational performance.
  - c) Surveys focus groups, opinion analyses, and meeting costs.

## **Policy Type: BOARD-EXECUTIVE LINKAGE**

### ***Policy 4.0: GLOBAL GOVERNANCE-EXECUTIVE CONNECTION***

The Board's official connection to the operational organization, its achievements and conduct will be through the President and the Executive Director.

1. Delegation to the President
  - a) As long as the President uses reasonable interpretation of the Board's Ends and Executive Limitations policies, the President, within the power delegated to the position, is authorized to establish further operational policies and procedures, make decisions, take actions, establish practices and develop activities.
  - b) The President should actively work with the Executive Director to assure coordination of the annual Operating Plan with volunteers, staff and other stakeholders.
  - c) The President is the "volunteer-in-chief" and is the final arbiter in all volunteer issues. However, the President should consult with the Executive Director and the Executive Committee on any sensitive or confidential issues to assure proper vetting of difficult issues and resolution of such issues in the best interest of IASA and all affected parties.
  
2. Delegation to the Executive Director
  - a) As long as the Executive Director uses reasonable interpretation of the Board's Ends and Executive Limitations policies, the Executive Director, within the power delegated to the position, is authorized to establish further operational policies and procedures, make decisions, take actions, establish practices and develop activities.
  - b) The Executive Director should actively work with the President to assure coordination of the annual Operating Plan with the staff, volunteers and other stakeholders.
  - c) The Executive Director is the final arbiter in all staff and operational issues. However, the Executive Director should consult with the President and the Executive Committee on any sensitive or confidential issues to assure proper vetting of difficult issues and resolution of such issues in the best interest of IASA and all affected parties.