

**POLICY MANUAL OF THE INSURANCE ACCOUNTING
AND SYSTEMS ASSOCIATION, INC.
BOARD OF DIRECTORS**

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Policy Type: ENDS
Policy 1.0: GLOBAL ENDS STATEMENT

The purpose of IASA is a knowledgeable, well-trained industry and industry professionals for individuals interested in financial information and systems development and applications as it relates to the business of insurance. IASA will achieve this end at a cost commensurate with maintaining a surplus of at least \$1 million.

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Policy Type: ENDS
Policy 1.1: Volunteers

1. IASA has an effective, stable base of motivated volunteers at the chapter and international level. The volunteer ranks of IASA are well-represented, and balanced, as it relates to the participation by regular and associate members of the association. This balance should be 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 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 get "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 Spring and Fall planning meetings, the Annual Conference, 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 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.

Policy Type: ENDS

Policy 1.2: MEMBERS AND PARTICIPANTS

1. Members (regular and associate) and participants have a clear understanding of the foundation of the financial services 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 participants to create "better practices": 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 Type: ENDS
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 computer services, regulatory rules, accounting rules, and cost-saving ideas
 - c. A forum which allows participation at a low 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 international associations. These include:
 - a. IASA brand recognition
 - b. Chapter volunteers 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. Pool of potential new members
 - g. Access to the IASA website for planning, training, speakers, communication, and support

4. The international IASA receives benefits from having a chapter organizational structure, including:
 - a. Education volunteers 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. Pool of potential new members

Policy Type: EXECUTIVE LIMITATIONS
Policy 2.0: GLOBAL EXECUTIVE CONSTRAINT

Neither the President nor the Executive Director shall cause or allow any practice, activity, decision, or organizational circumstance which is either unlawful, imprudent or in violation of commonly accepted business and professional ethics and practices.

Policy Type: EXECUTIVE LIMITATIONS

Policy 2.1: GLOBAL CONSTRAINTS REGARDING ANTITRUST AND CONFLICTS OF INTEREST

1. Neither the Board Chair, President nor the Executive Director shall cause or allow any practice, activity, decision, or organizational circumstance that is unlawful under prevailing antitrust laws, rules, regulations or applicable court decisions.

2. Neither the Board Chair, President nor the Executive Director shall cause 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 President and 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 from participation in related discussions or decisions within the IASA.
- d. Ask the person to resign from his position in the IASA. If the person refuses to resign, they come subject to possible removal under the IASA's removal procedures as detailed in the By-laws.
- e. Any other action deemed appropriate.

3. The Board Chair, President and Executive Director will ensure that all volunteers and speakers receive, on an annual basis, a copy of the IASA Conflict of Interest Policy, the IASA Antitrust Guidelines for Panel Chairman, Panelists and Paper Writers, and the IASA's Counsel's Opinion as to the Liabilities and Responsibilities of IASA and Its Participating Members under the Federal Anti-Trust Laws.

Policy Type: EXECUTIVE LIMITATIONS
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 not cause or allow conditions, procedures, or decisions that are unsafe, undignified, or unnecessarily intrusive. Further, without limiting the scope of the foregoing by this enumeration, they shall not:

1. Use methods of collecting, reviewing, transmitting, or storing consumer/member information that fail to protect against improper access to the material elicited.
2. Fail to operate facilities with appropriate accessibility and privacy.
3. Fail to inform consumers/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.
4. Fail to inform service providers or other representatives of this policy and the expectation of compliance therewith.

Policy Type: EXECUTIVE LIMITATIONS
Policy 2.3: TREATMENT OF STAFF

With respect to the treatment of paid staff, the President and Executive Director may not cause or allow conditions which are unfair, undignified, disorganized, or unclear. Further, without limiting the scope of the foregoing by this enumeration, they shall not:

1. Operate without written personnel procedures which:
 - a) clarify procedures for paid staff,
 - 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 staff member for non-disruptive expression of dissent.
3. Prohibit activities covered under the “whistleblower” policy.
4. Prevent staff from or penalize staff for grieving to the Board when:
 - a) internal grievance procedures have been exhausted and
 - b) the employee alleges that Board policy has been violated to his or her detriment.
5. Fail to acquaint staff with the Executive Director's interpretation of their protections under this policy.

Policy Type: EXECUTIVE LIMITATIONS
Policy 2.4: TREATMENT OF VOLUNTEERS

With respect to the treatment of volunteers, the President and Executive Director may not cause or allow conditions which are unfair, undignified, disorganized, or unclear. Further, without limiting the scope of the foregoing by this enumeration, they shall not:

1. Operate without written volunteer procedures which:
 - 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, complementary 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. Discriminate against any volunteers for non-disruptive expression of dissent.
3. Prohibit activities covered under the "whistleblower" policy.
4. Prevent volunteers from or penalize volunteers for grieving to the Board when:
 - a) Internal grievance procedures have been exhausted and
 - b) The volunteer alleges that Board policy has been violated to his or her detriment.
5. Fail to acquaint volunteers with the President's interpretation of their protection under this policy.

Policy Type: EXECUTIVE LIMITATIONS
Policy 2.5: FINANCIAL PLANNING BUDGETING

Financial planning 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 plan. Further, without limiting the scope of the foregoing by this enumeration, the CFO, with assistance from the President and Executive Director, shall not:

1. Fail to include credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions.
2. Plan the operational expenditures in any fiscal year of more funds than are conservatively projected to be received in that period.
3. Plan capital expenditures in any fiscal year that exceed \$200,000 or \$300,000 over three years, subject to surplus (designated and undesignated reserves reported in the Equity section of the balance sheet) not falling below \$1,000,000.
4. Provide less for Board prerogatives during the year than is set forth in the Cost of Governance policy.

Policy Type: EXECUTIVE LIMITATIONS
Policy 2.6: FINANCIAL CONDITION AND ACTIVITIES

With respect to the actual, ongoing financial condition and activities, the President or Executive Director shall not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from the budget. Further, without limiting the scope of the foregoing by this enumeration, he or she shall not:

1. Indebt the organization.
2. Use any designated restricted funds.
3. Fail to settle payroll and debts in a timely manner.
4. Allow tax payments or other government ordered payments or filings to be overdue or inaccurately filed.
5. Make a financial commitment of greater than the lesser of 5% or \$15,000 in excess of the departmental budget. Splitting orders to avoid this limit is not acceptable.
6. Acquire, encumber or dispose of real property.
7. Fail to aggressively pursue receivables after a reasonable grace period.
8. Reduce the current assets at any time to less than current liabilities unless it is reasonably anticipated that revenues in the near term will cover current liabilities.

Policy Type: EXECUTIVE LIMITATIONS
Policy 2.7: EMERGENCY PRESIDENT SUCCESSION

In order to protect the Board 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.

Policy Type: EXECUTIVE LIMITATIONS
Policy 2.8: ASSET PROTECTION

The President, Executive Director, or Chief Financial Officer shall not allow association assets to be unprotected, inadequately maintained or unnecessarily risked. Further, without limiting the scope of the foregoing by this enumeration, he or she shall not:

1. Fail to 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. Allow unbonded personnel access to material amounts of funds.
3. Subject equipment to improper wear and tear or insufficient maintenance.
4. Unnecessarily expose the organization, its Board or staff to claims of liability.
5. Make any purchase:
 - a) wherein normally prudent protection has not been given against conflict of interest;
 - b) of over \$25,000 without having obtained comparative prices and quality. Splitting orders to avoid these requirements is not allowed;
 - c) of over \$50,000 without a stringent method of assuring the balance of long-term quality and cost. Splitting orders to avoid these requirements is not allowed;
 - d) involving checks drawn in amounts up to and including \$15,000 without the signature of an authorized signer;
 - e) involving checks drawn in amounts over \$15,000 without the signature of two authorized signers;
6. Fail to report to the Chief Financial Officer any transfer of funds or checks drawn in excess of \$15,000. A report should be prepared and distributed to the Chief Financial Officer just prior to any regular Board meeting. Transfers of funds do not include moving money from a checking account to a money market account at the same bank.
7. Fail to protect intellectual property, information and files from loss or significant damage.
8. Receive, process or disburse funds under controls which are insufficient to meet the Board-appointed auditor's standards.
9. Fail to adhere to the following investment policies:
 - a) IASA should not invest in individual issues of common stock.
 - b) IASA may invest in diversified mutual funds.

- c) The IASA's Finance/Audit Committee shall review and ratify all investments.
- d) IASA may consider limited investing 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.

10. Endanger the organization's public image or credibility, particularly in ways that would hinder its accomplishment of mission.

Policy Type: EXECUTIVE LIMITATIONS
Policy 2.9: COMPENSATION AND BENEFITS: STAFF

1. With respect to employment, compensation, and benefits to employees, consultants, and contract workers, the President and Executive Director shall not cause or allow jeopardy to fiscal integrity or to public image. Further, without limiting the scope of the foregoing by this enumeration, they shall not:

- a. Change their own compensation and benefits.
- b. Promise or imply permanent or guaranteed employment.
- c. Establish current compensation and benefits that deviate materially from the geographic or professional market for the skills employed.
- d. Create obligations over a longer term than revenues can be safely projected, in no event longer than three years and in all events subject to losses in revenue.
- e. Establish or change pension benefits so as to cause unpredictable or inequitable situations, including those that:
 - i) Incur unfunded liabilities.
 - ii) Provide less than some basic level of benefits to all full time employees, though differential benefits to encourage longevity are not prohibited.
 - iii) Allow any employee to lose benefits already accrued from any foregoing plan.

2. The Executive Committee shall not fail to:

- a. Provide the Executive Director with written expectations as a basis for the Executive Director's performance appraisal and recommendations with respect to the Executive Director's compensation. Expectations shall be based upon the President's annual operating plan and the Board's strategic initiatives as outlined in its annual strategic plan. The results of these plans are a direct reflection of the Executive Director's performance and are formalized as written expectations at the beginning of the year.
- b. Provide recommendations to the Compensation Committee with respect to the Executive Director's compensation.

The Executive Director's compensation is based upon the accomplishments of the President's Annual Operating Plan and the Board's strategic initiatives as outlined in its Annual Strategic Plan and other written expectations.

Policy Type: EXECUTIVE LIMITATIONS
Policy 2.10: BENEFITS: VOLUNTEERS

It is critical to the success of the IASA that it continues to recruit and retain volunteers to assist in the operation of the organization. Rewards and recognition are important to ensure that the volunteers feel valued and that their contributions are important. Some areas of recognition that are employed, include:

- ◇ Recognition of the volunteer on the IASA website and in IASA publications
- ◇ Articles and advertisements in the industry trade press
- ◇ The President's Award
- ◇ Excellence Awards
- ◇ Chapter Volunteer Excellence Award
- ◇ Boss registration
- ◇ VIP program

Policy Type: EXECUTIVE LIMITATIONS

Policy 2.11: COMMUNICATION AND SUPPORT TO THE BOARD

The President and the Executive Director shall not permit the board to be uninformed or unsupported in its work. Further, without limiting the scope of the foregoing by this enumeration, they shall not:

1. Neglect to submit monitoring data required by the board (see policy on Monitoring President Performance) in a timely, accurate and understandable fashion, directly addressing provisions of Board policies being monitored.
2. Fail to report in a timely manner an actual or anticipated noncompliance with any policy of the Board.
3. Let the Board be unaware of relevant trends, anticipated adverse media coverage, threatened or pending lawsuits, material external and internal changes, particularly changes in the assumptions upon which any Board policy has previously been established.
4. Fail to advise the board if the Board is not in compliance with its own policies on Governance Process and particularly the Board- President Linkage and the Board-Executive Director Linkage, in the case of Board behavior which is detrimental to the work relationship between the Board, President, and the Executive Director.
5. Fail to marshal for the Board as many staff and external points of view, issues and options as the Board determines it needs for fully informed Board choices.
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 mechanism for official Board, officer or committee communications.
8. Fail 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 consent agenda all items delegated yet required by law or contract to be Board-approved, along with the monitoring assurance pertaining thereto.
10. Neglect to provide the Management Team Reports to the Board on a timely basis.

Policy Type: EXECUTIVE LIMITATIONS
Policy 2.12: “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 serious 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: GLOBAL GOVERNANCE COMMITMENT

The purpose of the Board, on behalf of the membership and the industry it serves, is to see to it that the INSURANCE ACCOUNTING AND SYSTEMS ASSOCIATION, INC. (a) provides appropriate services to its member organizations and the industry in a timely and cost-effective manner, and (b) ensures that the activities of the organization are conducted in an ethical manner at all times.

Policy Type: GOVERNANCE PROCESS
Policy 3.1: 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 and chief executive 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 staff, 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.
5. The Board will allow no officer, individual or committee of the Board to hinder or be an excuse for not fulfilling its commitments.
6. 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- President Linkage, and Board-Executive Director Linkage. .

Policy Type: GOVERNANCE PROCESS
Policy 3.2: 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 monitored; the President role, authority and accountability.
 - e) Board-Executive Director Linkage: How power is delegated and its proper use monitored, the Executive Director role, authority and accountability.
3. Assurance of successful organizational performance.

Policy Type: GOVERNANCE PROCESS
Policy 3.3: AGENDA PLANNING

To accomplish its job products with a governance style consistent with Board policies, the Board will follow an annual agenda which (a) completes a re-exploration 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 June 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 ownership, or other methods of gaining ownership 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, (e.g. presentations by futurists, demographers, advocacy groups, staff, etc.) will be arranged in the first quarter, to be held during the balance of the year.
3. Throughout the year, the Board will attend to consent agenda items as expeditiously as possible.
4. President and Executive Director monitoring will be included on the agenda if monitoring reports show policy violations, if policy criteria are to be debated, or if the Board otherwise votes to include it.

Policy Type: GOVERNANCE PROCESS
Policy 3.4: 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.

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.
 - 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, Board- President Linkage, and Board-Executive Director 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.
 - 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. The Board Chair, within 30 days after the end of the fiscal current year, will submit a report to the Board members outlining the activities, accomplishments, opportunities and challenges of the Board. The Chair will also outline any expectations set for the upcoming year(s). This report

is to be used by the current Board as a means of benchmarking progress, evaluating challenges, as well as looking ahead.

Policy Type: GOVERNANCE PROCESS

Policy 3.5: 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 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 (other than fixed salary, incentive plan, sales awards or other compensation) 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 employee's independence, judgment, or ability to render satisfactory performance of services for the 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) 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 3.5.2.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 performance President.

4. Members will respect the confidentiality appropriate to issues of a sensitive nature.

5. Members will be properly prepared for Board deliberation.

Policy Type: GOVERNANCE PROCESS

Policy 3.6: 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 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, CEO, and on the Executive Committee; implements current year priorities which support IASA ends statements and strategic planning;

b) President-Elect: Serves as Strategic Planning Committee Chair, 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, chairs Nominating 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 Chair of the Technology Development Committee, member of IASA Management Team.

Policy Type: GOVERNANCE PROCESS
Policy 3.7: 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 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 Type: GOVERNANCE PROCESS
Policy 3.8: 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 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 carries the ultimate responsibility for the long-term viability of IASA by collectively nominating a slate of candidates for key IASA Officer and Board positions. 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 oversees its 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.

At the request of the Board of Directors, the IASA 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 Certified Public Accountant and the 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 is composed of all Board members and is chaired by the President-Elect. The Committee is responsible for updating the 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 to establish operational priorities and plans for the Association.

5. Technology Development Committee

The Technology Development Committee prioritizes, recommends, plans, and oversees the implementation of the IASA technology investments, utilizing available technologies to maximize member benefits. This committee is primarily composed of the CIO as Chair, the President, the Past-President, the President-Elect, and the Executive Director.

6. 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.

7. 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.

8. 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 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 Type: GOVERNANCE PROCESS
Policy 3.9: 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.
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-PRESIDENT LINKAGE
Policy 4.0: GLOBAL GOVERNANCE-PRESIDENT CONNECTION

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

Policy Type: BOARD-PRESIDENT LINKAGE
Policy 4.1: UNITY OF CONTROL

Only officially passed motions of the Board are binding on the President. Accordingly:

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

Policy Type: BOARD-PRESIDENT LINKAGE
Policy 4.2: ACCOUNTABILITY OF THE PRESIDENT

The President is the Board's link to operational achievement and conduct, so that authority and accountability of volunteers, as far as the Board is concerned, is considered the authority and accountability of the President. Accordingly:

1. The Board should not give instructions to persons who report directly or indirectly to the President.
2. The Board will view President performance as identical to organizational performance, so that organizational accomplishment of Board stated Ends and avoidance of Board proscribed Means will be viewed as successful President performance.

Policy Type: BOARD-PRESIDENT LINKAGE
Policy 4.3: DELEGATION TO THE PRESIDENT

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

Accordingly:

1. The Board will develop policies instructing the President to achieve certain results, for certain recipients 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.
2. The Board will develop policies that limit the latitude the President may exercise in choosing the organizational means. These policies will be developed systematically from the broadest, most general level to more defined levels, and they will be called Executive Limitations policies.
3. 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.
4. The Board may change its Ends and Executive Limitations policies, thereby shifting the boundary between Board, President, and Executive Director domains. By doing so, the Board changes the latitude of choice given to the President. But as long as any particular delegation is in place, the Board will respect and support the President's choices.

Policy Type: BOARD-EXECUTIVE DIRECTOR LINKAGE

Policy 5.0: GLOBAL GOVERNANCE-EXECUTIVE DIRECTOR CONNECTION

The Board's official connections to the operational organization, its achievements and conduct will be through a Chief Executive Officer, titled President, and the Executive Director.

Policy Type: BOARD-EXECUTIVE DIRECTOR LINKAGE
Policy 5.1: UNITY OF CONTROL

Only officially passed motions of the Board are binding on the Executive Director.

Accordingly:

1. Decisions or instructions of individual Board members, officers, or committees are not binding on the Executive Director, 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 Executive Director can refuse such requests that require, in the Executive Director's opinion, a material amount of staff time or funds or is disruptive.

Policy Type: BOARD-EXECUTIVE DIRECTOR LINKAGE
Policy 5.2: ACCOUNTABILITY OF THE EXECUTIVE DIRECTOR

The Executive Director is a Board link to operational achievement and conduct, so that authority and accountability of staff, as far as the Board is concerned, is considered the authority and accountability of the Executive Director.

Accordingly:

1. The Board should not give instructions to persons who report directly or indirectly to the Executive Director.
2. The Board, through the Executive Committee, will view Executive Director performance as identical to organizational performance, so that organizational accomplishment of Board stated Ends and avoidance of Board proscribed Means will be viewed as successful Executive Director performance.

Policy Type: BOARD-EXECUTIVE DIRECTOR LINKAGE
Policy 5.3: DELEGATION TO THE EXECUTIVE DIRECTOR

The Board will instruct the Executive Director through written policies which prescribe the organizational Ends to be achieved, and describe organizational situations and actions to be avoided, allowing the Executive Director to use reasonable interpretation of these policies.

Accordingly:

1. The Board will develop policies instructing the Executive Director to achieve certain results, for certain recipients 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.
2. The Board will develop policies that limit the latitude the Executive Director may exercise in choosing the organizational means. These policies will be developed systematically from the broadest, most general level to more defined levels, and they will be called Executive Limitations policies.
3. 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.
4. The Board may change its Ends and Executive Limitations policies, thereby shifting the boundary between Board, President, and Executive Director domains. By doing so, the Board changes the latitude of choice given to the Executive Director. But as long as any particular delegation is in place, the Board will respect and support the Executive Director's choices.

Policy Type: MONITORING PERFORMANCE
Policy 6.0: GLOBAL MONITORING PERFORMANCE

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

Policy Type: MONITORING PERFORMANCE

Policy 6.0: MONITORING PRESIDENT AND EXECUTIVE DIRECTOR PERFORMANCE

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

Accordingly:

1. Monitoring is simply to determine the degree to which Board policies are being met. Data that do not do this will not be considered to be monitoring data.

2. The Board will acquire monitoring data by one or more of three methods:

a) by internal report, in which the President and/or Executive Director disclose 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, and

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 standard for compliance shall be *reasonable interpretation* of the Board policy being monitored. The Board is final arbiter of reasonableness, but will always judge with a "reasonable person" test rather than with interpretations favored by Board members or even by the Board as a whole.

4. All policies which instruct the President and Executive Director 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.

The frequency is defined as follows:

Annually: at the spring Board Meeting, unless otherwise specified

Semi-Annually: at the fall & spring Board Meetings, unless otherwise specified

Quarterly: as of each fiscal quarter end at the Board meeting, unless otherwise specified

<u>Policy</u>	<u>Method</u>	<u>Frequency</u>	<u>Responsible</u>
1.0 <i>Global Ends Statement</i> Monitoring Report: Financial Report verifying surplus of \$1,000,000	Internal	Annually	Pres/ED
1.1 <i>Volunteers</i> Monitoring Report: Volunteer Participation, Volunteer Recognition, Volunteer Retention	Internal	Annually	Pres/ED

<u>Policy</u>	<u>Method</u>	<u>Frequency</u>	<u>Responsible</u>
1.2 <i>Members and Participants</i> Monitoring Report: Membership Dues, Membership by Type, New Member Report, Membership Retention, Member Participation in Events	Internal	Annually	Pres/ED
1.3 <i>Chapters</i> Monitoring Report: Chapter Events, Chapter Pool of Volunteers	Internal	Semi-Annual	Pres/ED
2.0 <i>Global Executive Constraint</i> Monitoring Report: Attorney Attestation	Internal	Annually	Pres/ED
2.1 <i>Global Constraints Regarding Antitrust and Conflicts of Interest</i> Monitoring Report: Attestation by the President and Executive Director, and Board Chair	Internal	Annually	Pres/ED/Bd Chair
2.2 <i>Treatment of Consumers and Members</i> Monitoring Report: Attestation by the President and Executive Director	Internal	Annually	Pres/ED
2.3 <i>Treatment of Staff</i> Monitoring Report: Signed Statements from Staff attesting to policy adherence	Internal	Semi-Annual	Exec Director
2.4 <i>Treatment of Volunteers</i> Monitoring Report: Attestation that handbooks were distributed to new volunteers or signed statements from all volunteers attesting to policy adherence	Internal	Semi-Annual	Pres/ED
2.5 <i>Financial Planning and Budgeting</i> Monitoring Report: Distribution of budget results, Specific financial plans and their relationship to various policies	Internal	Semi-Annual	Pres/ED/CFO
2.6 <i>Financial Condition and Activities</i> Monitoring Report: Distribution of financial statements, two signatures on checks over \$15,000, aged receivables report	Internal	Quarterly	Pres/ED/CFO
2.7 <i>Emergency President Succession</i> Monitoring Report: Attestation of Immediate Past President and President Elect that they are familiar with Board and President issues and processes	Internal	Annual	President
2.8 <i>Asset Protection</i> Monitoring Report: Distribution of financial statements, two signatures on checks over \$15,000	Internal	Quarterly	Pres/ED/CFO

<u>Policy</u>	<u>Method</u>	<u>Frequency</u>	<u>Responsible</u>
2.8.1 Asset Protection Monitoring Report: Current proof of insurance coverages with effective dates	Internal	Annual	Pres/ED/CFO
2.9 <i>Compensation and Benefits: Staff</i> Monitoring Report: Report of current compensation vs. salary data, Current pension plan provisions	Internal	Semi-Annual	Exec. Dir.
2.10 <i>Benefits: Volunteers</i> Monitoring Report: Written report of recognition provided to volunteers	Internal	Annual	Pres/ED
2.11 <i>Communication and Support to the Board</i> Monitoring Report: Attestation of President and the Executive Director, separately, that they are in compliance with the policy	Internal	Annual	Pres/ED
3.4 <i>The Board Chair's Role</i> Monitoring Report: A report of the Board Chair within 30 days after the end of the current year outlining activities, accomplishments, opportunities and challenges of the Board	Internal	Annual	Board Chair
3.5 <i>Board Members Code of Conduct</i> Monitoring Report: A signed statement from each Board member attesting to compliance with the Code of Conduct	Internal	Annual	Board Members
3.6 <i>Board Members Individual Responsibility</i> Monitoring Report: A report on each Board member of their attendance, participation and volunteer efforts during the current year	Internal	Annual	Board Chair
3.8.2 Board Committee Structure Monitoring Report: Distribution of report of independent CPA	Internal	Annual	Pres/ED/CFO