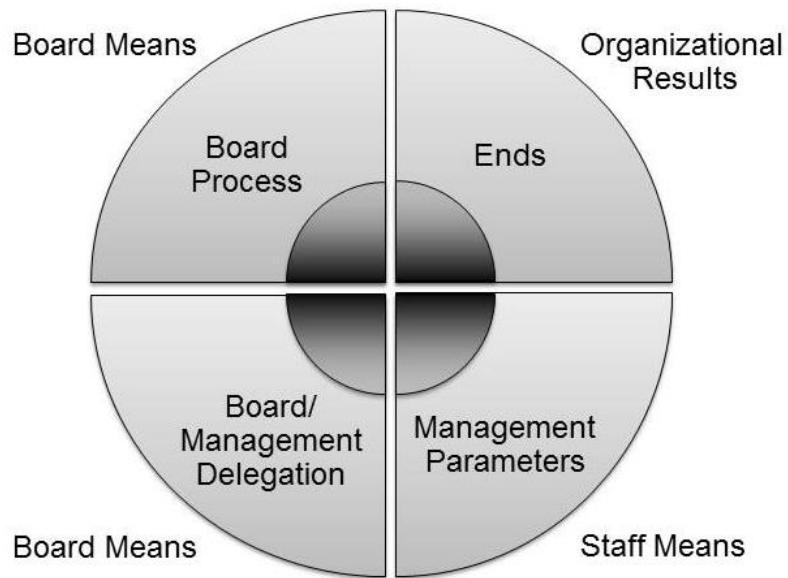


# PSIA-AASI

## Board of Directors

### Governing Policies Manual



## **Table of Contents**

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### **Introduction**

#### **Category I: Ends / Priority Results**

- Policy 1.0 Broadest End
  - 1.1 PSIA-AASI and division strategic goals align
  - 1.2 Members experience relevant and meaningful professional development
  - 1.3 Members, the industry, and the public recognize and value PSIA-AASI education, training and credentials as a premier standard
  - 1.4 PSIA-AASI and divisions use available resources and economies of scale
  - 1.5 Members identify as part of the profession globally, nationally, regionally and locally

#### **Category II: Board Process**

- Policy 2.0 Governance Purpose/Commitment
  - 2.1 Governing Style and Values
  - 2.2 Board Job Products
  - 2.3 Board Work Plan and Agenda Preparation
  - 2.4 Member Input to Governance
  - 2.5 Board Chair's Role and Authority
  - 2.6 Board Members' Code of Conduct
  - 2.7 Board Members' Individual Responsibilities
  - 2.8 Board Committee Principles
  - 2.9 Board Committee Structure
  - 2.10 Officer Elections
  - 2.11 Budgeting for Board Prerogatives
  - 2.12 Investment Policy
  - 2.13 Selection of Awards and Recognition Recipients
  - 2.14 CEO Compensation Policy

#### **Category III: Management Parameters**

- Policy 3.0 General Management Constraint
  - 3.1 Treatment of Members
  - 3.2 Treatment of Staff
  - 3.3 Financial Condition and Activities
  - 3.4 Asset Protection
  - 3.5 Financial Planning and Budgeting
  - 3.6 Compensation and Benefits
  - 3.7 Emergency CEO Succession
  - 3.8 Board Awareness and Support
  - 3.9 Corporate Partnerships

#### **Category IV: Board-Management Delegation**

- Policy 4.0 Board/Management Connection
  - 4.1 Unity of Control
  - 4.2 Accountability of the CEO
  - 4.3 Delegation to the CEO
  - 4.4 Monitoring CEO Performance

## Introduction

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This Governing Policies Manual contains the current standing (ongoing) performance standards, values, and expectations of the Board of Directors of PSIA-AASI (the “Board”).

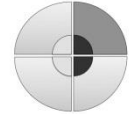
1. **Purpose:** This Manual is designed to help the Board approach decisions from the perspective of its own, previously established standards, values and expectations by:
  - A. Elevating efficiency by having all ongoing Board policies in one place.
  - B. Quickly orienting new Board members to current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

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## **Policy 1.0 Ends/Priority Results**

Date of adoption / Last revision: *August 15, 2018*

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Ends

### **1.0 Broadest End:**

**PSIA-AASI exists so that members enjoy circumstances that enhance their success as professional instructors. These ends will be achieved at a level that justifies the resources invested.**

### **Priority Results:**

#### **1.1. PSIA-AASI and division strategic goals align**

#### **1.2. Members experience relevant and meaningful professional development**

- A. Members have access to, and use, evolving resources and educational content
- B. Members receive expanded professional benefits

#### **1.3. Members, the industry, and the public recognize and value PSIA-AASI education, training, and credentials as a premier standard**

- A. Standards evolve and are applied with consistency
- B. The public values PSIA-AASI instruction and guest experience
- C. Snowsports school directors and resort management benefit from credentials, competence, and skill set instructors gain through PSIA-AASI

#### **1.4. PSIA-AASI and divisions use available resources and economies of scale**

- A. Revenue streams allow creation of resources
- B. Common systems, tools, and back office efficiencies are developed and implemented
- C. Communication tools and messaging are shared

#### **1.5. Members benefit from participating in a diverse professional community**

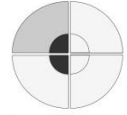
- A. PSIA-AASI and divisional programs and services complement each other
- B. Professional networking and mentoring provides inspiration and personal fulfillment
- C. Members identify as part of the profession globally, nationally, regionally, and locally

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## Policy 2.0 Governance Purpose/Commitment

Date of adoption / Last revision: *February 1, 2015*

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Board Process

The purpose of the Board of Directors of American Snowsports Education Association\*, Inc. dba the Professional Ski Instructors of America (PSIA) and the American Association of Snowboard Instructors (AASI), on behalf of the membership and the collective interests of the Divisional Associations (the “Divisions”) is to ensure that PSIA-AASI:

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

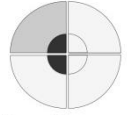
*\* = American Snowsports Education Association (ASEA) is the legal name of the corporation, as used in legal documents. The Doing Business As (DBA) PSIA and/or AASI is used in all other instances.*

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## Policy 2.1 Governing Philosophy and Values

Date of adoption / Last revision: *February 1, 2015*

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Board Process

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

Accordingly:

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

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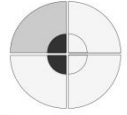
<sup>1</sup> Policy Governance® is a registered service mark of Dr. John Carver, representing an integrated set of governance principles that provide for systematic role clarity and organizational accountability. Authoritative website: [www.policygovernance.com](http://www.policygovernance.com)

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## Policy 2.2 Board Job Products

Date of adoption / Last revision: *October 18, 2017*

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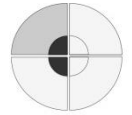


Board Process

On behalf of PSIA-AASI's membership, the Board's job is to define and ensure appropriate organizational performance. The Board's specific job products are unique to its trusteeship role and necessary for proper governance and management.

To fulfill this role, the Board will perform three pivotal governance functions:

1. **Linkage:** Connect the interests of PSIA-AASI's membership and of the Divisions represented with operational performance.
  - A. **Needs Assessment:** The Board will assess needs and trends affecting the membership and the Divisions as they relate to PSIA-AASI's activities and scope of influence, and will develop and maintain Ends policies identifying and prioritizing intended organizational outcomes to address those needs.
  - B. **Advocacy:** The Board will inform the members and Divisions of the Association's achievements on their behalf and of its expected future results.
2. **Performance Standards:** The Board will maintain written performance standards, as set forth in these governing policies, addressing the broadest, and as appropriate, more defined levels of organizational decisions and situations.
  - A. **Ends:** Strategic directives/results priorities pertaining to organizational impacts, benefits, outcomes, recipients, and their relative worth (what results, for which recipients, at what cost/priority).
  - B. **Management Parameters:** Constraints on executive authority defining the boundaries of prudence and ethics within which all executive activity and decisions must take place.
  - C. **Board Process:** Specification of how the Board defines, carries out, and assesses its own work.
  - D. **Board/Management Delegation:** How authority is delegated to management, and its proper use monitored; the CEO role, authority and accountability.
3. **Assurance of Organizational Performance:** The Board will ensure Ends fulfillment, financial solvency and organizational integrity by holding itself accountable for effective governance as defined in these policies, and holding the CEO accountable for successful achievement of Ends and adherence to Management Parameters.
4. **In addition, the Board maintains direct responsibility for:**
  - A. Determinations regarding membership dues and late fees.
    - i. Consistent with the policy agreed to by ASEA and the divisions regarding dues increases, dues increases will normally not exceed three percent (3%) Annually. ASEA will timely notify and collaborate with the divisions regarding implementation of any increase. If a greater increase is necessary, ASEA will notify the divisions of both the reason and the need for the greater increase.
  - B. Determinations regarding changes to National Standards. The Board will act on recommendations from National Standards Committee/Task Forces, with input from Division leadership prior to Board action.
  - C. Determinations regarding the recipients of PSIA-AASI's Appreciation and Recognition Awards.
  - D. Decisions outside the boundaries of authority delegated to the CEO (as proscribed in *Management Parameters* policies).



Board Process

## Policy 2.3 Board Work Plan and Agenda Preparation

Date of adoption / Last revision: *October 18, 2017*

To fulfill its role, the Board will prepare and follow an annual work plan that: (1) re-explores Ends policies and (2) continually improves Board performance through Board education, interactions with staff, customers, members, and outside experts.

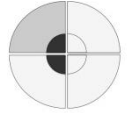
Accordingly:

1. **Annual Cycle:** The Board's annual planning cycle will conclude each year at its late January/early February meeting, so that administrative planning and budgeting for the next fiscal year can be focused on addressing both long and short-term Ends.
2. **Work Plan Development:** At its late January/early February meeting, the Board will also begin development of its work plan for the next year. At that time, the Chair will prepare and present for the Board's consideration and approval a suggested work plan for the following year's meetings. Considerations should include:
  - A. **Board Education:** Identification of topics that will elevate the Board's understanding, primarily of external issues and trends that impact Ends, and to a lesser extent key areas of operations.
  - B. **Orientation/Training for New Board Members.**
  - C. **Membership Linkage:** How the Board will connect with PSIA-AASI's membership and the Divisions (e.g., through surveys, focus groups, presentations at Division events, and other methods of gaining membership input).
  - D. **Policy Review:** How the Board will systematically review all of its policies, with emphasis on Ends over the course of the year, (e.g., by priority, by topic, or by an emphasis of the Board's choosing).
  - E. **Assessment/Evaluation of CEO Performance:** Reviewing the schedule of planned monitoring activities to assure performance on Ends and Management Parameters policies.
  - F. **Self-Assessment:** Methods and timeline for periodic and objective evaluation of how well the Board is fulfilling its role (i.e., in accordance with its Board Process and Board/Management Delegation policies) and open discussion of how the Board's performance can be improved.
  - G. **Meeting Schedule:** Update/reassess the multiple-year planning calendar for Board meetings to maximize Board member attendance and participation.
3. **Meeting Agendas:** The Chair will determine the agenda for any particular meeting, although Board members and the CEO may request or recommend any appropriate matters for Board consideration.
  - A. A Board member or the CEO may recommend or request a matter for Board discussion by submitting the item to the Chair at least 30 days prior to the regularly scheduled Board meeting.
  - B. To ensure Board member preparation and informed participation (and that Division leadership are informed of Board developments), meeting agendas and packets are to be received by Board members at least 21 days prior to the scheduled Board meeting.
  - C. By an affirmative vote of a majority of those present, additional matters may be added to the agenda of any regular Board meeting.
  - D. Proposals may be submitted by a board member or the CEO, preferably on the board's approved proposal form, to the Board Chair and The Chair of the Governance and Leadership Committee. Proposals should be submitted in sufficient time for the committee's consideration and inclusion in the board agenda (packet), although by vote of the board the time requirement may be suspended. Proposals by a committee of the board shall not require a second. Proposals should reference any applicable bylaws and/or polices.
  - E. Agendas for Board teleconference meetings shall be emailed to board members the Friday before the call.
4. **CEO Monitoring:** The Board will act on the CEO's monitoring reports received prior to the meeting, determining by majority vote whether the report:
  - A. Conveys a reasonable interpretation of the respective policy.
  - B. Provides reasonable substantiation of compliance with the policy, as interpreted.



PSIA/AASI Board of Directors Governing Policy

5. **CEO Annual Compensation Review:** Each year, at the Spring (June) the Board will summarize and review its judgments of monitoring activities (monitoring reports, audits, etc.) received during the last year and will determine any adjustments to CEO's compensation and benefits, to be effective July 1<sup>st</sup>.



Board Process

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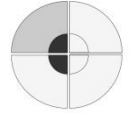
## **Policy 2.4 Member Input to Governance**

Date of adoption / Last revision: *February 1, 2015*

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In addition to each Board member's role as an appointed representative from a Division, the Board as a whole represents all members in the governance of PSIA-AASI. As "member-representative," the Board will commit to hearing from a representative sampling of members.

1. Mechanisms will be designed to hear from a representative sample of all members, not just those who attend and comment at Division and National meetings and events or through social media.
  - A. Scientific sampling techniques will be used as appropriate or necessary to assure the best possible reading of member interests.
2. The Board will give member input specific and serious consideration, particularly in the formulation of PSIA-AASI's "Ends" policies.
  - A. The Board's annual cycle of reviewing and reconsidering Ends will include a plan for garnering and incorporating member input into that process.
  - B. Seeking and valuing member input will be ongoing, not a sporadic or infrequent process.



Board Process

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## Policy 2.5 Board Chair's Role and Authority

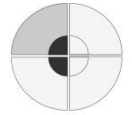
Date of adoption / Last revision: *February 1, 2015*

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

Accordingly:

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



Board Process

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## Policy 2.6 Board Members' Code of Conduct

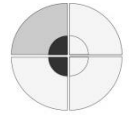
Date of adoption / Last revision: *October 18, 2017*

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The Board expects of itself and its members ethical, professional and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members.

Accordingly:

1. **Duty of Care:** Board members are to discharge their duties honestly and in good faith. Board members shall exercise the degree of care, diligence, and skill that a reasonably prudent person would exercise in similar circumstances. Board members and officers are entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:
  - A. One or more officers or employees of the corporation whom the Board member or officer reasonably believes to be reliable and competent in the matters presented;
  - B. Legal counsel, a public accountant, or another person as to matters the Board member or officer reasonably believes are within such person's professional or expert competence;
  - C. In the case of a Board, a committee of the board of directors of which the Board member is not a member if he/she reasonably believes the committee merits confidence. A Board member or officer is not acting in good faith if he/she has knowledge concerning the matter in question that makes such reliance unwarranted.
2. **Duty of Loyalty:** Board members are to ensure the interests of their respective Divisions are represented to the national board, and should then consider in concert with his/her Division's perspective the interests of PSIA-AASI's overall membership, ultimately acting in a manner that furthers the purposes for which the national corporation was formed. Board members' ultimate loyalty to the interests of the national corporation must also supersede any conflicting loyalties such as to family members, advocacy or interest groups, staff, other organizations or any personal interests as a consumer of PSIA-AASI's services.
3. **Duty of Obedience:** To fulfill their fiduciary duty of obedience, Board members must abide by PSIA-AASI's mission and purposes as expressed in the Articles of Incorporation, Bylaws, and these Governing Policies. Vigorous debate around the Board table is expected and encouraged, but Board members are obliged to support the legitimacy and authority of the final determination of the Board on any matter, irrespective of the member's personal position on the issue.
4. Board members must avoid any conflict of interest with respect to their fiduciary responsibility.
  - A. There must be no self-dealing or any conduct of private business or personal services between any Board member and the organization except as procedurally controlled to assure openness, competitive opportunity, and equal access to inside information.
  - B. When the Board is to decide an issue about which a member has an actual or potential conflict of interest, that member shall disclose the conflict to the Board and absent herself or himself without comment from not only the vote, but also from the deliberation.
    - i. A conflicting interest exists when the corporation is about to enter into any business transaction directly or indirectly with a Board member or officer and any member of his/her family, or any entity in which she or he has any legal, equitable or fiduciary interest or position, including without limitation as a director, officer, shareholder, partner, beneficiary or trustee, as well as if the Board member or a related party has a beneficial financial interest in the transaction of sufficient significance that it would reasonably be expected to exert an influence on that Board member's judgment if he or she were called upon to vote on the matter. Related parties include the Board member's spouse, parents, children, siblings, siblings of the parent or spouse, and all other persons or entities in which the Director has an interest, partner, agent, or employee, or exerts control or influence, either directly or indirectly.
    - ii. In case of a dispute regarding the existence of a real or perceived conflict of interest, the Board shall vote as to whether a conflict is present, and the vote of the Board shall be final. The individual with the potential conflict of interest shall not vote.



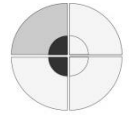
Board Process

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## Policy 2.6 Board Members' Code of Conduct (continued)

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- C. Board members must not use their Board positions to obtain staff employment for themselves, family members or close associates. Should a Board member apply for staff employment, he or she must first resign from the Board.
5. Board members must not attempt to exercise individual authority over the organization.
  - A. Board members' interactions with the CEO or with staff must recognize the lack of authority vested in individuals except when explicitly stipulated by the Board.
  - B. Board members' interaction with the media, public or other entities must recognize that Board members are not to speak for the CEO or for the Board, except to repeat explicitly stated Board decisions.
  - C. Board members will not publicly express individual judgments of the CEO or the performance of individual employees, other than when participating in the Board's monitoring functions.
6. Board members will treat one another and staff members with respect, civility, and transparency.
7. Board members must respect the confidentiality appropriate to issues of a sensitive nature.
8. Board members will abide by the organization's Policies including its Conflict of Interest, Whistleblower and Document Retention Policy.
9. Board members must demonstrate respect for PSIA-AASI's relationships with other industry partners.
10. A Board member aware of credible information that suggests that a Board policy has been violated by the Board, a Board member, or the CEO, has an affirmative obligation to bring the concern to the Board Chair. If the Chair is the subject of the concern, it should be brought to the Vice-Chair.
11. If a Board member is alleged to have violated this Code of Conduct:
  - A. The Chair (or Vice-Chair, if the Chair is the subject of the concern) will have an informal discussion with the individual whose action(s) are questioned. If this is not successful in resolving the concern, then:
  - B. The Chair will put the issue on the agenda for closed session. The respondent Board member will be allowed to present his or her views prior to the Board determining whether or not the action violated this Code of Conduct.
  - C. A Board Member found by the Board (by majority vote) to have violated this Code of Conduct may be subject to subsequent censure or other Board action, as long as consistent with the Bylaws.
12. All Board members are required to sign an acknowledgement of this policy annually.



Board Process

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## Policy 2.7 Board Members' Individual Responsibilities

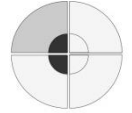
Date of adoption / Last revision: *February 1, 2015*

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Board member engagement and participation is integral to the Board's leadership success.

Therefore, each Board member is expected to fulfill the following responsibilities:

1. **Commitment:** Board members are expected to, upon appointment to the Board, sign a Letter of Commitment indicating that they have reviewed and commit to abide by PSIA-AASI's Bylaws and Governing Policies, as may be amended from time to time.
2. **Attendance:** Board members are expected to attend Board meetings on a regular and punctual basis. The Board Chair will notify the President of the Division represented of a Board member's absence from a regularly scheduled meeting.
  - A. Absence from more than two of the Board's regularly scheduled meetings in any fiscal year is cause for removal from the Board. In extenuating circumstances, a Board member may request special consideration.
3. **Preparation and Participation:** Board members are expected to review agenda materials in advance of Board and committee meetings and to participate productively in discussions, always within the performance standards/expectations of Board behavior as outlined in these policies.
4. **Responsiveness:** Board members will be attentive to Board communications and respond promptly to staff and Board member requests for feedback.
5. **Members as Individuals:** The CEO is accountable to the Board as a whole and not to individual Board members. Therefore, the relationship between the CEO and individual members of the Board, including the Chair, is collegial and not hierarchical.
6. **Voluntarism:** Board members may choose to individually volunteer in operational capacities. In such situations, they are subject to the direct supervision of the CEO or responsible staff person.
7. **Members in Good Standing:** Board members are expected to maintain good standing as a Certified Level II or Certified Level III member of an affiliated division of PSIA-AASI.
8. **Participation in Organizational Activities:**
  - A. In addition to Board meetings
    - i. Board members are expected to regularly communicate Board activity to Division leadership
    - ii. Board member are expected to regularly communicate Division perspective to Board leadership
    - iii. Board members are expected be active participants in their Division's meetings and events.
  - B. Board members are also encouraged to:
    - i. Attend social activities/events held in conjunction with Board meetings.
    - ii. Attend industry partner events whenever possible.



Board Process

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## Policy 2.8 Board Committee Principles

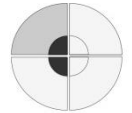
Date of adoption / Last revision: *August 19, 2020*

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Board committees may be established to help the Board be more effective and/or efficient in its work. Board committees are not to interfere with the Board's delegation of authority to the CEO, or the CEO's to other staff.

Accordingly:

1. Board committees are to help the Board do its job, not to help, advise or exercise authority over staff.
2. Board committees will ordinarily undertake activities not delegated to the CEO such as by preparing policy alternatives and implications for Board consideration, or performing specific monitoring functions.
3. Board committees may only speak or act for the Board when formally given such authority for specific and/or time-limited purposes. The Board will carefully state expectations for and authority of each committee (in the *Board Committee Structure* policy) in order not to conflict with authority delegated to the CEO.
4. As the CEO works for the full Board, he or she will not be required to seek approval of a Board committee before an executive action.
5. This policy applies to any group formed by Board action, whether or not it is called a committee and regardless of whether it includes Board members. This policy does not apply to committees formed under the authority of the CEO.
6. Unless specifically authorized by the Board, a Board Committee may not make any commitment of organizational resources or funds.
7. In the event an elected committee position becomes vacant between winter board meetings, the Board Chair shall appoint a successor to serve until the next winter board meeting election.



Board Process

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## Policy 2.9 Board Committee Structure

Date of adoption / Last revision: *April 18, 2018*

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Board committees are those established by and with authority emanating from the Board regardless of whether composition includes non-Board members. The only Board committees are those set forth below. Unless otherwise specified, the CEO, or his/her staff designee, will serve as a resource (non-voting member) for each Board committee.

### 1. Governance & Leadership Development Committee

- A. **Product #1:** As directed by the Board or requested by the Chair, preparation and/or review of proposed policy/Bylaws revisions and implications for Board consideration.  
**Product #2:** Thorough orientation and training of new Board members.  
**Product #3:** Recommendations for Board consideration regarding additional Board training opportunities to enhance the Board's governance skills and capabilities.  
**Product #4:** Recommendations for Board consideration regarding Board and leadership development opportunities that would be of mutual value for PSIA-AASI and the Divisions.
- B. **Composition:** Vice Chair, Board Secretary and one additional Board member appointed by the Board Chair at the Spring Board meeting.

### 2. Executive Compensation Committee

- A. **Product #1:** Recommendations for Board consideration regarding adjustments to the CEO's compensation and benefits package. To be presented to the Board in a timely manner to allow final action to be taken by the Spring meeting each year. Accompanying the recommendations, data as to comparable compensation for similarly qualified persons in comparable positions.  
**Product #2:** Contemporaneous documentation and recordkeeping with respect to the deliberations and decisions regarding CEO compensation.  
**Product #3:** If directed by the Board, may commission a review by an independent consulting firm to evaluate PSIA-AASI's key executive compensation program against the competitive market.
- B. **Composition:** Board Chair plus two Board members chosen by the Board at the Winter Board meeting.





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## Policy 2.9 Board Committee Structure, continued

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### 3. Audit/Investment Committee

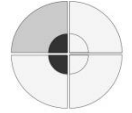
- A. **Product #1:** Confirmation of auditor's independence and recommendation to Board for engagement of auditor by no later than end of February each year.
- Product #2:** Annual specification of audit scope, consistent with Board monitoring schedule (see policy 4.4), including approval of any permitted non-audit services to be provided by the independent auditor.
- Product #3:** Assurance that the auditor has unfettered access to organizational management and records.
- Product #4:** Review with the independent auditor any problems encountered performing the audit, the audited financial statements, and any management letter provided by the auditor.
- Product #5:** Recommendations for Board consideration regarding revisions to the Board's fiscal policies.
- Product #6:** "Direct Inspection" (internal audit) monitoring of compliance with the Board's fiscal policies (Financial Condition, Asset Protection, Budget, Compensation and Benefits), as directed/scheduled by the Board per policy 4.4 *Monitoring CEO Performance*.
- Product #7:** Oversight/Management of Investment Portfolio, per investment Policy.
- B. **Composition:** Treasurer to be chairperson, plus two Board members appointed by the Board each year at its Winter meeting.

### 4. PSIA-AASI Awards and Recognition Committee

- A. **Product #1:** Review of Award/Recognition Selection Criteria and Process, and recommendations for revisions for Board consideration to update this policy.
- Product #2:** Fulfillment of the Awards consideration and determination process, as set forth in the Board's Awards and Recognition Criteria and Procedures Policy.
- B. **Composition:** Two or more board members (a Chairperson plus at least one additional Board member) and approximately four PSIA-AASI members in good standing. The board members shall be appointed by the Board Chair each year at the Spring meeting for one-year terms. When feasible, the at-large members should be from different divisions than the board members and from each other. The at-large members will be appointed by the Board Chair at the spring meeting for two-year terms.

### 5. Education Foundation Advisory Committee

- A. **Product:** Develop, update and work with staff to implement a fundraising plan for the Education Foundation that includes grants donations, and strengthening scholarship programs. Acts as a review and selection committee for active grant and scholarship opportunities set up through the EF and/or creates subcommittees to meet the need of grant and scholarship distributions. Committee is also responsible to review EF Financials provided by the staff and suggest possible management of funds to the organization.
- B. **Composition:** The Treasurer and approximately four to six at large Members (all of who may not be PSIA-AASI members) all appointed by the Board Chair at the spring board meeting. The at-large members shall serve two-year terms and may be re-appointed for a second two-year term. The Board Chair shall appoint one of the at-large members to serve as the committee chair.



Board Process

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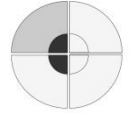
## **Policy 2.10 Officer Elections**

Date of adoption / Last revision: *February 1, 2015*

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

1. By February 1, the Secretary will send a nomination/declaration form (adopted 10/03) to all current officers and other board members asking for nominations and declarations for officer positions.
2. Any board member may nominate themselves or a fellow board member to one or more of the officer positions only by using the official officer election nomination/declaration form.
3. All nomination/declaration forms are to be returned to the Secretary by April 1. No additional nominations or declarations will be accepted after this time.
4. A final list of all nominations/declarations for each officer position will be sent to all board members with their June board meeting materials prior to the meeting. Elections will then be held at the June board meeting.
5. Once a board member is nominated for an officer position, they may withdraw their name from nomination at any time before the ballot is cast.
6. On the first day of the June board meeting, candidates will be asked to give their "campaign speech" stating their qualifications and why they wish to run for the position. They may also say a few words immediately preceding the election if they wish.
7. The election will be held at the end of the board meeting.
8. Order of elections will be Board Chair, Vice Chair, Secretary, and Treasurer.
9. In the event that an individual is nominated for more than one officer position, they may stand for each officer position until elected or the election process is completed.
10. Once a candidate is elected to an officer position, his/her name is automatically withdrawn from nomination for other officer positions.
11. There will be a secret written ballot for all elections unless there is only one candidate.
12. All officers will be limited to three consecutive two-year terms in any one position.
13. The immediate past Board Chair will serve in an ex-officio non-voting capacity for one two-year term.



Board Process

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## **Policy 2.11 Budgeting for Board Prerogatives**

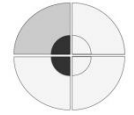
Date of adoption / Last revision: *February 1, 2015*

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

Accordingly:

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



Board Process

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## Policy 2.12 Investment Policy

Date of adoption / Last revision: *October 17, 2018*

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### INTRODUCTION

#### A. Purpose

The investment portfolio of the American Snowsports Education Association (ASEA) is designed to provide a long-term investment resource, and to establish and to provide future financial stability for ASEA. Investments should provide a reasonable rate of return with commensurate risk while meeting cash flow demands.

Funding for present and future depreciated asset replacement needs is the primary beneficiary of having a realistic reserve that follows a well-established investment policy.

#### B. Purpose of the Policy Statement

This policy statement is intended to provide guidelines for the investment and use of assets. The purpose is to:

- Describe appropriate risk posture of the investment of assets;
- Establish investment guidelines regarding the selection of Investment managers and diversification of assets; and
- Define the responsibilities of the Audit/Investment Committee, the Board of Directors, the Investment Advisor, and the Investment Managers for the management of the portfolio.

This policy may be reviewed and revised periodically to ensure it meets the needs of the ASEA and for changes based on market conditions.

#### C. Investment Objective

The primary objectives, in order of priority of the Board's investments activities shall be as follows:

**Safety.** Safety of the principal is the foremost objective of the investment program. Investments shall be undertaken in a manner that seeks to ensure the preservation of principal in the overall portfolio.

**Liquidity.** Investments may be both short-term and long-term in nature, but shall remain sufficiently liquid to meet all operating requirements that might reasonably be anticipated.

**Return on Investment.** Investments shall be acquired with the objective of attaining a reasonable rate of return, taking into account investment risk constraints and cash flow characteristics of the portfolio. Return on investment is of secondary importance compared to the safety and liquidity objectives.

### MANAGEMENT & OVERSIGHT RESPONSIBILITIES

The Audit/Investment Committees responsible for oversight of the investment portfolio and is granted authority to select Investment Managers and allocate funds to permitted investments in accordance with policy guidelines on a discretionary basis. The Committee may appoint staff, consultants and administrators to assist in the management of the portfolio. Performance of the portfolio shall be reviewed on a semi-annual basis.

The Audit/Investment Committee is responsible for defining the investment objectives and policies. The Audit/Investment Committee may call on staff resources and other outside resources, such as investment consultants or auditors, for advice and counsel consistent with fiduciary obligations, and to rely on such advice.

The Audit/Investment Committee has the responsibility to recommend changes in this investment policy to the Board of Directors and to implement approved policies, guidelines, and objectives.

In managing the Investments, ASEA may delegate to qualified parties certain responsibilities. These parties may include:

**Investment Advisor,** a person or entity which may assist the Board, Audit/Investment Committee, the Treasurer and/or staff in establishing investment policy, objectives, and guidelines; selecting Investment Managers; reviewing such managers over time; measuring and evaluating investment performance; providing education and advice on financial matters to ASEA leadership, and other tasks as deemed appropriate. The Investment Advisor may be granted authority to select Investment Managers and allocate funds in accordance with policy guidelines on a discretionary basis.

**Investment Managers,** a person or entity that has discretion to purchase, hold and sell permitted investments consistent with the guidelines established by this policy.

## **INVESTMENT OBJECTIVES**

In consideration of anticipated cash flow, the Audit/Investment Committee shall work with an overall investment objective for the assets of Income and Growth, that is, the goal is a balanced investment approach that seeks to safely maximize income and also provide growth of principal over a relatively long period. The Audit/Investment Committee will monitor the portfolio's performance on a bi-yearly basis and will evaluate its performance in attaining its investment objectives. The Audit/Investment Committee will report the portfolio's performance on an annual basis to the Board of Directors.

The primary investment objective is the balanced funding of the account to ensure availability of ready cash while providing opportunity for growth to primarily meet depreciated asset replacement needs, secondarily to provide a bridge for any unanticipated downturn in revenues and lastly increase opportunities for ASEA to invest in industry enhancing projects, programs, and services.

The portfolio should produce a rate of return equal to or better than the "market" for similar investments. This benchmark shall be representative of the portfolio's return objectives and risk tolerance.

### *RISK TOLERANCE*

Investment theory and historical capital market return data suggest that, over long periods of time, there is a relationship between the level of risk assumed and the level of return that can be expected in an investment program. In general, higher risk (i.e., volatility of return) is associated with higher returns.

Given this relationship between risk and return, the portfolio target shall be a moderate to conservative risk strategy. This is a goal of relatively more stable returns over the longer term, with a reduced potential of negative returns or loss of principal in any given year.

### *INVESTMENT GUIDELINES*

#### Permitted Investments

- Mutual Funds
- Exchange Traded Funds
- Certificates of Deposit
- Bonds
- Equities
- Money Market Funds

#### Prohibited Transactions

The Fund may **not directly invest in** : short sales, purchases of letter stock, private placements, direct payments, leveraged transactions, purchases of securities not readily marketable, commodities transactions, puts, calls, straddles or other option strategies, purchases of inverse or range floater bonds, purchase of interest only/principal only bonds, or purchases of derivative securities.

#### Selection of Investment Managers

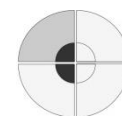
Investment Managers will be selected based upon a variety of quantitative and qualitative criteria.

## **PERFORMANCE EVALUATION**

The Audit/Investment Committee shall monitor the portfolio. The Committee shall evaluate the portfolio's success in achieving the investment objectives for current and future needs. The portfolio's performance shall be reported in terms of rate of return and changes in dollar value net of portfolio changes. The returns should be compared to appropriate market indexes, for the most recent semi-annual, annual and cumulative prior time periods. The portfolio's asset allocations and relative market value will be reported on an annual basis to the Board of Directors.

## **APPROVAL**

The investment policy as set forth in this document will be reviewed periodically by the Audit/Investment Committee to consider and recommend changes to the Board of Directors for prospective implementation. Deviations from the investment policies and constraints outlined in this document may be authorized by the Audit/Investment Committee when it determines that the deviation does not constitute a material departure from the intent of this investment policy. Only the ASEA Board of Directors may make substantial and material modifications to this investment policy and may do so with a majority of those approving the action to be taken in accordance with Board meeting requirements outlined in the ASEA Bylaws.



Board Process

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## Policy 2.13 Selection of Awards and Recognition Recipients

Date of adoption / Last revision: June 9, 2018

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Giving due recognition to members and others who have contributed to PSIA-AASI is a vital part of our association's success.

For persons providing exceptional service meriting extraordinary acclaim, PSIA-AASI establishes the following six prestigious national awards:

**1. Lifetime Achievement Award:** This award recognizes those exceptional few members who have designed and implemented programs, projects and procedures affecting the association on a national level. They have exhibited dedication, devotion and self-sacrifice serving in national level leadership positions, with ten years or more sustained outstanding service. Lifetime membership will be awarded to recipients of the Lifetime Achievement award.

**2. Award for Educational Excellence:** This award recognizes those exceptional few members who have authored PSIA-AASI educational materials over the years. They have added significantly to, and possibly even changed, the educational direction of PSIA-AASI. They have exhibited dedication, devotion and self-sacrifice contributing to the PSIA-AASI educational system, with ten years or more sustained outstanding service.

**3. Distinguished Service Award:** This award recognizes those who have made important contributions to our organization through a group or team effort involving an important national level project or activity. Members and non-members, including staff, vendors and industry partners, are eligible to receive this award.

**4. 3 C's Award – Collaboration/Communication/Cooperation:** This award recognizes members who have demonstrated positive leadership behavior within a snowsport school. Positive leadership may be shown through building team spirit within a snowsport school, by encouraging customers to strive to become snowsport instructors themselves, or through other efforts of an exemplary nature that contribute meaningfully to the wellbeing of a school. Nominations are invited from snowsport school directors and managers as well as peers.

**5. Angus Graham Rising Star Award:** This award recognizes newer PSIA-AASI members who have demonstrated positive leadership behavior within the snowsport industry. Members who show extraordinary promise, charting a career path within the snowsport industry, serving as volunteer leaders, or otherwise distinguishing themselves in a fashion that is truly exemplary, are eligible to receive this award.

**6. Top of the Course Award:** This award recognizes members who, while being examined for Level III certification and scoring at the highest percentile in skiing/snowboarding, teaching and technical knowledge, have also demonstrated exemplary willingness and ability to empower other candidates in the exam to achieve success. Exceptional compassion and understanding for the needs of others, leading to elevated peer performance plus a more positive examination environment and experience, constitute criteria for receiving this award.

### **7. Selection Process for National Awards:**

- a. The Awards and Recognition Committee shall, with the assistance of the PSIA-AASI staff, publish forms and procedures to nominate potential recipients of national awards.
- b. The Awards and Recognition Committee will periodically vet duly nominated candidates, submitting to the Board on a biannual basis recommendations addressing the number of awards to be given, together with a report reflecting which of the nominated candidates should, in the Committee's opinion, receive a particular award.
- c. Final decisions on national awards shall be made by the Board.

**8. Development of Corresponding Regional and Local Awards:** The Awards and Recognition Committee, with the assistance of the PSIA-AASI staff, shall coordinate with interested Divisions and snowsport schools developing corresponding awards at the regional and local levels.

### **9. National Lifetime Membership**

- a. **Criteria:** Lifetime Membership recognition is a way for PSIA - AASI to recognize members who have contributed as a volunteer or exceptional leader. This member should be known and respected throughout the division and industry for their long - term contributions in education, publication, leadership and volunteerism.

## PSIA/AASI Board of Directors Governing Policy

These members demonstrate a lifetime of dedicated services to P SIA - AASI. Members nominated for this recognition must be a member for a minimum of 20 years. Special circumstances will be considered by the divisional board on a case by case basis.

b. Process: Recognition is to be enacted at a divisional level by the divisional boards. Divisions are recommended to nominate and approve 1 member per year. A formal nomination form is required to be submitted along with one recommendation letter. Additional letters of support and or additional documents are encouraged for Board review. Divisional Boards will be accepting nominations for review on a yearly basis and finalize approvals by November 1st of each year. Final submissions will be submitted to the National board for final approval at their Winter Board Meeting .

c. Recognition:

1) National will create the members lifetime membership card and provide it to the division for recognition where the division feels most appropriate for the member. Cards can also be mailed directly to the member.

2) Along with membership card a jacket will be produced with an embroidered logo signifying them as a lifetime member.

3) A letter will be drafted by the National Board Chair and Divisional President which will be delivered at the same time as the Jacket and membership Card.

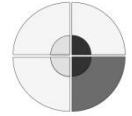
4). Lifetime members will receive free dues starting the following fiscal year after the approval process is complete.

10. **Recognition:** The Awards and Recognition Committee, with the assistance of the PSIA-AASI staff, shall coordinate suitable means to recognize recipients of national awards.

a. Recognition of national award recipients shall include publication in the association's magazine and on its website.

b. Plaques honoring national award recipients shall be placed within the national office, consistent with existing practice.

c. Plaques, certificates or other indicia reflecting receipt of an award may be given to award recipients, provided related expenditures are authorized within the association's annual budget or otherwise approved by the Board.



Management Parameters

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## Policy 2.14 CEO COMPENSATION POLICY

Date of adoption / Last revision: *June 5, 2016*

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The compensation of the Chief Executive Officer (“CEO”) of PSIA-AASI (“Organization”) should be competitive and reflect both the Organization’s progress in accomplishing the Ends established by the Board of Directors (“Board”) and the CEO’s compliance with the CEO executive limitation policies. The CEO’s total compensation shall consist of a base salary together with such bonuses or other compensation as may be approved by the Board in compliance with this policy. The CEO shall be eligible for such benefits that are provided by the Organization to other employees or as otherwise determined by the Board. For purposes of the Fair Labor Standards Act, the CEO position is an exempt executive position and not eligible for overtime compensation.

1. **Salary:** The CEO shall receive an annual base salary payable in installments in accordance with the Organization’s normal payroll practices and schedule. No later than May 1 of each year, the Executive Compensation Committee of the Board shall provide to the entire Board a recommended annual base salary for the CEO for the upcoming fiscal year (July 1 to June 30) for the Board’s consideration and guidance in setting the CEO’s base salary at the Board’s spring meeting. In making its recommendation to the entire Board, the Executive Compensation Committee shall consider and take into account the most recent available survey data from the American Society of Association Executives (ASAE) Compensation and Benefits Study. In making its recommendation to the Board, the Executive Compensation Committee shall provide the Board with at least the following information from the most recent ASAE Compensation and Benefits Study: the average (mean) salary for executives of similar associations in terms of (a) budget, (b) number of employees, (c) those in the Denver area, and (d) those with an education membership.

2. **Bonuses:** In determining the CEO’s overall compensation, the Board shall also consider whether the CEO should be paid a merit bonus based upon the individual performance of the CEO and the performance of the Organization as a whole. At each spring meeting of the Board, the Executive Compensation Committee shall recommend to the Board several success measures to be used in determining the CEO’s eligibility for a bonus for the upcoming fiscal year. In considering the Executive Compensation Committee’s recommendation and establishing the success measures to be utilized for the upcoming fiscal year, the Board may assign specific weights, dollar amounts or percentages to the success measures it adopts.

3. At each spring meeting of the Board, the Executive Compensation Committee shall also recommend to the Board the amount of merit bonus, if any, to be paid to the CEO based upon the performance of the CEO and the Organization as a whole measured against the success measures established by the Board for the year in question. Ultimately, the Board has complete discretion whether to pay the CEO a merit bonus and, if the Board determines that a merit bonus is warranted, the amount of any merit bonus to be paid to the CEO.



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## **Policy 3.0 General Management Constraint**

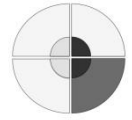
Date of adoption / Last revision: *February 1, 2015*

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Management Parameters

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



Management Parameters

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## **Policy 3.1 Treatment of Members and Divisions**

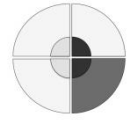
Date of adoption / Last revision: *February 1, 2015*

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

Further, the CEO will not:

1. Collect, review, transmit, store or destroy member/division information without protecting against improper access to that information.
2. Operate without clearly conveying to members/divisions what may be expected from the services offered.
3. Operate without informing members/Divisions, as appropriate, of this policy, and without having in place a complaint/response process to address concerns raised by members/divisions.
4. Manage any individuals membership without following the nationwide code of conduct and divisional discipline policy regarding termination as referenced in divisional policies:
  - a. Termination of a member's membership in a Division shall automatically terminate such person's membership with National.
  - b. The Division shall immediately notify National in writing upon a member's termination or suspension.
  - c. All Divisions will respect and afford reciprocity to all disciplinary decisions made by another PSIA-AASI Division. Members will not have the ability to join other divisions if they were terminated in one of the other divisions.



Management Parameters

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## Policy 3.2 Treatment of Staff

Date of adoption / Last revision: *February 1, 2015*

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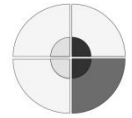
With respect to the treatment of volunteers and employees, the CEO will not cause or allow conditions that are unfair, unsafe, or undignified.

Further, pertaining to volunteers, the CEO will not:

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

Pertaining to employees, the CEO will not:

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



Management Parameters

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## Policy 3.3 Financial Condition and Activities

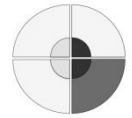
Date of adoption / Last revision: *June 30, 2017*

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

Further, the CEO will not:

1. Expend more funds than have been received in the fiscal year to date, unless the liquidity and long-term reserve requirements below are met:
  - A. The CEO will not allow available cash and cash equivalents to fall below \$600,000.
  - B. The CEO will not borrow from non-designated operating reserves (defined as non-designated accumulated excess revenues) in an amount greater than can be replenished by certain and otherwise unencumbered revenues within 90 days.
2. The CEO will not borrow funds (with exception of credit cards used for normal business purposes paid in full each month).
3. Use Board-designated Investment Reserve funds.
4. Operate without settling payroll obligations and payables in a timely manner.
5. Allow tax payments or other government ordered payments or filings to be overdue or inaccurately filed.
6. Execute a purchase commitment, check, or electronic funds transfer for operations of greater than \$10,000, or for capital expenditures greater than \$20,000, unless such purchase was explicitly itemized in budget monitoring data previously disclosed to the Board, or if there are sufficient monies available in the applicable line item to fund the purchase. Splitting orders to avoid this limit is not acceptable.
7. Allow any purchase without reasonable protection against conflicts of interest.
8. Acquire, encumber, lease, or dispose of real property.
9. Operate without aggressively pursuing material receivables after a reasonable grace period.
10. Operate without adequate internal controls over receipts and disbursements to avoid unauthorized payments or material dissipation of assets.
  - A. Operate without clearly delineated procedures and limitations for reimbursement of authorized expenses incurred by national board members, national task force and committee members, and others who are entitled to reimbursement from the national office.
  - B. CEO credit card statements and expense reimbursements must be reviewed and authorized for payment by the Board Chair and the Treasurer.



Management Parameters

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## Policy 3.4 Asset Protection

Date of adoption / Last revision: *February 1, 2015*

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

Further, the CEO will not:

1. Allow PSIA-AASI to be uninsured:
  - A. Against theft and casualty losses to at least replacement value.
  - B. Against liability losses to Board members, staff and the organization itself in an amount equal to or greater than the average for comparable organizations.
  - C. Against employee theft and dishonesty.
2. Subject PSIA-AASI's buildings, facilities, and equipment to improper wear and tear or insufficient maintenance.
3. Operate without employing risk management practices to minimize exposure of the organization, the Board, staff or their agents to claims of liability.
4. Operate without ensuring that Conflict of Interest policies are maintained, distributed to, and adhered to by directors, officers, committee chairs, management employees, and all employees who can influence the actions of PSIA-AASI.
5. Allow a purchase of any material amount without having compared prices and quality.
6. Allow PSIA-AASI's intellectual property, information, resources, and files to be exposed to loss, improper access, misuse, or significant damage.
  - A. The CEO may not allow use of the PSIA-AASI logos or trademarks by other parties (a division, sublevel, governing body or team member) without expressed written approval from the national office, with changes to the use rights negotiated subject to review by the Board of Directors.
  - B. Members of the national organization may use the logos and names when identifying themselves as a member of PSIA-AASI (e.g., business cards). Members may also use their volunteer titles in bylines and articles as contributors, but may not use the logos without approval from the office. Members may not express or imply organizational endorsement of any product without permission from the national office. Individuals who are not members of the national organization may not carry identification bearing the trade names or logos, nor may they express or imply national membership.
7. Operate without adhering to a Records Retention Schedule, approved by qualified legal counsel, for the maintenance of documents and records.
8. Operate without internal controls over receipts and disbursements, and to prevent dissipation of assets, sufficient to meet the Board-appointed auditor's standards (as set forth in the auditor's Management Letter and/or other correspondence).
9. Compromise the independence of the Board's auditor or other external monitors or advisors. Such parties may not be engaged by the CEO unless explicitly Board authorized.
10. Invest or hold operating capital in insecure instruments or in non-interest-bearing accounts except where necessary to facilitate ease in operational transactions.
11. Endanger PSIA-AASI's public image or credibility.
12. Change the organization's name or substantially alter its identity.

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## **Policy 3.5 Financial Planning and Budgeting**

Date of adoption / Last revision: *February 1, 2015*

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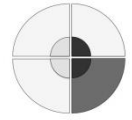


Management Parameters

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

Accordingly, the CEO will not allow budgeting that:

1. Risks incurring those liquidity situations or conditions described as unacceptable in the Financial Conditions and Activities policy.
2. Omits credible projection of revenues and expenses, separation of capital and operational items, cash flow projections, and disclosure of planning assumptions.
3. Plans the expenditure in any fiscal year of more funds than are conservatively projected to be received.
4. Fails to maintain reserves of at least 25% of annual budgeted unrestricted operating expenses (consolidated ASEA and ASEA-EF). (The reserve target to be revisited each year as part of budget forecasting.)
5. Provides less for Board activities during the year than is set forth in the Budgeting for Board Prerogatives policy (see policy 2.11 in Board Process).



Management Parameters

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## **Policy 3.6 Compensation and Benefits**

Date of adoption / Last revision: *February 1, 2015*

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

The CEO will not:

1. Establish salaries and benefits that are not reasonable and competitive with market-based practices for individuals possessing the experience and skills needed to maintain and improve the overall performance of the organization.
  - A. Total compensation, including benefits, should be targeted at or near the mean of the market, but with flexibility so that compensation is based on experience, performance, and business need to attract and retain specific talent.
2. Change his or her own compensation.
3. Change his or her own benefits, except as consistent with the package for all other employees.
4. Promise or imply anything other than "at-will" employment.
5. Create obligations to consultants or contract vendors for longer than one year.
6. Establish or change retirement benefits so as to cause situations unpredictable for the organization or inequitable for employees.

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## **Policy 3.7 Emergency Management Succession**

Date of adoption / Last revision: *February 1, 2015*

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Management Parameters

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

Further, the CEO will not:

1. Have fewer than two other members of the management team sufficiently familiar with Board and CEO issues and processes to enable either to take over with reasonable proficiency as an interim successor.



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## Policy 3.8 Board Awareness and Support

Date of adoption / Last revision: *February 1, 2015*

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Management Parameters

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

The CEO will not:

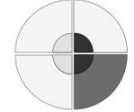
1. Withhold, impede, or confound information necessary for the Board's informed accomplishment of its job. The CEO will not:
  - A. Neglect to submit monitoring reports (including the CEO's policy interpretations, as well as compliance data) required by the Board (see Monitoring CEO Performance policy in Board-Management Delegation) in a timely, accurate, and understandable fashion.
  - B. Allow the Board to be unaware of any actual or anticipated noncompliance with any Ends or Management Parameters policy, regardless of the monitoring schedule set forth by the Board.
  - C. Let the Board be without objective background/decision information it periodically requests, or unaware of relevant trends or incidental information (e.g., anticipated adverse media coverage, threatened or pending lawsuits, or material external and internal/organizational changes). Notification of planned internal changes is to be provided in advance, when feasible.
  - D. Let the Board be unaware of any Board or Board member actions that, in the CEO's opinion, are not consistent with the Board's own policies on Governance Process and Board-Management Delegation, particularly in the case of Board or Board member behavior that is detrimental to the work relationship between the Board and the CEO.
  - E. Present information in unnecessarily complex or lengthy form or without differentiating among three types of written communications: 1) monitoring, 2) decision preparation or "action item"; and 3) incidental/FYI.
2. Allow the Board to be without reasonable logistical and administrative support.
3. The CEO will not deal with the Board in a way that favors or privileges certain Board members over others except when:
  - i. Fulfilling individual requests for information, or
  - ii. Responding to officers or committees duly charged by the Board.

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## Policy 3.9 Corporate Partnerships

Date of adoption / Last revision: *February 1, 2015*

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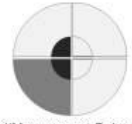


Management Parameters

With respect to development of revenue through, and strategic alliances with, corporate sponsors, the CEO may not fail to plan for, develop, and treat corporate sponsors in a professional manner.

Further, the CEO will not:

1. Enter into alliances without written agreements stipulating terms and conditions, including but not limited to:
  - A. Fees and payment schedules.
  - B. Defining the recognition/benefits to be provided to the sponsor and ensuring that benefits offered are commensurate with the level of support/investment made by the sponsor.
  - C. PSIA-AASI will not endorse education materials intended for the membership other than those produced by or in conjunction with PSIA-AASI. PSIA-AASI will consider individual cases where there is considerable financial benefit to the membership.
  - D. Enter into a joint venture, though such opportunities may be recommended to the Board on a case-by-case basis.
  - E. PSIA-AASI retains control over any sponsored program.



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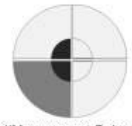
## **Policy 4.0 Board/Management Connection**

Date of adoption / Last revision: *February 1, 2015*

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Board/Management Delegation

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



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## **Policy 4.1 Unity of Control**

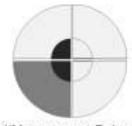
Date of adoption / Last revision: *February 1, 2015*

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Only officially passed motions of the Board are binding on the CEO.

Accordingly:

1. No Board member, officer, or committee has authority over the CEO or any member of the CEO's staff, except in rare instances when the person or committee has been explicitly authorized to direct or use staff resources for a specific issue.
2. Board members or committees may request information, but if such request--in the CEO's judgment--requires a material amount of staff time or funds or is disruptive, it may be declined. The committee or Board member may then refer the request to the full Board for consideration.



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## **Policy 4.2 Accountability of the CEO**

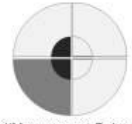
Date of adoption / Last revision: *February 1, 2015*

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

Accordingly:

1. The Board will not give instructions to persons who report directly or indirectly to the CEO.
2. The Board will not evaluate, either formally or informally, any staff other than the CEO.
3. The Board will consider and evaluate CEO performance as synonymous with organizational achievement of Ends and compliance with Management Parameters. No performance measure established by the Board or by sub-sets of the Board shall conflict with or modify this measure of performance
4. Consequently, the CEO's accountability and evaluation are based on performance in two areas:
  - A. Organizational accomplishment of Board's established Ends policies.
  - B. Organizational operations within the parameters of legality, prudence, and ethics established in the Board's Management Parameters policies.



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## **Policy 4.3 Delegation to the CEO**

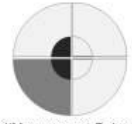
Date of adoption / Last revision: *February 1, 2015*

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The Board will direct the CEO through written policies setting forth the organizational Ends to be achieved and organizational situations/actions to be avoided, allowing the CEO to use any reasonable interpretation of these policies.

Accordingly:

1. Ends policies direct the CEO to achieve certain results, for certain recipients at a specified worth or priority. These policies will be systematically developed from the broadest, most general level, to more defined levels.
2. Management Parameters policies define the boundaries of legality, prudence, and ethics within which the CEO is expected to operate. These policies describe those practices, activities, decisions, and circumstances that would be unacceptable to the Board, even if effective in producing the desired results. These policies will also be systematically developed from the broadest, most general level to more defined levels. The Board will not prescribe organizational means delegated to the CEO.
3. An Ends or Management Parameters policy at a given level does not limit the scope of any preceding level.
4. The CEO is authorized to establish all further policies, make decisions, take actions, establish practices, and develop activities as long as they are consistent with any reasonable interpretation of these Ends and Management Parameters policies.
5. The Board may change its Ends and Management Parameters policies, thereby shifting the boundary between Board and CEO domains. By doing so, the Board changes the latitude of choice and authority given to the CEO. However, as long as any particular delegation is in place, the Board will respect and support decisions made by the CEO that are compliant with Board policy, as reasonably interpreted.



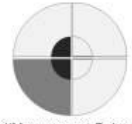
## Policy 4.4 Monitoring CEO Performance

Date of adoption / Last revision: *February 1, 2015*

The Board will systematically and rigorously monitor CEO job performance, determining the extent to which Ends are being achieved and whether operational activities fall within boundaries established in Management Parameters policies.

Accordingly:

1. Monitoring is simply to determine the degree to which Board policies are being met. Information that does not address accomplishment of Ends and compliance with Management Parameters will not be considered in the Board's evaluation of CEO performance.
2. Ends and Management Parameters policies may be monitored by one or more of three methods:
  - A. Internal Reports: The CEO discloses in writing his/her policy interpretations, along with data supporting his/her assessment of accomplishment of, or compliance with, the policy under review. As appropriate in a given context, the CEO may present information supporting the "reasonableness" of his/her interpretation.
  - B. External Reports: An external, disinterested third party selected by and reporting to the Board assesses accomplishment of, or compliance with, Board policies, as reasonably interpreted by the CEO.
  - C. Direct Board Inspections: A designated Board member(s) or committee assesses accomplishment of, or compliance with, a given policy, as reasonably interpreted by the CEO.
3. In every case, the Board commits itself to accept any reasonable CEO interpretation of the Board policy being monitored. The Board is the final judge of reasonableness, and will always judge with a "reasonable person" test (whether what the CEO did was what a reasonably prudent executive would do in that context), even if those choices may not be the choices the Board or any of its members may have made.
4. In every case, the Board will judge whether:
  - A. The CEO's interpretation is reasonable, and
  - B. Data demonstrate reasonable accomplishment of, or compliance with, the CEO's interpretation.
5. Interpretations determined by the Board not to be reasonable or data determined not to demonstrate reasonable accomplishment of, or compliance with, a Board policy as interpreted, will be subject to a remedial process agreed to by the Board. Such discussions will be in Executive Session (only voting Board members, officers plus any other parties specifically invited by the Board to attend).
6. All policies instructing the CEO will be monitored at a frequency and by a method chosen by the Board. The Board may monitor any policy at any time by any method, but will ordinarily depend on the following routine schedule:



## Policy 4.4 Monitoring CEO Performance, continued

Date of adoption / Last revision: Feb 5, 2017

<b>CEO MONITORING SCHEDULE</b>				
<b>POLICY</b>	<b>METHOD</b>	<b>FREQUENCY</b>	<b>SCHEDULE (CEO REPORT)</b>	<b>BOARD REVIEW</b>
<b>Ends/Priority Results</b>				
1.1 Division Strategic goals align	Internal	Annual	Spring Board Packet	Spring Meeting
1.2 Members experience relevant and meaningful professional development	Internal	Annually	Spring Board Packet	Spring Meeting
1.3 Members, the industry, and the public recognize and value PSIA-AASI education, training and credentials as a premier standard	Internal	Annually	Spring Board Packet	Spring Meeting
1.4 PSIA-AASI and divisions use available resources and economies of scale	Internal	Annually	Spring Board Packet	Spring Meeting
1.5 Members benefit from participating in a diverse professional community	Internal	Annually	Spring Board Packet	Spring Meeting
<b>Management Parameters</b>			Due End of Month	
3.0 General Management Constraint	Internal	Annually	March	April Board Call
3.1 Treatment of Members/Divisions	Internal	Annually	March	April Board Call
3.2 Treatment of Staff	Internal	Annually	March	April Board Call
3.3 Financial Condition and Activities	Internal	Quarterly	Jan/Apr/Jul*/Oct/ (July report may be up to 30 days later due to year-end reconciliations and audit prep)	Spring Meeting August Board Call December Board Call
	Direct inspection	Annually	October / April (Audit Committee)	December Board Call & Spring Meeting
	External	Annually	October (Audit Report)	Winter Meeting
3.4 Asset Protection	Internal	Annually	March	April Board Call
3.5 Financial Planning and Budgeting	Internal	Semi-annually	May – New FY Forecast	Spring Meeting
			January – Mid-year Update	Winter Meeting
3.6 Compensation and Benefits	Internal	Annually	January	Winter Meeting



PSIA/AASI Board of Directors Governing Policy

3.7 Emergency CEO Succession	Internal	Annually	March	April Board Call
3.8 Board Awareness and Support	Internal	Annually	March	April Board Call
3.9 Corporate Partnerships	Internal	Annually	March	April Board Call