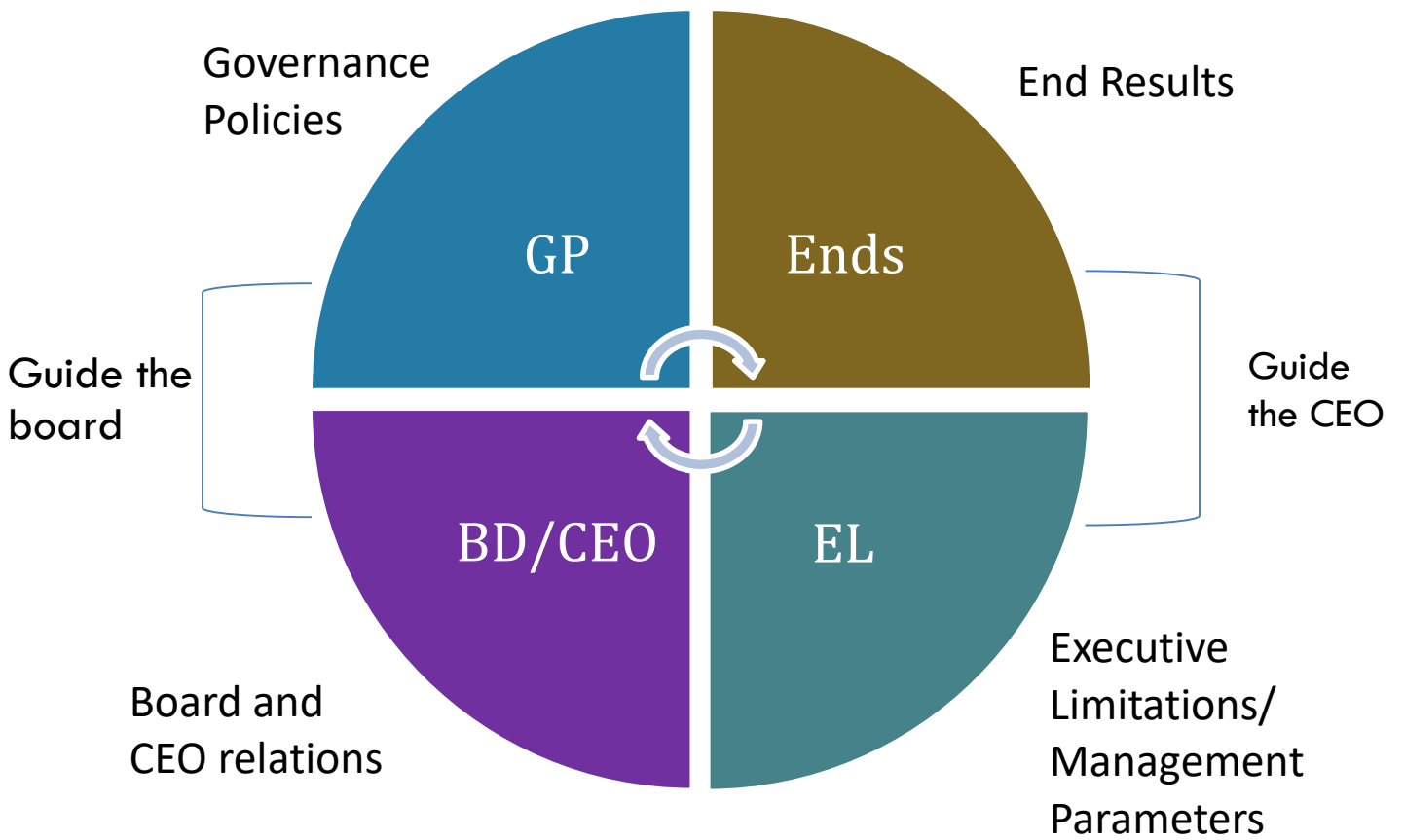


**PSIA-NW**  
**Board of Directors**  
**Governing Policies Manual**



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PSIA-NW Board of Directors Governing Policy

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## 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-NW (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 each policy in this document is 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. Any Board member or the CEO may submit proposed revisions for the Board’s consideration. Whenever the Board adopts changes, 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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## Definitions

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**Board and CEO Relations (BOD/CEO)** – Policy category that defines the means by which the board delegates authority to the CEO, including how the board will monitor organizational performance.

**Chief Executive Officer** – (CEO) chief executive officer or managing director of PSIA-NW, responsible for the day-to-day operation of the organization. The role also includes designing, developing, and implementing strategic plans in a manner that is both cost and time-efficient

**Community** – a dedicated, hardworking, ethical group of instructors with a passion for snowsports who are ambassadors for the profession

**Educational Staff** – independent contractors that comprise the list of clinicians and examiners

**Employee** – one who performs services for an employer is an employee *if the employer can control what will be done and how it will be done*. This is so even when the employee is given freedom of action. What matters is that the employer has the right to control the details of how the services are performed. Example – hired office staff in Member Services

**Ends** – what are the broad, high-levels results the Board is asking the CEO, or business, to deliver, a fundamental objective that you are trying to achieve

**Executive Limitations/Management Parameters (EL)** – the board defines what activities are "out of bounds" and thus may not be engaged in regardless of whether they meet the ends. The first level of limitation for most boards requires that all activities be legal, ethical and prudent. By defining and monitoring the limits, the board is reasonably assured that they will approve of all activities within the boundaries without restraining management's creativity and ability to manage

**Governance Policies (GP)** – or Board Process; how the Board does its job

**Independent Contractor** – when the payer has the right to control or direct only the result of the work and not what will be done and how it will be done. Example – divisional clinic leader, any discipline. An independent contractor agreement is reviewed and signed each season with a specific period of performance

**Means** – the methods by which the Ends are achieved; how it is done

**Members:** PSIA-AASI snowsports instructors and snowsports schools

**Operational** – specific short-term objectives that define how the business operates

**Policy** – a statement that is an intentional expression of the values and principles of the PSIA-NW board of directors to guide decisions. Policies are the guidelines that drive governance and operational processes and procedures

**Strategic** – broad, long-term organizational objectives that help guide the actions of the organization

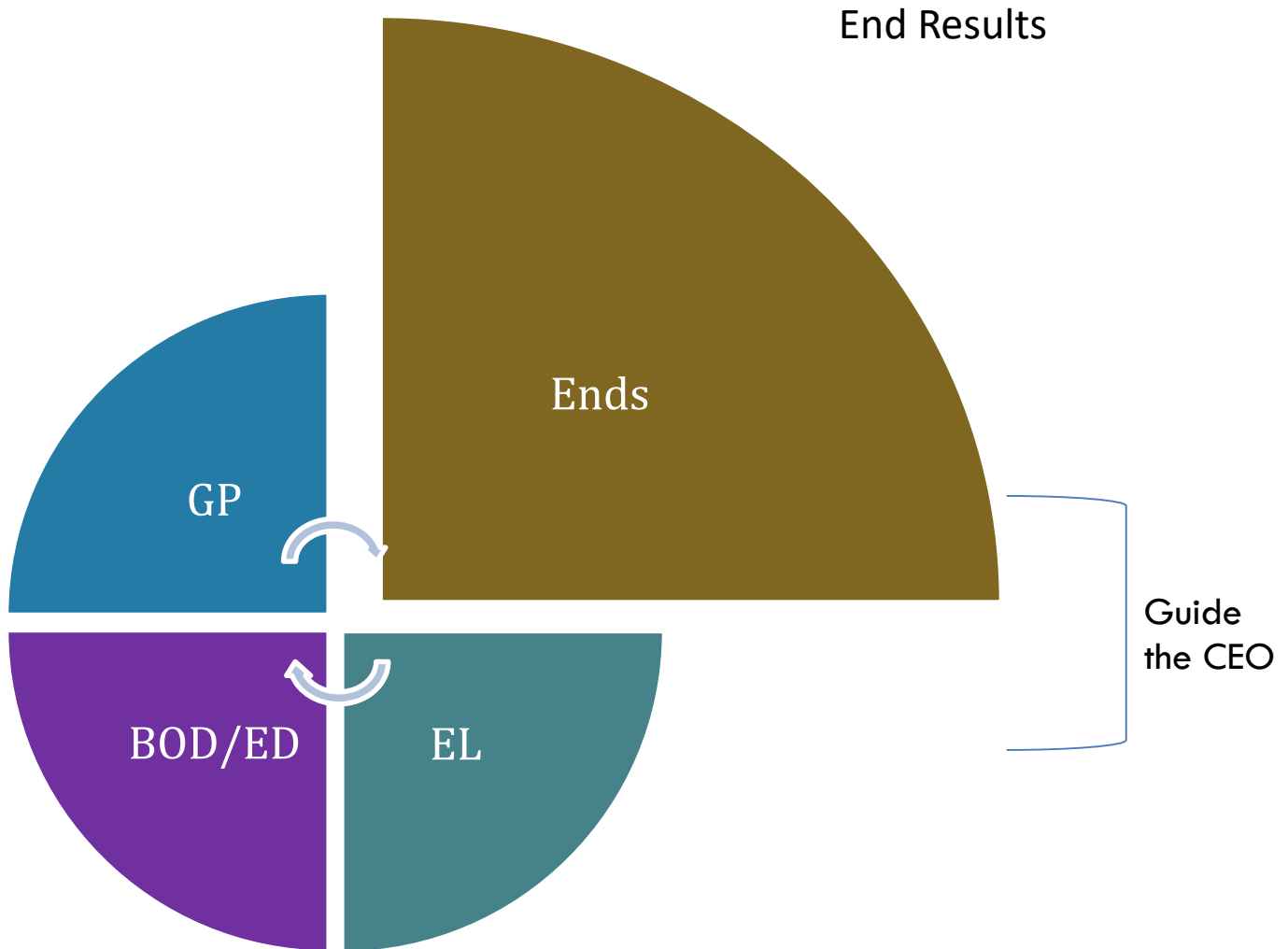
**Success Indicators** – A success indicator is a qualitative or quantitative variable that shows evidence of results relative to ends policies. While it is up to the CEO to define what indicator(s) makes the most sense to each of the ends, the following page shows examples of qualitative and quantitative indicators for inspiration or use.

For monitoring ends about:	Sample success indicators
Education	<ol style="list-style-type: none"> <li>1. 80% of members are current in their CE (5-year average)</li> <li>2. National Member survey results of education</li> <li>3. Event feedback: 15% response; 80% satisfaction</li> <li>4. Ed Staff feedback: 80% response; 80% satisfaction with training, scheduling &amp; communications</li> </ol>
Community	<ol style="list-style-type: none"> <li>1. Net Promoter score of 50 ("excellent" per Google)</li> <li>2. Retention rate of 1-5 yr members is x%.</li> <li>3. National Member survey perspective and value of community</li> <li>4. 60% of NW snowsports instructors are members PSIA NW (Kim- "shoot for higher")</li> <li>5. Membership trending positive (5-year trend); retention number increasing # social events &amp; their attendance</li> <li>6. Social media metrics</li> <li>7. Qualitative indicators of growing interaction in community</li> </ol>
Credentials	<ol style="list-style-type: none"> <li>1. National Member survey: Credential value results</li> <li>2. Specialist event feedback (15% w/ 90% satisfaction (Kim))</li> <li>3. Specialist Participation rates increasing</li> <li>4. X% of membership involved with specialist programs</li> </ol>
Certification	<ol style="list-style-type: none"> <li>1. National or Divisional survey of recent candidates</li> <li>2. Examiner Exchange /Fall Conference/Examiner Training participation</li> <li>3. Exam pass rates and trends</li> <li>4. Currently very focused on examiner; maybe add something relative to the member</li> </ol>
Member Schools	<ol style="list-style-type: none"> <li>1. National Survey of Member School perspective and value of PSIA</li> <li>2. 95% of Schools are PSIA-NW Members</li> <li>3. Recap of sent information and resources</li> <li>4. Add General Manager survey results</li> </ol>

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**CATEGORY I: Ends/Priority Results**

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

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

**MISSION:** *Northwest Snowsports professionals reach their full potential as instructors*

With equal priority, PSIA-NW exists so that:

**POLICY 1. (Education)** Members experience relevant and inspiring educational opportunities.

**POLICY 2. (Community)** Members feel they are part of the PSIA-NW family.

**POLICY 3. (Credentials)** Members develop valuable and distinct skills via specialist opportunities.

**POLICY 4. (Certification)** Certification validates members' skills set relative the premier standard of snow sports instruction.

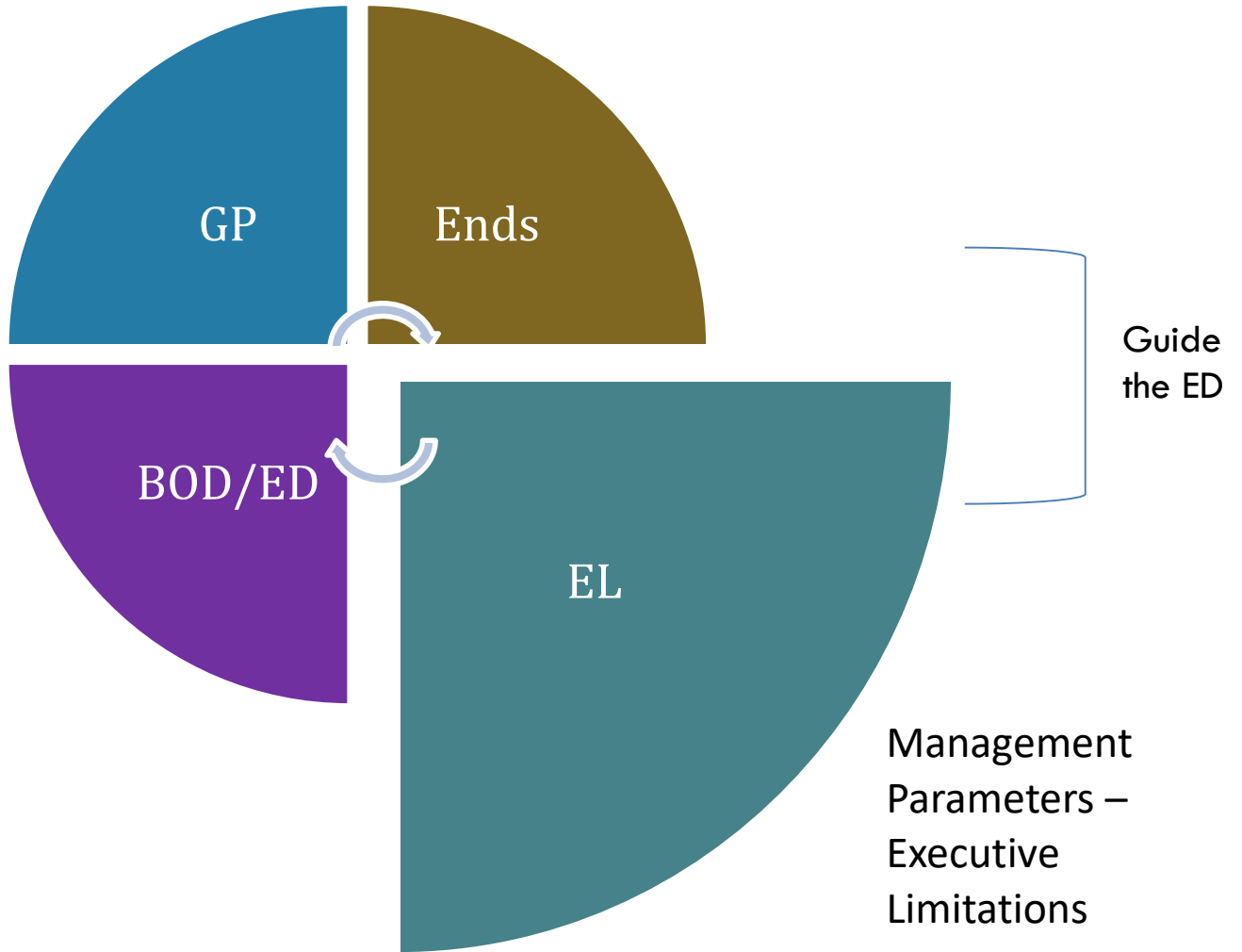
**POLICY 5. (Member Schools)** Snowsport schools use PSIA-NW resources to meaningfully benefit their business success.



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**CATEGORY II: Management Parameters – Executive Limitations**

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**Policy 2.0. General Management Constraint**

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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.

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## **Policy 2.1 Treatment of Members**

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With respect to interactions with members of Northwest Division, 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 members' information without protecting against improper access to that information.
2. Operate without clearly conveying to members what may be expected from the services offered.
3. Operate without informing members of this policy, and without having in place a complaint/response process to address concerns raised by members.

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## **Policy 2.2. Treatment of Volunteers and Employees**

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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, the CEO will not:

1. Operate without maintaining and ensuring that volunteers who hold positions of trust in Northwest (e.g. committee members, team members) review and commit to abide by the nationwide Code of Conduct.
2. Operate without ensuring employees are provided with written policies, reviewed by qualified legal counsel, which clarify personnel rules for employees, provide for effective handling of complaints/grievances and protect against wrongful conditions.
3. Allow employees to be unaware of the Board's governing policies including, but not limited to, Treatment of Staff policy, along with the CEO's interpretations of staff's protections under this policy.

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

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

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

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

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## **Policy 2.4. Financial Condition and Activities**

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With respect to maintaining a stable and financially sound organization and avoiding deviation of actual expenditures from the Board's Ends priorities, the CEO will not:

1. Expend more funds than have been received in the fiscal year to date.
2. Borrow funds, except for credit card debt used for normal business purposes paid in full each month.
3. Operate without settling payroll obligations and payables in a timely manner.
4. Allow tax payments or other government ordered payments or filing to be overdue or inaccurately filed.
5. Execute a purchase commitment, check, or electronic funds transfer to operations that are not accounted for under Policy 2.6 Financial Planning and Budgeting.
6. Allow any purchase without reasonable protection against conflict of interest.
7. Acquire, encumber, commit to a new lease, or dispose of real property.
8. Operate without collecting receivables after a reasonable grace period.
9. 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 Northwest board members, committee members, and others who are entitled to reimbursement from Northwest.
  - B. CEO credit card statements and expense reimbursements will be reviewed and authorized for payment by the Board President and/or other designated Board Officer.
10. Set annual membership dues.

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## **Policy 2.5. Asset Protection**

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The CEO will not cause or allow Northwest's assets to be unprotected, inadequately maintained, inadequately insured, or unnecessarily risked.

Further, the CEO will not:

1. Allow Northwest to be uninsured for general liability, fire and loss, and liability losses to Board members (e.g., Director & Officer Liability Insurance).
2. Allow Northwest's information and files to be exposed to loss, improper access, misuse, or significant damage.
3. Accept or reject the investment advisor's recommendations without consulting with the treasurer and president (policy adopted May 26, 2018).
4. Change the organization's name or substantially alter its identity.

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

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Financial planning for any fiscal year or the remaining party 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 policy 2.4. Financial Conditions and Activities.
2. Omits credible projection of revenues and expenses, separation of capital and operational items, cash flow projections, and disclosure of planning assumptions.
3. Fails to provide for Board activities during the year as determined in the Budgeting for Board Prerogatives policy.



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## **Policy 2.7. Compensation and Benefits**

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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 for individuals possessing the experience and skills needed to maintain and improve the overall performance of the organization.
2. Change his or her own compensation or benefits.
3. Create obligations to outside, third-party consultants for longer than one year.
4. Establish or change benefits so as to cause unsustainable situations for the organization or inequitable for employees.

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## **Policy 2.7. Emergency Management Succession**

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The CEO will not operate without employee planning processes to ensure operation of events and a plan to ensure the board is prepared for an interim CEO or other administrative interim(s) who can operate the organization.

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## **Policy 2.8. Board Awareness and Support**

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

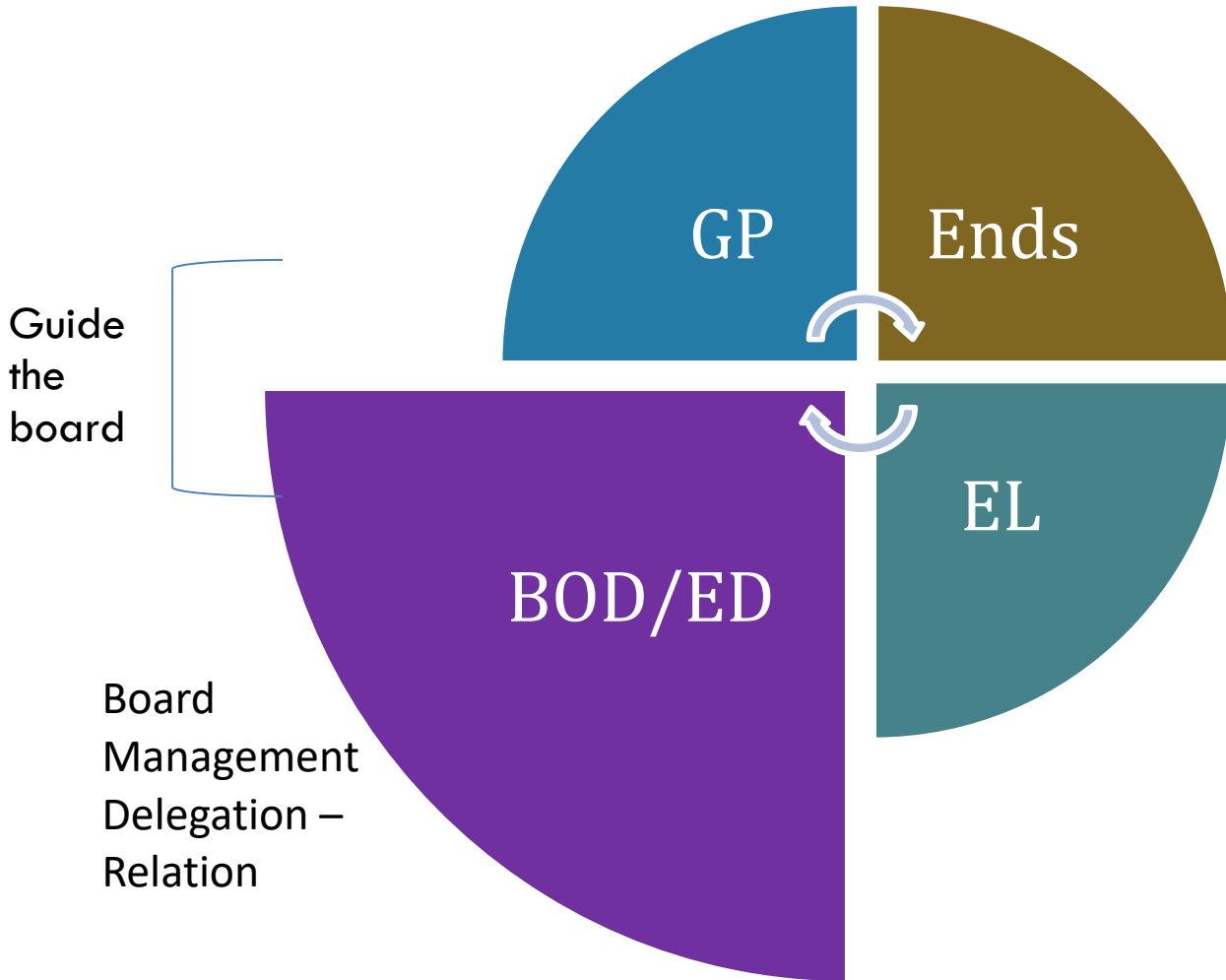
Further, the CEO will not:

1. Withhold information necessary for the board to do its job nor provide unnecessary or overly complex information.
2. Neglect to submit monitoring reports as provided in Board-Management Delegation policy.
3. 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.
4. Fail to immediately advise the board of any situation that could adversely impact operations or the public image of PSIA-NW.
5. Let the Board be unaware of any Board or Board member actions that, in the CEO's opinion, are not consistent with the Board's own policies.
6. Allow the Board to be without reasonable logistical and administrative support.

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**CATEGORY III: Board – Management Delegation**

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**Policy 3.0 Board/Management Delegation – Relationship to CEO**

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

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## **Policy 3.1. Unity of Control**

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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 instances when the person or committee has been authorized by the board to direct or use staff resources for a specific issue.
2. Board members or committees may request information. If the CEO determines the information request will require material amount of staff time or funds or is disruptive, it may be declined. The committee or Board member may then refer the request to the full Board for consideration.

## **Policy 3.2. Accountability of the CEO**

---

All Board authority delegated to management is delegated to the CEO.

Accordingly:

1. Neither the Board nor its members will give instructions to persons who report directly or indirectly to the CEO.
2. Neither the Board nor its members will formally evaluate 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. 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.

## **Policy 3.3. Delegation to the CEO**

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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. The “reasonable” standard is defined as whether what the CEO did was what a reasonably prudent executive would do in that context.

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. 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.



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## **Policy 3.4. Monitoring CEO Performance**

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

Accordingly:

1. Monitoring is to determine the degree to which Board policies are being met. Ends and Management Parameters policies may be monitored by one or more of three methods:
  - A. Internal Reports: The CEO's written policy interpretations, along with data supporting his/her assessment of accomplishment of, or compliance with, the policy under review.
  - B. External Reports: An external, disinterested third party selected by and reporting to the Board assesses accomplishment of, or compliance with, Board policies, as reasonably interpreted by the CEO.
  - C. Direct Board Inspections: A designated Board member(s) or committee assesses accomplishment of, or compliance with, a given policy, as reasonably interpreted by the CEO.
2. The Board shall accept any reasonable CEO interpretation of the Board policy being monitored. The Board is the final judge of reasonableness.
3. The Board will judge whether:
  - A. The CEO's interpretation is reasonable, and
  - B. Data demonstrate reasonable accomplishment of, or compliance with, the CEO's interpretation.
4. If the Board determines the CEO's interpretations not to be reasonable or data determined not to demonstrate reasonable accomplishment of, or compliance with, a Board policy as interpreted, it may take a remedial process. Discussions about a remedial process will be in Executive Session (only voting Board members, officers plus any other parties specifically invited by the Board to attend).
5. All policies instructing the CEO will be monitored at a frequency and by a method chosen by the Board. The Board may monitor any policy at any time by any method, but will ordinarily depend on the following routine schedule:

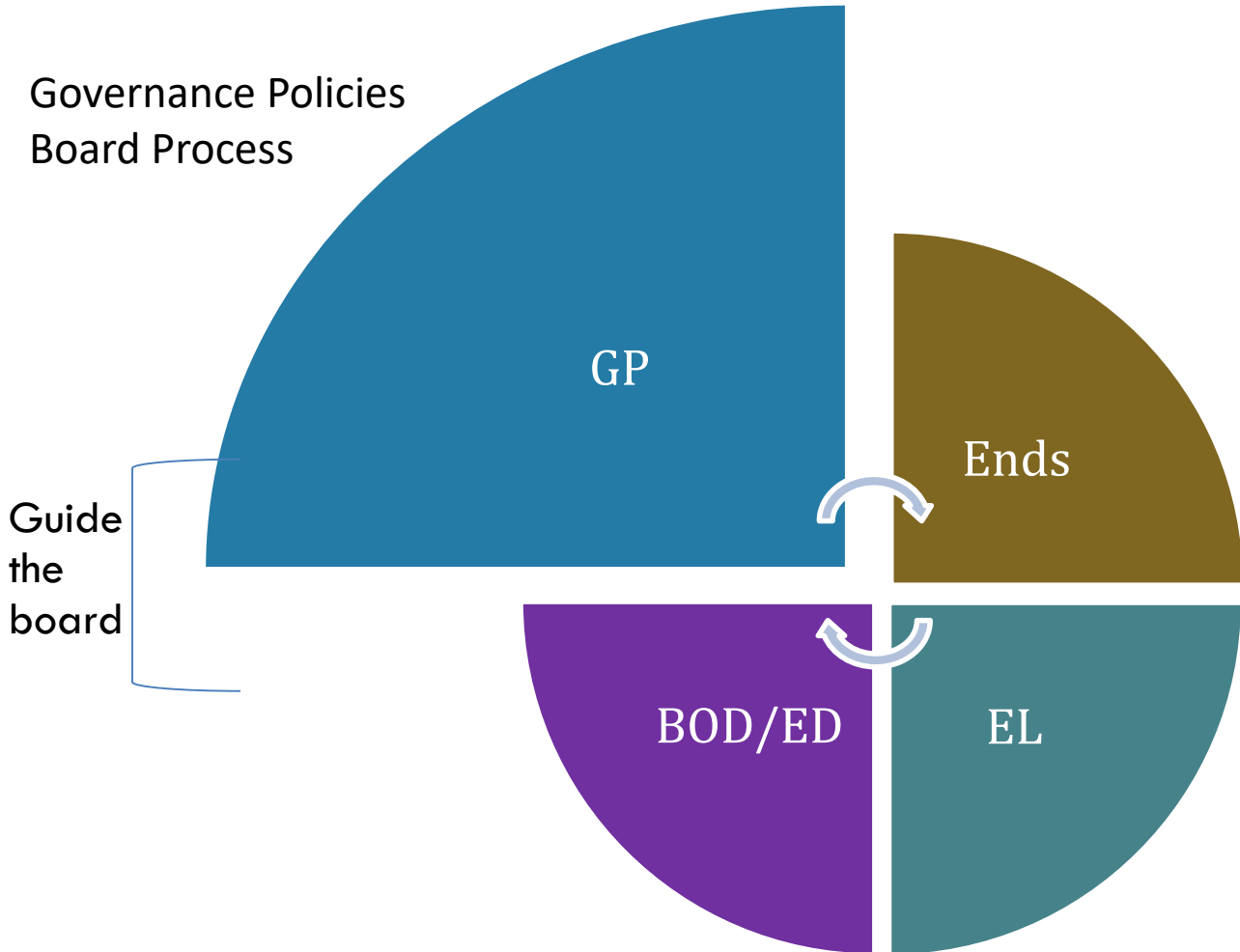
**Policy 3.4. Monitoring CEO Performance, continued**

<b>CEO MONITORING SCHEDULE</b>				
<b>POLICY</b>	<b>METHOD</b>	<b>FREQUENCY</b>	<b>SCHEDULE</b>	<b>BOARD REVIEW</b>
Ends (All)	Internal	Annually	Spring Board Packet	Spring Meeting
Executive Limitations/Management Parameters (All)	Internal	Annually	Spring Board Packet	Spring Meeting

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**CATEGORY IV: Governance Policies – Board Process**

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## **Policy 4.0 Governance Purpose/Commitment**

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The purpose of the PSIA-NW, Board of Directors, is to ensure that PSIA-NW:

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

---

## Policy 4.1. Governing Style and Values

---

The Board will govern lawfully, using Policy Governance principles, with an emphasis on: (a) integrity, (b) outward vision versus inward examination, (c) encouragement of diversity in viewpoints, (d) strategic leadership more than administrative detail, (e) clear distinction between Board and CEO roles, (f) collective decisions, and (g) a focus on the future.

Accordingly:

1. The Board will cultivate a sense of group responsibility and consistent with a *one-voice* approach. The Board, not the CEO, is responsible for Board performance. The Board will lead PSIA-NW 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 Organization 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 matter 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 Board will ensure provision of training including the governance principles underlying this document, and review of PSIA-NW's Bylaws and these policies, with particular emphasis on the Board Members' Code of Conduct Policy.
    - ii. Current strategic issues: The Board 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-NW'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-NW's membership for competent, conscientious, and effective fulfillment of its governance obligations. The Board will not allow any Board member or Board Committee to be an obstacle to this commitment.
8. The Board reaffirms that PSIA-NW 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.

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## **Policy 4.2. Board Job Products**

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Specific job outputs of the board, as an informed agent of the membership, are those that ensure appropriate organizational performance. Accordingly, the board has direct responsibility to create

1. The linkage between the membership and the operational organization
2. Written governing policies that realistically address the broadest levels of all organizational decisions and situations
  - A. Ends: organizational products, impacts, benefits, outcomes, and their relative worth for members (what good for members at what cost)
  - B. Executive limitations/Management parameters: constraints on CEO authority that establish the prudence and ethics boundaries within which all staff activity and decisions must take place
  - C. Board-management delegation/relationship to CEO: how power is delegated and its proper use; the CEO's role, authority, and accountability
  - D. Governance process: specification of how the board conceives, carries out, and monitors its own tasks
3. Assurance of successful organizational performance on Ends and Executive Limitations through rigorous and regular monitoring.

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## Policy 4.3 Board Work Plan and Agenda Preparation

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

Accordingly:

1. **Annual Cycle:** The Board's annual planning cycle will conclude each year at its spring meeting, so that administrative planning and budgeting for the next fiscal year can be focused on addressing both long and short-term ends.
2. **Work Plan Development:** At its spring meeting, the Board will also begin development of its work plan for the next year. At that time, the President 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. **Recruitment, Orientation, and Training for new Board members:** Welcome new members, and provide for a basic outline of Board member responsibilities, expectations, and timing of Board operations.
  - C. **Policy Review:** How the Board will systematically review all of its policies, with emphasis on Ends over the course of the year, (e.g. by priority, by topic, or by an emphasis of the Board's choosing).
  - D. **Assessment/Evaluation of CEO Performance:** Reviewing the schedule of planned monitoring activities to assure performance on Ends and Management Parameters policies.
  - E. **Self-Assessment:** Methods and timeline for periodic and objective evaluation of how well the Board is fulfilling its role (i.e., in accordance with its Board Process and Board/Management Delegation policies) and open discussion of how the Board's performance can be improved.
  - F. **Meeting Schedule:** Update/reassess the multiple-year planning calendar for Board meetings to maximize Board member attendance and participation.
3. **Meeting Agendas:** The President will determine the agenda for any particular meeting, although Board members and the CEO may request or recommend any appropriate matter for Board consideration.
  - A. A Board member or the CEO may recommend or request a matter for Board discussion by submitting the item to the President 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 14 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.
4. **CEO Compensation Review:** Each year, prior to the spring meeting, the compensation committee will provide a plan to the Board as part of the budget submittal for salary and benefit adjustments for the following year. The compensation plan will be based on market conditions with data from independent third parties and performance. CEO's and Office staff compensation and benefits, will be effective July 1<sup>st</sup>.



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

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1. President

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

Accordingly:

A. The President's job is to ensure that the Board acts in a manner consistent with its policies and any requirements legitimately imposed upon it from outside the organization.

- i. Meeting discussion content will consist solely of issues that clearly belong to the Board to decide, consider, or to monitor, or to otherwise inform/educate the Board so it can best fulfill its responsibilities.
- ii. Information that is not for monitoring performance, Board education, or Board decisions, will be avoided or minimized and always noted as such.
- iii. Deliberation will be fair, open, thorough, timely, orderly, and kept to the point.

B. The President 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 President may use any reasonable interpretation of these policies.

- i. The President is empowered to preside at Board meetings with the commonly accepted power of that position, such as ruling and recognizing.
- ii. The President 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 President has no authority to supervise or direct the CEO.
- iii. The President may represent the Board to outside parties in announcing Board-stated positions and in stating decisions and interpretations within the area delegated to the President.
- iv. The President may delegate the authority but remains accountable for its use.

C. Except where specified otherwise in Bylaws or Board Policies, the President may appoint Board members or others, as appropriate, to serve on Board Committees.

2. Vice President

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

3. Treasurer

The Treasurer shall be the fiscal officer of the corporation and have all the duties usually attendant to such position.

4. Secretary

The Secretary shall ensure that all rules and bylaws of the organization are adhered to by the Board during meetings and the implementation of Board decisions. The Secretary is also responsible for all records and documentation for the organization. In the event that the President and Vice President cannot attend a Board meeting or perform their duties, the Secretary can assume those duties temporarily.

5. Board Members

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

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

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## **Policy 4.5. Board Members' Code of Conduct**

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

Accordingly:

1. Board members must avoid conflict of interest with respect to their fiduciary responsibility.
  - A. There must be no self-dealing or any conduct of private business or personal services between any Board member and the organization except as procedurally controlled to assure openness, competitive opportunity, and equal access to inside information.
  - B. The purpose of this conflict-of-interest statement is to protect the interests of our tax-exempt organization when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a director, officer, committee chair, or management employee of the organization or any entity in which the effected individual has any legal, equitable or any fiduciary interest as a director, officer, shareholder or partner.
  - C. Conflicts of interest may arise in the relations of directors, officers, committee chairs and management employees with any of the following third parties:
    - i. Competing or affinity organizations
    - ii. Persons and firms supplying goods and services to PSIA-NW
    - iii. Persons and firms from whom PSIA-NW leases property and equipment
    - iv. Agencies, organizations, and associations that affect the operations of PSIA-NW
    - v. Family members, friends, and other employees
  - D. Disclosures of a real or potential conflict of interest should be made to the President (or if they are the one with the conflict, then to the Vice President), who shall determine whether a conflict exists and is material, and if the matters are material, bring them to the attention of the Board.
  - E. Whenever any Board Member or person subject to this policy has a conflict of interest or a perceived conflict of interest with PSIA-NW, they shall notify the President of such conflict in writing.
  - F. The Board has determined that a real or potential conflict of interest always exists in the following circumstances:
    - i. When a voting member of the Board of Directors receives compensation, directly or indirectly, from the Corporation for services. In such a case, the Board member shall be precluded from voting on matters pertaining to that member's compensation.
    - ii. Any voting member of the Board of Directors or any committee whose jurisdiction includes compensation or performance matters and who receives compensation, directly or indirectly, from the Corporation shall be prohibited from providing information to the Board of Directors or any committee regarding compensation or performance review.

- G. The areas of conflicting interest listed in the previous section, and the relations in those areas that may give rise to conflict, as listed previously, are not exhaustive. Conceivably, conflicts might arise in other areas or through other relations. It is assumed that the directors, officers, committee chairs and management employees will recognize such areas and relation by analogy.
2. Board members must not exercise individual authority over the organization.
    - A. Board members' interactions with the CEO or with employees must recognize the lack of authority vested in individuals except when explicitly stipulated by the Board.
    - B. Board members' interactions 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.
  3. Board members must respect the confidentiality appropriate to issues of a sensitive nature.
  4. Board members must respect PSIA-NW's relationships with other industry partners.
  5. A Board member aware of credible information that suggests a Board policy has been violated by the Board, a Board member, or the CEO, has an affirmative obligation to bring the concern to the Board President. If the President is the subject of the concern, it should be brought to the Vice President.
  6. If a Board member is alleged to have violated this Code of Conduct:
    - A. The President (or Vice President, if the President 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 President will put the issue on the agenda for the closed session. The respondent Board member will be allowed to present his or her views prior to the Board determining whether 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.
  7. All Board members are required to sign an acknowledgement of this policy annually.

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## **Policy 4.6. Board Committees, Principles, and Creation**

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### Principles:

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 ED, or the ED's to other staff.

### Creation:

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

### Accordingly:

1. Board committees are to help the Board do its job, not to help, advise, or exercise authority over the CEO.
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 task forces or work groups formed under the authority of the CEO.
6. Unless specifically authorized by the Board, a Board Committee may not make any commitment of organizational resources or funds.
7. Committees will have terms of reference (see Addendum)
8. Committees
  - A. Compensation Committee. Each year, at the spring meeting, the compensation committee appointed by the President will provide a plan to the Board as part of the budget submittal for salary and benefit adjustments for the following year. The compensation plan will be based on market conditions with data from independent third parties and performance. CEO's and Office staff compensation and benefits, will be effective July 1<sup>st</sup>.
  - B. Awards and Recognition Committee. Giving due recognition to members and others who have contributed to PSIA-NW is a vital part of our association's success.
    - i. For persons providing exceptional service meriting extraordinary acclaim, PSIA-NW establishes the following six prestigious divisional awards and recognition:
      1. Ken Syverson Instructor of the Year Award - This award recognizes someone who has been a member for at least 5 years, who is actively involved in teaching snowsports to the public and who demonstrates a positive role model. The individual

must exceed the normal criteria for teaching excellence and must demonstrate a prolonged history of service to the public, as well as service to their school and PSIA-Northwest as evidenced by mentorship or other active involvement.

2. Art Audett Outstanding Service Award - Designed to honor a member who has a sustained history of distinguished service of lasting benefit to PSIA-Northwest, their ski school or the local community or have performed an exceptional act worthy of special recognition.
  3. Jean Lyon Service to Youth Award - This award recognizes an instructor or coach who has been a member for at least 5 years and who has demonstrated exceptional dedication to excellence in teaching snowsports or coaching racing to children and youth. In keeping with the spirit that Jean brought to teaching, coaching and racing, nominations should emphasize a high level of teaching expertise, work that has enhanced children's snowsports education and/or outreach activities that have provided opportunities for youth to experience and become lifetime participants in snowsports.
  4. Larry Linnane Skiing Legends Award - This award recognizes those senior members in good standing who give a lifelong commitment to the development and/or history of snowsports including instructing, service on the board of directors, writing technical or feature articles for publications, etc.
  5. Rookie of the Year Award - This award recognizes a member who has demonstrated superior ability, aptitude and inspiration to snowsports education in their first season as an instructor. It's a great way to recognize a rising superstar
  6. Lifetime Membership - This award recognizes someone who has been a PSIA-AASI member for a minimum of 20 years and has demonstrated a lifetime of dedicated service to PSIA-AASI, PSIA-NW and snowsports education. Nominations for this award are brought forward by the Board of Directors for consideration at the Fall Board Meeting with determination no later than November 1<sup>st</sup> of each year. Final submission will be presented to the PSIA-AASI board for final approval at its Winter Board Meeting.
- ii. Selection Process for Awards
1. The Awards and Recognition Committee shall, with the assistance of the PSIA-NW staff, publish forms and procedures to nominate potential recipients of awards
  2. The Awards and Recognition Committee will review all nominations and decide on who should receive a particular award.
  3. Nominating person shall be notified via email no later than the 31<sup>st</sup> of March.
  4. Recognition of award recipients shall include publication in the Organization's magazine and/or on its website.

Other possible legitimate board committees

1. Membership Linkage Committee

A. *Product*: Options and implications for board consideration with respect to the ends decisions to be made by the board regarding the needs of members—by no later than August 15, 2014.

B. *Authority*: To incur costs of no more than \$1,000 in direct charges and no more than fifty hours of staff time.

2. Nominating Committee

A. *Product*: Properly screened potential board members—by no later than May 20 of each year.

B. *Authority*: To incur costs of no more than \$1,000 in direct charges and no more than twenty hours of staff time per annum.

3. Audit Committee

A. *Product*: Specification of scope of audit prior to outside audit—by no later than \_\_\_\_\_ of each year.

B. *Authority*: To incur no more than \$5,000 in direct charges and use of no more than fifty person-hours of staff time per annum.

4. Governance Committee

The purpose of the governance committee is ongoing review and recommendations to enhance the quality and future viability of the board of directors. The role of the committee can revolve around areas such as:

Board policy review and recommendations

Board composition and leadership succession planning

Board orientation and governance training

Board effectiveness in adhering to its governance policies

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## **Policy 4.7. Budgeting for Board Prerogatives**

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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, that may include a financial audit or review by a competent third party, will be arranged as needed by the CEO and the President 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. Financial audit and/or other third-party monitoring of organizational performance. Membership linkage activities, including surveys, qualitative research, and divisional visits.
  - D. Board committee functions
6. The Board will establish its budget for these prerogatives for the next fiscal year and made available to the CEO prior to the CEO's operational budgeting process (currently at the Spring meeting).



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## **Policy 4.8. Board Officer Elections**

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

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## **Policy 4.9. CEO Compensation Policy**

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The compensation of the CEO of PSIA-NW should be competitive and reflect both the PSIA-NW'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 as part of the budget process in compliance with this policy. The CEO shall be eligible for such benefits that are prepared and included in the budget by the Compensation Committee defined in section 3.6.7.A. 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 Compensation Committee of the Board shall prepare the plan and provide to the Board the recommended annual base salary for the CEO for the upcoming fiscal year (July 1 to June 30) as part of the annual budgeting for the next fiscal year at the Board's spring meeting. In making its plan the Compensation Committee shall consider and consider the most recent available survey data from a reputable third party, such as the American Society of Association Executives (ASAE) Compensation and Benefits Study.
2. **Bonuses:** In determining the CEO's overall compensation, the Compensation Committee shall also consider whether the CEO should be paid a merit bonus based upon the individual performance of the CEO as reviewed and prepared between the CEO and President based on the goals and objectives established at the beginning of the year. At each spring meeting of the Board, the 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 Compensation Committee's recommendation and establishing the success measures to be utilized for the upcoming fiscal year.
3. At each spring meeting of the Board, the Compensation Committee shall also recommend to the Board the amount of merit bonus, if any, to be paid to the CEO based upon performance of the CEO and the Organization as a whole, measured against the success measures established by the Board for the year under review.

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## **Addendum A: Committee Terms of Reference**

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A Suggested Format for the Governance Committee Terms of Reference

**Committee Name**      Governance Committee

### **Purpose of Committee**

The purpose of the Governance Committee (the Committee) of the Board of Directors (the Board) of HopeSparks (the Agency) is to be responsible for the governance principles defined in Governance Process policies and Board-President/CEO Delegation policies. These policies describe how the key functions of the Board of Directors will be managed. The Committee is responsible for monitoring the performance of the Board as stated in these policies and making recommendations for policy changes as needed. The Committee will identify individuals qualified to become Board members consistent with criteria approved by the Board and to provide a slate of nominees for director vacancies.....

### **Committee Objectives**

1. Monitor the performance of the Board against criteria stated in Governance Process policies and Board-President/CEO Delegation policies including development of guidelines and procedures for evaluation.
2. Oversee long-term and short-term plans for succession of the President/CEO. Consider and recommend to the Board a process for both emergency succession and planned succession.
3. Monitor and make recommendations to the Board on matters of Board policy and practices including the Governance Process policies and the Board-President/CEO Delegation policies.
4. Review periodically and recommend to the Board revisions as warranted to the Articles of Incorporation, the Bylaws, or the Board's Governance Process and Board-President/CEO Delegation policies.
5. Ensure the mitigation by the President/CEO of Agency risks identified and reported by either the Board's auditor or other third party evaluation by recommending changes to Executive Limitations policies.
6. Review the Board's community and public engagement to ensure Board linkage with the community.
7. Conduct an annual review to determine the continued independence of each Director according to the Governing Style policy on independence.
8. Develop and revise as needed and recommend to the Board criteria for the selection of directors including procedures for reviewing candidates suggested by Directors or stakeholders.
9. Develop and revise as needed and recommend to the Board a process for onboarding new Directors and for ongoing Board education.
10. Recommend removal of a Director where appropriate.

### **Resources and Authority to Act**

The Committee shall have a budget of \$\_\_\_\_\_ and authority appropriate to discharge its duties and responsibilities including the authority to select, retain, terminate, and approve the fees of special counsel or other experts or consultants without seeking approval of the Board or management.

### **Committee Reports**

The Committee shall produce the following reports and provide them to the Board:

1. An annual Board performance evaluation process and recommendations for improvements as deemed necessary or desirable by the Committee. The evaluation shall be conducted in a manner the Committee deems appropriate. The report to the Board may take the form of an oral report by the Committee Chair or any other member of the Committee designated by the Committee to make this report. The Committee will consult with the Board Chair to determine an appropriate time for this report on the Board's Annual Calendar.
2. A summary of actions taken to accomplish each of the Committee Objectives presented at least annually at a time and manner that the Committee deems appropriate. The Committee will work with the Board Chair on the timing of these reports.