

PSIA AASI NORTHWEST DIVISION

Board of Directors Governing Policies Manual

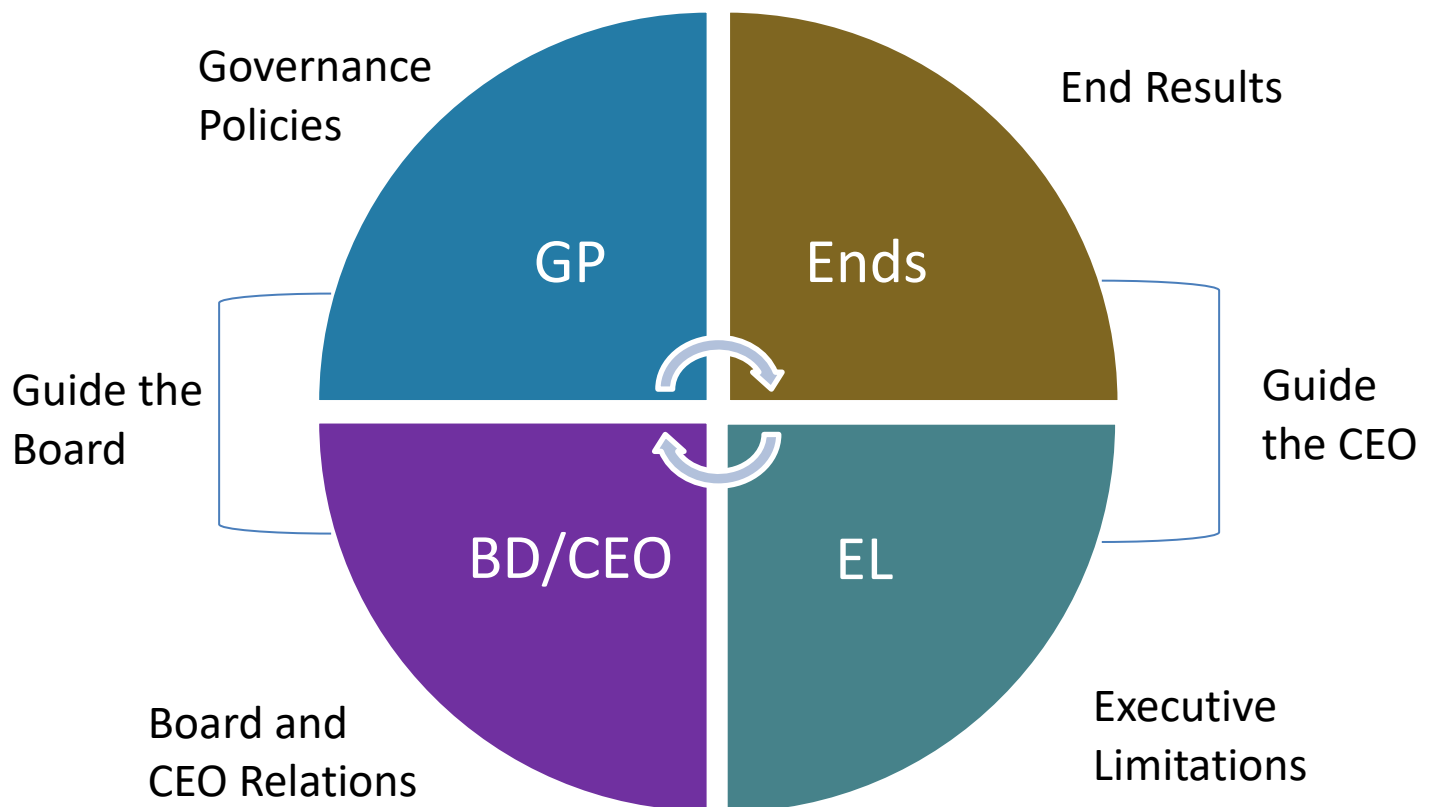


Table of Contents

Introduction:

Terms & Definitions:

Category I: Ends / Priority Results

- Policy 1. Education
2. Community
3. Credentials
4. Certification
5. Member Schools

Category II: Executive Limitations

- Policy 2.0. Executive Limitations Global Constraint
2.1. Treatment of Members
2.2. Treatment of Volunteers and Employees
2.3. Treatment of Contractors and Vendors
2.4. Financial Condition and Activities
2.5. Asset Protection
2.6. Financial Planning and Budgeting
2.7. Compensation and Benefits
2.8. Emergency Management Succession
2.9. Board Awareness and Support

Category III: Board – Management Delegation

- Policy 3.0. Board/Management Connection
3.1. Unity of Control
3.2. Accountability of the CEO
3.3. Delegation to the CEO
3.4. Monitoring CEO Performance

Category IV: Board Process

- Policy 4.0. Governance Purpose/Commitment
4.1. Governing Style and Values
4.2. Board Job Products
4.3. Board Work Plan and Agenda Preparation
4.4. Board Member Roles, Responsibilities, and Authority
1. Chair
2. Vice Chair

3. Treasurer
 4. Secretary
 5. Ex-Officio Members
 6. Board Members
-
- 4.5. Board Members' Code of Conduct
 - 4.6. Board Committee Principles and Structure
 - 4.7. Budgeting for Board Prerogatives
 - 4.8. Selection of Directors
 - 4.9. Board Officer Elections

Addendum

Committee Terms of Reference (reviewed annually in the spring)

- A. Awards and Recognition Committee
- B. CEO Compensation Committee

Introduction

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.

Terms & Definitions

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 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 (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

Ex-Officio – non-voting capacity on the board

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

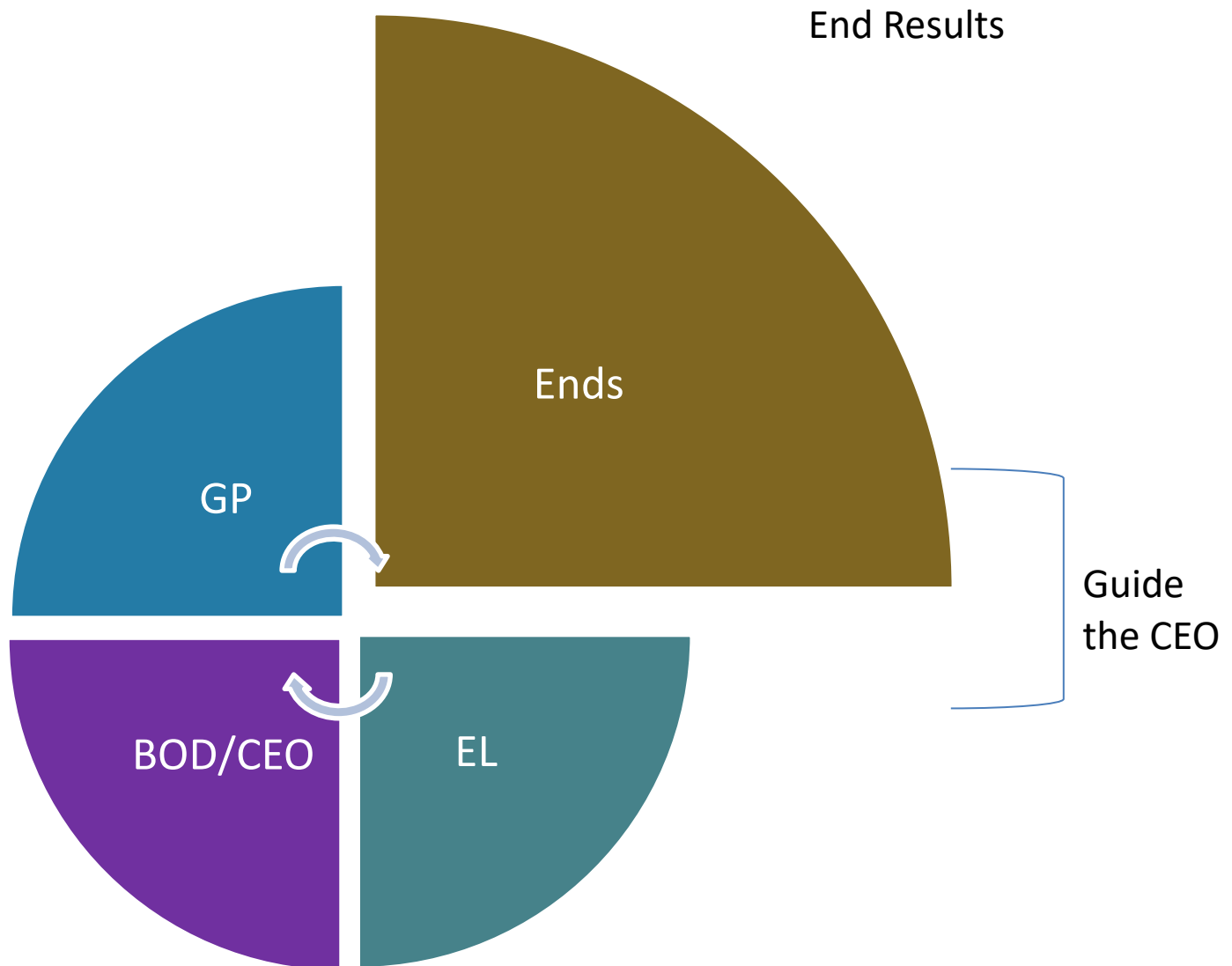
Policy – a statement that is an intentional expression of the values and principles of the PSIA-NW board of directors to guide decisions. Policies are the guidelines that drive governance and operational processes and procedures

Reasonable Interpretation “standard” – whether what the CEO did was what a reasonably prudent executive would do in that context

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

Success Indicator(s) – 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

CATEGORY I: Ends/Priority Results



CATEGORY I: Ends/Priority Results

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.

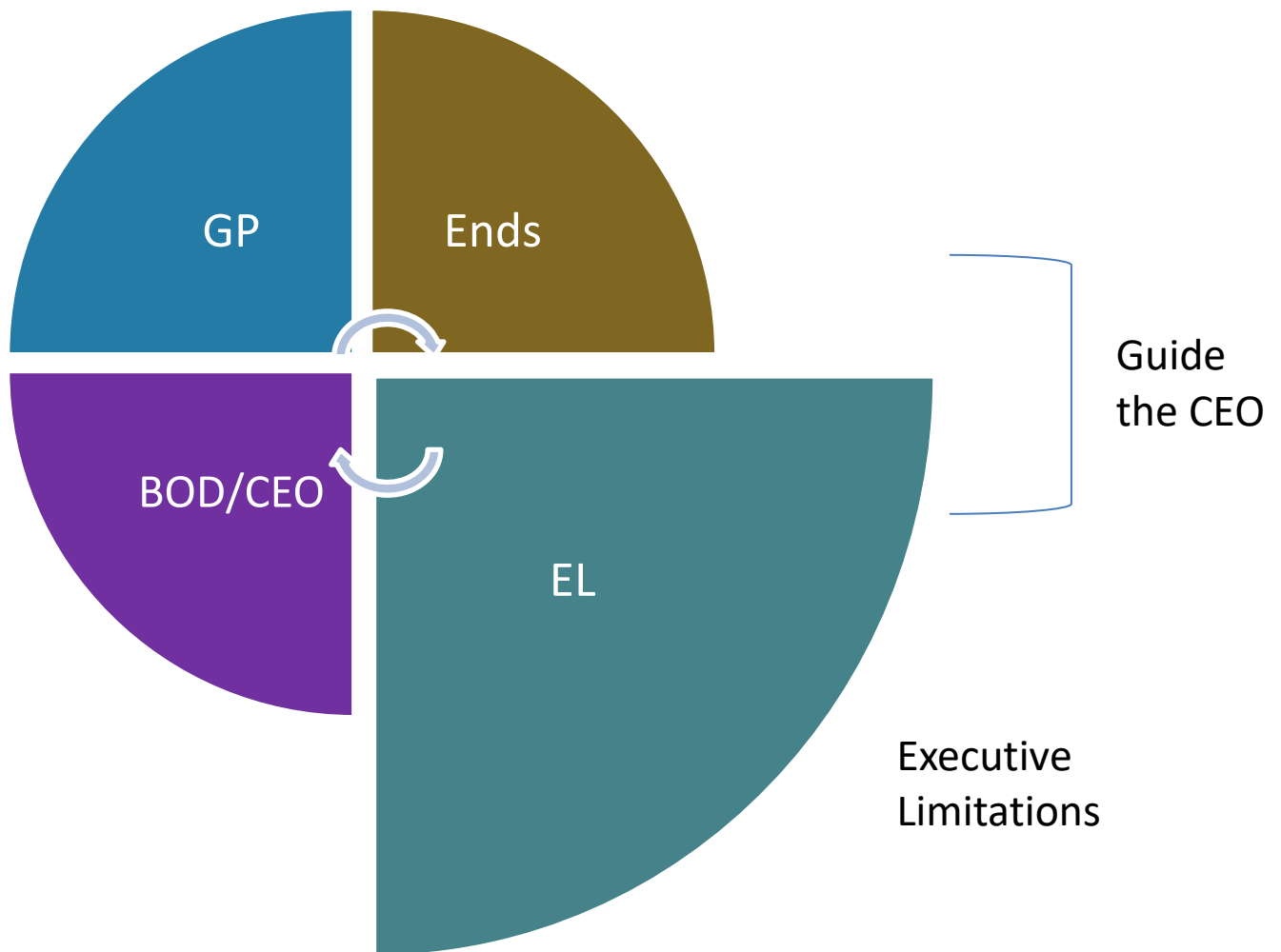
POLICY 4. (Certification) Certification validates members' skills set relative the premier standard of snow sports instruction.

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

Approved September 8, 2018

Latest Revision

CATEGORY II: Management Parameters – Executive Limitations



Policy 2.0. Executive Limitations Global Constraint

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.

Approved September 8, 2018

Latest Revision

Policy 2.1. Treatment of Members

With respect to interactions with members, 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.

Approved September 8, 2018

Latest Revision

Policy 2.2. Treatment of Volunteers and Employees

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.

Approved September 8, 2018

Latest Revision

Policy 2.3. Treatment of Contractors and Vendors

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.

Approved September 8, 2018

Latest Revision

Policy 2.4. Financial Condition and Activities

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 board members, committee members, and others who are entitled to reimbursement.
 - B. CEO credit card statements and expense reimbursements will be reviewed and authorized for payment by the Board Chair and/or Treasurer.
10. Set annual membership dues.

Approved September 8, 2018

Latest Revision

Policy 2.5. Asset Protection

The CEO will not cause, or allow, 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 Chair.
4. Change the organization's name or substantially alter its identity.

Approved September 8, 2018

Latest Revision May 26, 2018

Policy 2.6. Financial Planning and Budgeting

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 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.

Approved September 8, 2018

Latest Revision

Policy 2.7. Compensation and Benefits

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.

Approved September 8, 2018

Latest Revision

Policy 2.8. Emergency Management Succession

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.

Approved September 8, 2018

Latest Revision

Policy 2.9. Board Awareness and Support

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

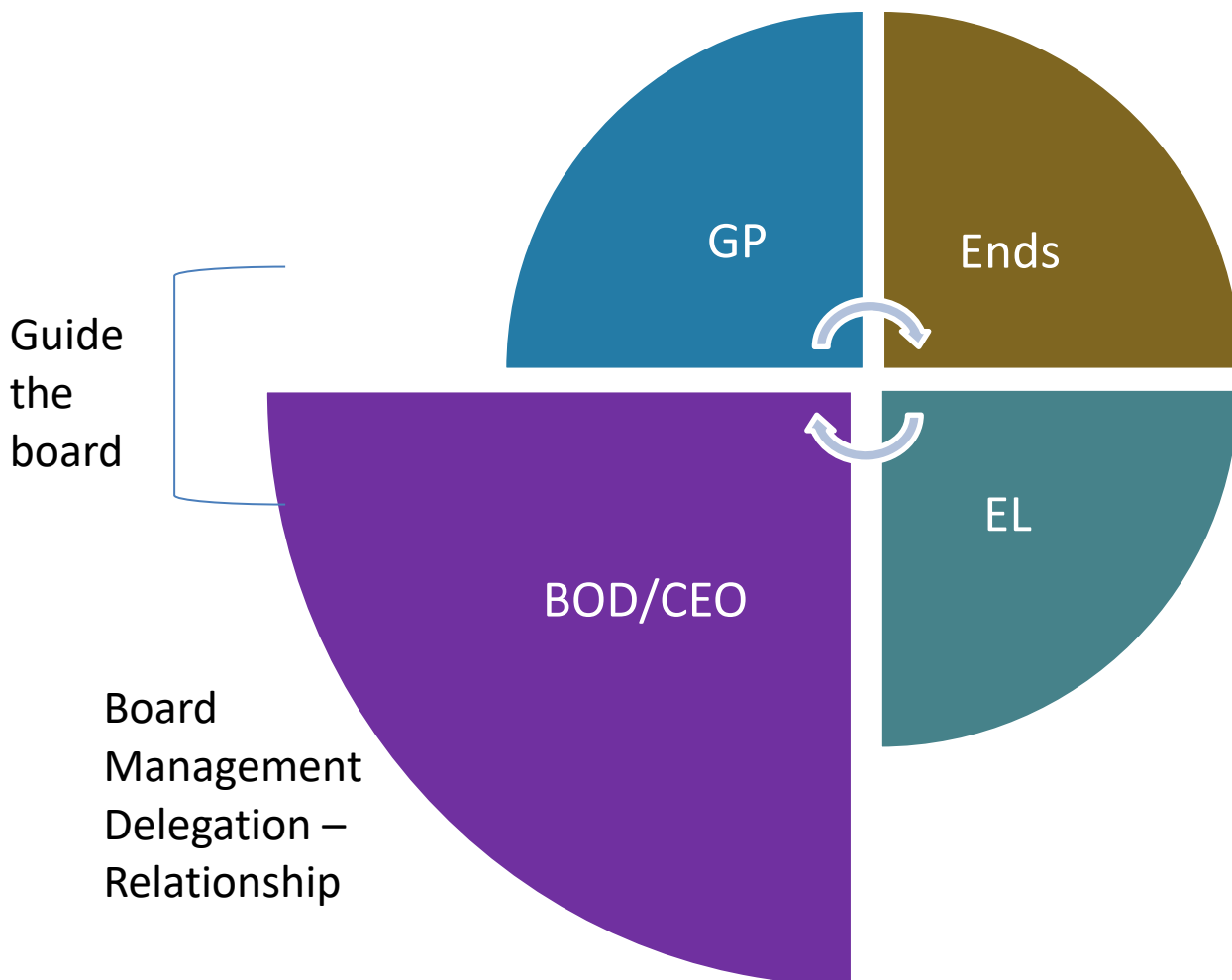
Further, the CEO will not:

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 Executive Limitations 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.

Approved September 8, 2018

Latest Revision

CATEGORY III: Board – Management Delegation



Policy 3.0. Board/Management Delegation – Relationship to CEO

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

Approved September 8, 2018

Latest Revision

Policy 3.1. Unity of Control

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.

Approved September 8, 2018

Latest Revision

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.

Approved September 8, 2018

Latest Revision

Policy 3.3. Delegation to the CEO

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. The board shall determine if an action of the CEO meets the reasonable standard.

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.

Approved September 8, 2018

Latest Revision

Policy 3.4. Monitoring CEO Performance

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 Executive Limitations 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:

Approved September 8, 2018

Latest Revision

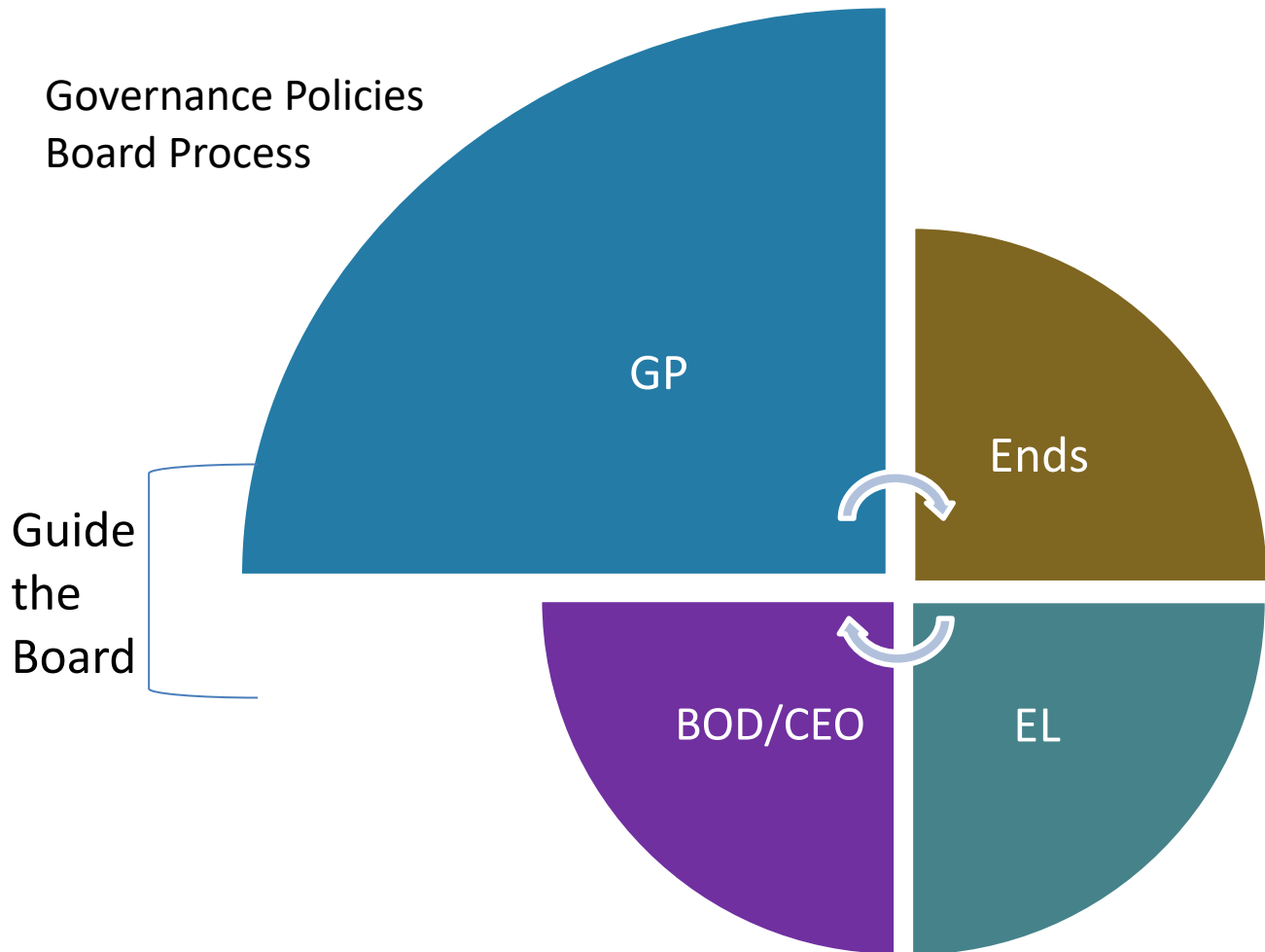
Policy 3.4. Monitoring CEO Performance, continued

CEO MONITORING SCHEDULE				
POLICY	METHOD	FREQUENCY	SCHEDULE	BOARD REVIEW
Ends (All)	Internal	Annually	Fall	Fall
Executive Limitations (All)	Internal	Annually	Fall	Fall

Approved September 8, 2018

Latest Revision

CATEGORY IV: Governance Policies – Board Process



Policy 4.0. Governance Purpose/Commitment

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.

Approved September 8, 2018

Latest Revision

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.

PSIA-NW Board of Directors Governing Policy

7. The Board will be accountable to 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 the organization 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.

Approved September 8, 2018

Latest Revision

Policy 4.2. Board Job Products

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

1. The linkage between the membership and the operational organization.
2. Written governing policies that realistically address the broadest levels of all organizational decisions and situations.
 - A. **Ends:** organizational products, impacts, benefits, outcomes, and their relative worth for members (what good for members at what cost)
 - B. **Executive Limitations:** 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.

Approved September 8, 2018

Latest Revision

Policy 4.3. Board Work Plan and Agenda Preparation

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 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. **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 Executive Limitations 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 Chair 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 Chair at least 30 days prior to the regularly scheduled Board meeting.
 - B. To ensure Board member preparation is informed participation, meeting agendas will be out a week before meetings. Background information will either be emailed or placed on the web.

- C. By an affirmative vote of a majority of those present, additional matters may be added to the agenda of any Board meeting.
4. **Board Proposals:** The Board, for all proposals will require two readings before voting. This is to ensure each Board member has the time to read and understand the proposal, as well as to ask questions.
- A. The first reading will take place during a Board meeting, in which the proposal is made.
 - B. The second reading will take place during the next scheduled meeting.
 - C. The Board may override the need for a second reading, if they consider the proposal time-sensitive.
 - i. The Chair, or any Board Member, can declare a proposal time-sensitive
 - ii. Once declared, the Board must, by a unanimous vote of those present (providing a quorum is present), approve the proposal as time-sensitive.
 - iii. Once a proposal has been approved as time-sensitive, the Board may discuss and vote on the proposal.
5. **CEO Compensation Review:** Each year, prior to the May meeting, the compensation committee will provide a recommendation to the Board for CEO 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, and independent of the CEO. CEO compensation and benefits, will be effective July 1st.

Approved September 8, 2018

Revised May 12, 2020

Revised May 30, 2020

Policy 4.4. Board Member Roles, Responsibilities, and Authority

1. Chair

As PSIA-NW's chief governance officer (CGO), 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:

- A. 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.
 - 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 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.
 - i. The Chair is empowered to preside at Board meetings with the commonly accepted power of that position, such as ruling and recognizing.
 - ii. The Chair has no authority to make decisions within the Board's Ends and Executive Limitations 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.
 - iii. 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.
 - iv. The Chair may delegate the authority but remains accountable for its use.
- C. Except where specified otherwise in Bylaws or Board Policies, the Chair may appoint Board members or others, as appropriate, to serve on Board Committees.

2. Vice Chair

The Vice Chair shall assume the duties of the Chair in the absence of the Chair or if the Chair is unable to perform his/her 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 is responsible for all records and documentation for the organization. In the event that the Chair and Vice Chair cannot attend a Board meeting or perform their duties, the Secretary can assume those duties temporarily.
5. **Ex-Officio Members**
By virtue of their position in the organization, the CEO and the PSIA-AASI representative shall serve as members of the Board, but without the right to vote.
6. **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 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 Chair, 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.
6. The CEO and PSIA-AASI representative, shall be, by virtue of their positions, be non-voting members of the board.

Approved September 8, 2018

Revision November 12, 2019

Current Revision September 8, 2020

Policy 4.5. Board Members' Code of Conduct

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 Chair (or if they are the one with the conflict, then to the Vice Chair), 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 Chair 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 Chair. If the Chair is the subject of the concern, it should be brought to the Vice Chair.
6. 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 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.

Approved September 8, 2018

Latest Revision

Policy 4.6. Board Committees, Principles, and Creation

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 CEO, or the CEO's delegation 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. Committee Chairs are responsible for facilitating the committees to achieve the deliverables defined by the board (Terms of Reference).
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).

Approved September 8, 2018

Revision March 10, 2019

Latest revision May 30, 2020

Policy 4.7. Budgeting for Board Prerogatives

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 Chair 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 in the Spring.

Approved September 8, 2018

Latest Revision

Policy 4.8. Selection of Directors

The Soard shall select one third of the Board annually, with seating to be the 1st of July, each season. In addition, each annual selection will include selection of any seat vacated during the previous year. Such vacated seats will serve for the remainder of the term vacated.

1. The selection of Directors shall be held annually under written procedures adopted by the Board of Directors and completed in such fashion that the results may be tabulated and published not later than the 1st of May each year.
2. At least sixty (60) days prior to the selection of Directors, the CEO shall notify the members (if needed). The form of the notice shall be reasonably calculated to give actual notice to the membership of impending openings for board position submissions.
3. To be a valid declaration of candidacy, the candidate's nomination must be provided to the PSIA-NW by the specified date on notice of application for the selection.
4. In any selection of Directors, if the number of qualified candidates for Board of Directors is equal to the number of seats open, not including the seats open by virtue of an uncompleted term, at the time of the closing of submissions, the unopposed candidates shall automatically be declared a director.
 - A. The three highest vote getters will fill the three full term seats.
 - B. Any remaining seats will be filled by the next highest vote total.
 - C. Ties will be broken by a flip of the coin.
5. In the event a sitting selected Board member is not able to complete their term, the Chair may appoint an individual to serve until the next selection. At that selection, the seat will be open for selection for the remainder of the term the original member's selected term.
6. The selection procedures adopted in writing by the Board of Directors shall be specifically provided to every member expressing an interest or requesting a copy.

Approved May 12, 2020

Latest Revision July 13, 2021

Policy 4.9. Board Officer Elections

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 Chair, 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 Chair, Vice Chair, 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.
9. Board officer terms will be three years, starting July 1st, 2022. The maximum term for each officer position is two (2) terms, equaling six (6) years.
10. In the event there is an out of cycle officer vacancy, the Chair will appoint an interim officer to complete the term.

Approved September 8, 2018

Latest Revision March 8, 2022

Addendum

2021 Terms of Reference for Committees (ToR)
(annually reviewed)

Addendum A: Awards & Recognition Committee ToR

Members

Mary Germeau, Awards & Recognition Chair	Derek Brewer	Ed Kane
John Eisenhower, Awards Selection Committee Chair	Rob Croston	John Weston

Purpose

To coordinate, promote, and support PSIA-NW awards and recognition programs. The Committee will manage the nomination and selection process for select awards and recognition programs as determined by the PSIA-NW Board and CEO.

Committee Objectives

Giving due recognition to members and others who have contributed to PSIA-NW is a vital part of our association's success. In carrying out its purpose the Awards and Recognition Committee will:

1. Establish selection criteria for awards and recognition programs managed by the committee.
2. Establish nomination processes for the awards and recognition programs managed by the committee.
3. Provide support for the nomination of members and others for awards and recognition programs.

Awards

For persons providing exceptional service meriting extraordinary acclaim, PSIA-NW established the following six prestigious awards:

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.

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 school or the local community or have performed an exceptional act worthy of special recognition.

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.

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.

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.

Lifetime Membership

This award recognizes someone who has been a 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 1st of each year. Final submission will be presented to the PSIA-AASI board for final approval at its Winter Board Meeting. **Committee needs to clarify if this is NW Lifetime Membership Award or if this is the PSIA-AASI Lifetime Achievement Award**

Resources and Authority to Act

- a. The Committee shall, with the assistance of staff, publish procedures to nominate potential recipients of awards.
- b. The Awards and Recognition Committee will review all nominations and decide on who should receive a particular award.
- c. Nominating person shall be notified via email no later than the 31st of March.
- d. Recognition of award recipients shall include publication in the Organization's magazine and/or on its website

The Committee shall have no more than _____ hours of staff time.

Committee Reports

The Committee will present a summary of actions taken they took to accomplish each of the Committee Objectives to the Board. The Committee will present this report, at least annually, at a time and manner the Committee deems appropriate. The Committee will work with the Board Chair on the timing of this report.

Addendum B: CEO Compensation Committee ToR

Members

Molly Fitch, Chair	Diana Suzuki, Treasurer	Ed Kane
--------------------	-------------------------	---------

Purpose

The CEO Compensation Committee (the Committee) is a committee composed of members of PSIA-NW's Board of Directors established to ensure the Board determines the adequacy and reasonableness of the total compensation paid to the Chief Executive Officer (CEO). Total compensation includes, but is not limited to salary, membership fees, incentives, bonuses, retention payments, severance payments, and all forms of deferred compensation, and all benefits, whether or not included, as income for tax purposes (e.g., medical, dental, life insurance, disability benefits).

Committee Objectives

No later than May 1st of each year, the compensation committee will provide a recommendation to the Board for CEO 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, and independent of the CEO. CEO compensation and benefits, will be effective July 1st.

Resources and Authority to Act

The Committee has the authority and responsibility to do the following:

- a. Assure the reasonableness of the CEO's total compensation in relation to the marketplace.
- b. Develop and recommend for Board approval any changes in the CEO's total compensation.

The Committee will have the resources and authority it deems appropriate to discharge its responsibilities. No later than September of each year, the Committee will request the resources it needs for purchasing reports, retaining appropriate professionals (e.g., legal counsel, certified public accountants, experienced independent compensation valuation experts).

The Committee shall have no more than _____ hours of staff time.

Committee Reports

The Committee will present its recommendations to the Board no later than May 1st of each year. The Committee will present this report, at least annually, at a time and manner the Committee deems appropriate. The Committee will work with the Board Chair on the timing of this report.