

PSIA-Northwest Board of Directors Governing Policies and Procedures

1.0 ENDS GLOBAL

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 to the premier standard of snow sports instruction.

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

Executive Limitations Policies

2.0 GLOBAL CONSTRAINT

The Chief Executive Officer (CEO) shall not cause or allow any organization practice, activity, decision, or circumstance that is unlawful, imprudent, or in violation of commonly accepted business and professional ethics and practices.

2.1 Emergency Executive Succession

In order to protect the board from sudden loss of CEO services, the CEO shall not permit the board to have fewer than two other executive leaders or contractors identified and prepared to take over interim operations of the organization.

2.2 Protection of Assets

The CEO shall not cause or allow the organization's assets to be unprotected, inadequately maintained, or create unnecessary risk.

2.3 Financial Condition, Planning, and Budgeting

The CEO shall not cause or allow planning for any fiscal year to **deviate from the board's Ends priorities**, risk financial jeopardy, or be insufficient to ensure a sustainable multi year plan. Accordingly, the CEO will not, without board approval:

- 2.3.1 Expend more funds than have been received in the fiscal year.
- 2.3.2 Incur short-term debts in an amount greater than can be repaid within 60 days.
- 2.3.3 Use any long-term reserves. (*Note: long-term reserves are not operational reserves*).
- 2.3.4 Allow contract agreements and payroll debts to remain unpaid beyond what was promised in the agreement or policy.
- 2.3.5 Allow tax payments or other government ordered payments or filings to be overdue or inaccurately filed.
- 2.3.6 Acquire, encumber, commit to a new lease, or dispose of real property.

2.4 Communication and Support to the Board

The CEO shall not cause or allow the board to be uninformed or unsupported in its work. Accordingly, the CEO will not:

- 2.4.1 Neglect to submit Ends and Executive Limitation policy monitoring reports to the board according to the schedule set in Board-CEO Delegation.

- 2.4.2** Present reports, or other information, to the board that are unnecessarily complex, irrelevant or lengthy.
- 2.4.3** Fail to inform the board in a timely manner of any information affecting the image or credibility of the organization (e.g., anticipated media coverage, threatened or pending lawsuits, major changes to the operation, major changes anticipated in the external environment).
- 2.4.4** Allow the board to be without a workable communications system and online access to its governing documents (e.g., bylaws, policies, minutes).

2.5 Treatment of Staff, Volunteers, and Contractors

With respect to the treatment of paid and volunteer staff and contractors, the CEO shall not cause or allow conditions that are unfair, exclusionary or not in compliance with federal, state and local laws.

2.6 Treatment of Members

With respect to interactions with members, or prospective members, the CEO shall not cause or allow conditions, procedures, or decisions that are inaccessible, unfair, disorganized, unnecessarily intrusive, or exclusionary.

Board-CEO Delegation Policies

3.0 BOARD-MANAGEMENT DELEGATION GLOBAL

The board delegates operational organization authority to the Chief Executive Officer (CEO) and directs the CEO through its collectively written Ends and Executive Limitations policies.

3.1 Monitoring and CEO Performance

Regular and routine monitoring of the CEO will be solely against the prescribed Ends to be achieved and the proscribed Executive Limitations to be avoided.

3.2 Monitoring Method and Frequency

The board will usually receive internal reports generated by the CEO or the CEO’s team (this is “Internal” monitoring), except in the case of policy 2.4 Communication and Support to the Board. For this policy, the board is in the best position to determine if the CEO is compliant or not (this is monitored by “Direct Inspection”).

The board could also invite an external third party or independent report (such as a CPA compilation, review, or audit) to determine compliance. Any expense for independent reports needs to be considered prior to the CEO’s annual planning and budgeting and reflected annually in 4.1.2 Cost of Good Governance and must be carefully and thoughtfully exercised. All policies that direct the CEO will be monitored, ordinarily, on the following routine schedule:

Policy	Method	Frequency
Ends	Internal	Annually
Global Executive Constraint	Internal	Annually
Emergency Succession	Internal	Every year during board transition, as part of onboarding (e.g., July)
Protection of Assets	Internal	Every year during board transition
Financial Planning, Budgeting & Management	Internal	Quarterly (some budgeting provisions annually)

Communication and Support to the Board	Direct	Every year during board transition
Treatment of Staff, Volunteers, and Contractors	Internal	Annually
Treatment of Members	Internal	Annually

Governance Process Policies

4.0 GOVERNANCE PROCESS GLOBAL

On behalf of its community, the Board of Directors (the Board) shall ensure that PSIA-NW achieves appropriate results for appropriate persons for an appropriate cost, as specified in its Ends policies, and avoids unacceptable actions and situations, as prohibited in its Executive Limitations policies.

4.1 Governing Commitments

The Board will govern lawfully and with collective responsibility. The board will have a long-term perspective, rather than focusing solely on short-term interests; the board will take a holistic approach to governance, recognizing the interconnectedness of the organization with the greater community; the board will honor divergent opinions and listen attentively to divergent opinions.

4.2 Board's Job Products

The job of the Board is to a) be accountable to the greater community by listening to their expectations of the organization and build trust by reporting on the organization's results, b) craft policies to guide organizational decisions, and c) monitor that the organization has fulfilled the expectations laid out in policy.

4.3 Group Responsibilities

The Board develops policies that guide organizational decisions and sets the expectation for an open, honest, and ethical organizational culture. Although individual board members may have expertise and knowledge important to the work of the board, the board will develop a sense of group responsibility (rather than defaulting to the chairperson) to ensure decisions are made through good group process.

4.4 Code of Conduct

The Board commits itself to ethical, professional, and lawful conduct, including adequate individual study and preparation prior to meetings, proper use of authority, and appropriate decorum when acting as board members.

4.5 Conflict of Interest

Board directors (Directors) must avoid conflicts of interest with respect to their fiduciary responsibilities of care, loyalty, and obedience. There will be no self-dealing or business by a director. Directors will not be employees or contractors

(e.g. education staff, examiners) with the organization. Directors will not have involvement with other like organizations or with vendors or any organizations that might be reasonably seen as representing a conflict of interest. Annually the Board of Directors is required to disclose any conflicts of interest. When the Board of Directors is to decide on an issue about which an individual director has an unavoidable conflict of interest, that director shall recuse themselves from discussions and voting.

4.6 Cost of Good Governance

Governing well requires resources. The Board of Directors will plan thoughtfully and prudently for annual board training, onboarding, and any outside assistance.

4.7 Fulfillment of Commitments

The Board will always be mindful that its role is to develop policies that guide operational decision-making and assess compliance. This role is separate and distinct from the role of the CEO who plans and completes the strategic planning and day-to-day work.

4.8 Agenda Planning (Board Calendar)

To accomplish its stated objectives, the Board will follow an annual calendar and periodic governing agenda as necessary that schedules continuing review, monitoring and refinement of policies, demonstrate its accountability to community members, monitoring of policies, and activities to improve board performance through education, enriched dialogue and deliberation.

4.9 Annual Board Evaluation

The Board will regularly and continually improve its capacity to govern effectively by using its Governance Process policies as its guide.

4.10 Selection of Directors

The Board shall select directors in accordance with the Bylaws, and shall maintain between 7 and 9 members on the Board.

4.11 Officer roles

- 4.11.1 Chair.** The chair is the Chief Governance Officer (CGO), and the leader of the board and of the organization. The chair partners with the organization's leadership to promote the organization and represent it to outside third parties. The chair prepares agendas and conducts board meetings and ensures that the board's directives stated in policy are implemented and monitored.

4.11.2 Vice Chair. The Vice Chair assumes the duties of the Chair in the absence of the Chair or if the Chair is unable to perform the duties.

4.11.3 Secretary/Treasurer. Per RCW 24.03A.585, these roles can be combined. The secretary provides guidance on proper meeting procedures as adopted by the board. The secretary takes minutes at board meetings, or designates a person for the task, and reviews and distributes the approved minutes.

The secretary prepares and maintains board records, such as minutes, monitoring reports, and committee reports, and ensures the accuracy and security of the records. The secretary is prepared to assume the leadership role when the Chair or Vice Chair is unavailable.

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

4.12 Use of Board Committees

Board committees, when used, support the work of the Board and reinforce the wholeness of the Board's job and are never to interfere with delegation of authority from the board to the CEO.

The Chair may appoint Board members or others as appropriate to serve on Board Committees.