

1 **Policy Title:** Board Policy Manual

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3 Brief Description:	Explanation of all the current policies adopted by the board
4 Effective:	12/4/19
5 Approved by:	Board of Directors
6 Responsible Employee:	Board Chair
7 Supersedes:	N/A
8 Last Reviewed/Updated:	N/A
9 Applies to:	Visit Beloit, Inc. and Beloit Convention & Visitors Bureau, Inc. (a
10	501(C)(6) and 501(C)(3) organization, respectively)

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12 **Reason for Policy:** To comply with the Destination Marketing Accreditation Program standards

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14 **I. INTRODUCTION**

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16 **A. Rationale**

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1. Efficiency of having all on-going board policies in one place
 2. Ability to quickly orient new board members and key staff to current policies
 3. Elimination of redundant, or conflicting, policies over time
 4. Ease of reviewing current policy when considering new issues
 5. Clear, pro-active policies to guide the CEO and staff
 6. Models an approach to governance that other organizations might use

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24 **B. Consistency**

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1. Each policy in this document is expected to be consistent with the law, the Articles of Incorporation, and Bylaws, all of which have precedence over these board policies. Except for time-limited or procedural-only board decisions (approve minutes, elect an officer, etc.), which are recorded in regular board minutes, all standing policies are expected to be included or referenced in this document. The CEO is responsible for developing organizational and administrative policies and procedures that are not inconsistent with this BPM.

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33 **C. Transition**

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1. Whether adopted in whole or in part, as soon as some version of the BPM is voted on as the “one voice” of the board, those policies are deemed to supersede any past policy that might be found in old minutes or any compilation of board policies over the years, unless a prior board resolution or contract obligates the organization to a specific matter. Paragraphs not yet approved by the board will be identified by a page number and reviewed for approval later. If any actual or apparent conflict arises between the BPM and other policies or board resolutions, the matter is expected to be resolved by the Chair or the entire board as may be appropriate.

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43 **D. Changes**

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1. These policies are meant to be reviewed constantly and are frequently revised and refined to reflect new wisdom. The CEO helps the board formulate new language in the BPM by distributing proposed changes in advance. We will use software that shows all changes for readers to review easily, or when

47 language is recommended for deletion, it is shown in ~~strike-through~~ format
 48 and proposed new language is underlined. Each previously approved
 49 numbered paragraph with a proposed change will be shown with the change
 50 highlighted to help readers quickly locate proposed changes. Any final change
 51 to this BPM must be approved by the full board. Any board member, as well
 52 as the CEO, may submit proposed changes. Proposed changes often will be
 53 referred to and reviewed by the executive committee before being considered
 54 by the board for action. Whenever changes are adopted, a new document
 55 should be dated (at the top and in the footers) and quickly made available to
 56 board members and staff. The previous version should be retained for future
 57 reference, if needed.

58 **E. Specificity**

- 59 1. Each new policy will be drafted to fit in the appropriate Part and Section
 60 within the BPM. Conceptually, policies should be drafted from the "outside
 61 in," i.e., the broadest policy statement should be stated first, then the next
 62 broadest, etc. down to the level of detail that the board finds appropriate for
 63 board action and below which management is afforded discretion as to how it
 64 implements the policies in this BPM.

65 **F. Oversight Responsibility**

- 66 1. Below are the parts, the committees primarily responsible for drafting and
 67 reviewing those parts, and the individuals given authority to interpret and
 68 make decisions within the scope of those policies:

Part/Chapters	Oversight Committee	Implementation Authority
1. Introduction	Executive Committee	CEO
2. Organization Essentials	Full board	CEO
3. Board Structure & Processes	Executive Committee	Board Chair
4. Board-Staff Relationship	Executive Committee	Board Chair/CEO
5. Finance	Executive Committee	CEO
6. Programs	Full board	CEO
7. Advancement	Full board	CEO
8. Audit and Compliance	Executive Committee	CEO
9. Miscellaneous	Full board	CEO

69 **G. Maintenance of Policies**

- 70 1. The Secretary should ensure that staff record and publish all standing policies
 71 correctly. The CEO or the CEO's designee should maintain the policies file
 72 and provide updated copies to the board whenever the policies change, or
 73 upon request. The board should ask legal counsel to review this BPM
 74 periodically to ensure compliance with the law. Discrete documents referred
 75 to in the BPM and listed at the end for easy tracking will be provided to board
 76 members in digital format for their own hard drives or kept in an online board
 77 website or other agreed upon web tool.

78 **H. Context to Different Policies**

- 79 1. This BPM fits into a hierarchy of policies within which authority flows down
 80 and accountability flows up. The Board is accountable for levels 1-5. The
 81 CEO is accountable for levels 6 and 7. No level may be inconsistent with the
 82 levels above it.

1. Laws and Applicable Regulations
2. Parent Organization, Accreditation Requirements, etc. (if any)
3. Articles of Incorporation
4. Bylaws
5. Board Policies Manual
6. CEO-approved Organizational Policies
7. Policies Set by Directors Under the CEO

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85 **II. ORGANIZATION ESSENTIALS**

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87 A. Our **vision** is, “Continuing to transform the Greater Beloit area as an extraordinary
88 place to live and as a preferred travel destination in the Midwest.”89 B. Our **mission** is, “We are Greater Beloit’s tourism champion using our expertise to
90 generate positive economic impact and to create a vibrant community for residents
91 and visitors.”92 C. The **values** that guide all we do are:

93 1. Integrity - We act ethically and openly in our operations.

94 2. Collaboration - We are effectively engaging with stakeholders, partners, and
95 municipalities.

96 3. Innovation – We stay ahead of all trends in destination management.

97 D. The **moral owners** to whom the board feels accountable are the represented
98 municipalities and tourism-related businesses of the Greater Beloit area.99 E. The primary **beneficiaries** of our services are the **visitors to the area, residents,**
100 **represented municipalities, and the tourism-related businesses that are in our**
101 **service area.**102 F. **Strategic Plans.** The board is always expected to think strategically. The CEO is
103 expected to work in conjunction with the board to create a strategic plan, update it as
104 necessary, link major activities in the plan to the relevant sections of this BPM, and
105 provide copies of the plan to the board for information on a tri-annual basis.

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107 **III. BOARD STRUCTURE AND PROCESSES**

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109 A. **Governing Style.** The board will approach its task with a style that emphasizes
110 outward vision rather than an internal preoccupation, encouragement of diversity in
111 viewpoints, strategic leadership more than administrative detail, clear distinction of
112 board and staff roles, and pro-activity rather than re-activity. In this spirit, the board
113 will:114 1. Enforce upon itself and its members whatever discipline is needed to govern
115 with excellence. Discipline may apply to matters such as attendance, respect
116 of clarified roles, maintaining confidentiality, leaving questions about
117 organizational activities and issues to the CEO, speaking to management and
118 the public with one voice, and self-policing of any tendency to stray from the
119 governance structure and process adopted in these board policies.120 2. Be accountable to its stakeholders and the general public for competent,
121 conscientious and effective accomplishment of its obligations as a body. It

- 122 will allow no officer, individual, or committee of the board to usurp this role
123 or hinder this commitment.
- 124 3. Monitor and regularly discuss the board's own process and performance,
125 seeking to ensure the continuity of its governance functions by selection of
126 capable directors, orientation and training, and evaluation.
- 127 4. Be an initiator of policy, not merely a reactor to staff initiatives. The board,
128 not the staff, will be responsible for board performance.
- 129 **B. Board Job Description.** The job of the board is to lead the organization toward
130 desired performance and help ensure that it occurs. The board's specific contributions
131 are unique to its trusteeship role and necessary for proper governance and
132 management. To perform its job, the board will endeavor to:
- 133 1. Determine the mission, values, strategies, and major goals/outcomes and hold
134 the CEO accountable for developing a strategic plan based on these policies.
- 135 2. Determine the parameters within which the CEO is expected to achieve the
136 goals/outcomes.
- 137 3. Monitor the performance of the organization relative to the achievement of the
138 goals/outcomes within the executive parameters.
- 139 4. Maintain and constantly improve all on-going policies of the board in this
140 BPM.
- 141 5. Select, fairly compensate, nurture, evaluate annually and, if necessary,
142 terminate an CEO, who functions as the board's sole agent.
- 143 6. Ensure financial solvency and integrity through policies and behavior
144 (including help as volunteers in fundraising, as needed).
- 145 7. Require periodic financial, legal, and other external audits to ensure
146 compliance with the law and good practices.
- 147 8. Evaluate and constantly improve our board's performance as the governing
148 board and set expectations for board members' involvement as volunteers.
- 149 **C. Board Member Criteria.** In nominating members for the board, the board
150 Nominating Committee will be guided by the board-approved interest form.
- 151 **D. Orientation.** Prior to election, each nominee will be given this BPM along with
152 adequate briefings on the role of the board, officers, and staff, and an overview of
153 programs, plans, and finances. Soon after election, each new board member will be
154 given additional comprehensive orientation material and training.
- 155 **E. Chair's Role.** The job of the Chair is, primarily, to maintain the integrity of the
156 board's process. The Chair "manages the board." The Chair is the only board member
157 authorized to speak for the board, other than in rare and specifically board-authorized
158 instances. The Chair ensures that the board behaves consistent with its own rules and
159 those legitimately imposed upon it from outside the organization. Meeting discussion
160 content will be those issues that, according to board policy, clearly belong to the
161 board to decide, not staff. The authority of the Chair consists only in making
162 decisions on behalf of the board that fall within and are consistent with any
163 reasonable interpretation of board policies in Parts III and IV of this BPM. The Chair
164 has no authority to impose policies beyond policies created by the board. Therefore,
165 the Chair has no authority to supervise or direct the CEO's work, but is expected to
166 maintain close communication, offer advice, and provide encouragement to the CEO
167 and staff on behalf of the board.

- 168 F. **Board Meetings.** Ideally, board meetings often will include time for guest presenters,
169 interaction with staff and beneficiaries, board training, committee meetings, social
170 activities, and plenary business sessions. Policies that are intended to improve the
171 process for planning and running meetings follow:
- 172 1. The schedule for board meetings should, ideally, be set two years in advance.
 - 173 2. The CEO will work with the Chair and committee chairs in developing
174 agendas which, along with background materials for the board and
175 committees, monitoring reports, the CEO's recommendations for changes in
176 the BPM, previous minutes, etc. should be sent to all board members
177 approximately one week in advance of board meetings or placed on the
178 board's website.
 - 179 3. Minutes and the updated BPM are expected to be sent to board members
180 within two weeks of board meetings (or placed on the board's website).
 - 181 4. Regular board meetings normally will be held six times a year in the months
182 of January, March, May, July, September, and November preceded by a
183 reminder notice approximately one week in advance of the meeting date. The
184 September and November meetings normally will include a review of the
185 planning and budgeting for the upcoming year. The January meeting normally
186 will include a review of the performance of the CEO and the organization for
187 the past year. Special meetings of the board can be called according to the
188 Bylaws.
- 189 G. **Standing Committees.** Committees help the board be effective and efficient. They
190 speak "to the board" and not "for the board." Unless authorized by the whole board, a
191 committee may not exercise authority that is reserved to the whole board by the
192 Bylaws or by the laws of the State of Wisconsin governing not-for-profit
193 organizations. Committees are not created to advise or exercise authority over staff.
194 Once committees are created by the board, the board Chair will recommend
195 committee chairs and members for one-year terms, subject to board approval. The
196 board Chair and the CEO are *ex-officio* members of all committees. The CEO, or a
197 designee, will assist the work of each committee.
- 198 H. **Nominating Committee.** The Nominating Committee shall be responsible for
199 studying the current composition of the Board of Directors and identifying and
200 recruiting new Directors that would augment the existing skills and experience level
201 of the Board. The Nominating Committee will not include Directors serving on the
202 Executive Committee, as they have other responsibilities and authority.
- 203 I. **Executive Committee (Finance/Audit Committee).**
- 204 1. This committee recommends policies to the board pertaining to governance
205 issues and processes including the orientation and training of new board
206 members, the evaluation and improvement of the contribution of individual
207 board members and officers, and the recommendation of Bylaw changes.
 - 208 2. This committee develops and recommends to the board those financial
209 policies, plans, and courses of action that provide for mission accomplishment
210 and organizational financial well-being. Consistent with this responsibility, it
211 reviews the annual budget and submits it to the board for its approval. In
212 addition, the committee makes policy recommendations with regard to the
213 level and terms of indebtedness, cash management, investment policy, risk

- 214 management, financial monitoring and reports, employee benefit plans,
215 signatory authority for expenditures and other policies for inclusion in this
216 BPM that the committee determines are advisable for effective financial
217 management.
- 218 3. This committee oversees the organization's internal accounting controls;
219 recommends external auditors for board approval; reviews the external
220 auditors' annual audit plan; and reviews the annual report, management letter,
221 and the results of the external audit. The committee, or its delegate, should
222 have an annual private conversation with the auditor and, as appropriate, legal
223 counsel, all of whom may be contacted by the committee chair directly. In
224 addition, the committee provides oversight of regulatory compliance, policies
225 and practices regarding corporate responsibility, and ethics and business
226 conduct-related activities, including compliance with Federal, state, and local
227 laws governing tax-exempt entities. The committee oversees written conflict
228 of interest policies and procedures of directors and officers and staff.
- 229 4. This committee includes the Chair and other officers. Except for the actions
230 noted below, it has authority to act for the board on all matters so long as the
231 Executive Committee determines that it would be imprudent to wait for the
232 next board meeting to take such action. With respect to any action taken on
233 behalf of the board, (1) the Executive Committee is required to report the
234 action to the board within 10 days and (2) the board may ratify the action at
235 the next board meeting.
- 236 J. The Executive Committee is **not** authorized to make decisions with respect to the
237 following matters:
- 238 1. Dissolve the corporation
 - 239 2. Hire or fire the chief executive
 - 240 3. Enter into major contracts or sue another entity
 - 241 4. Make significant changes to a board-approved budget
 - 242 5. Adopt or eliminate major programs
 - 243 6. Buy or sell property
 - 244 7. Amend the Bylaws
 - 245 8. Change any policies the board determines must be changed only by the board
- 246 K. **Board Members' Code of Conduct.** The board expects of itself and its members
247 ethical and businesslike conduct. Board members must represent unconflicted loyalty
248 to the interests of the entire organization, superseding any conflicting loyalty such as
249 that to family members, a business, advocacy or interest groups and membership on
250 other boards or staffs. Board members must avoid any conflict of interest with respect
251 to their fiduciary responsibility. There must be no self-dealing or any conduct of
252 private business or personal services between any board member and the organization
253 except as procedurally controlled to assure openness, competitive opportunity, and
254 equal access to "inside" information. Board members will make no judgments of the
255 CEO or staff performance except as the performance of the CEO is assessed against
256 explicit board policies and agreed upon personal and professional performance
257 objectives. Each board member is expected to complete and sign an Annual
258 Affirmation and Conflict of Interest Statement, which covers, among other things,

259 board conflicts of interest, in accordance with the laws of the State of Wisconsin
260 governing not-for-profit organizations, and other expectations of board members.
261 L. **Board Finances.** Expenses incurred to fulfill board activities normally can be an
262 individual tax deduction; however, any board member may not submit for
263 reimbursement any expenses incurred to attend board or committee meetings.
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265 IV. **BOARD – CEO/STAFF RELATIONSHIP**

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267 A. **Delegation to the Chief Executive (CEO).** While the board’s job is generally
268 confined to establishing high-level policies, implementation and subsidiary policy
269 development is delegated to the CEO.

- 270 1. All board authority delegated to staff is delegated through the CEO, so that all
271 authority and accountability of staff -- as far as the board is concerned -- is the
272 authority and accountability of the CEO.
- 273 2. Organizational Essentials policies (Part II) direct the CEO to achieve certain
274 results. Executive Parameters policies (Part V) define the acceptable
275 boundaries of prudence and ethics within which the CEO is expected to
276 operate. The CEO is authorized to establish all further policies, make all
277 decisions, take all actions, and develop all activities if they are consistent with
278 laws and regulations and any reasonable interpretation of the board’s policies
279 in this BPM.
- 280 3. The board may change its policies during any meeting, thereby shifting the
281 boundary between board and CEO domains. Consequently, the board may
282 change the latitude of choice given to the CEO, but so long as any delegation
283 is in place, the board and its members will respect and support CEO choices.
284 This does not prevent the board from obtaining information in the delegated
285 areas.
- 286 4. Except when a person or committee has been authorized by the board to incur
287 some amount of staff time and expense for study of an issue, no board
288 member, officer, or committee has authority over the CEO or the CEO’s
289 employees. Only officers or committee chairs may request information, but if
290 such request -- in the CEO’s judgment -- requires a material amount of staff
291 time or funds or is disruptive, it may be refused until the Chair determines that
292 the work is critical for board work and should be completed.

293 B. **CEO Job Description.** As the board's single official link to the operating
294 organization, CEO performance will be synonymous with organizational
295 performance. Consequently, the CEO's job contributions can be stated as performance
296 in two areas: (a) organizational accomplishment of the major organizational goals in
297 Section II.F., and (b) organization operations within the boundaries of the law,
298 prudence and ethics established in board policies on Executive Parameters in Part V.

299 C. **Communications and Counsel to the Board.** With respect to providing information
300 and counsel to the board, the CEO is expected to keep the board informed about
301 matters essential to carrying out its policy duties. Accordingly, the CEO is expected
302 to:

- 303 1. Inform the board of relevant trends, anticipated adverse media coverage,
304 material external and internal changes, particularly changes in the assumptions

- 305 upon which any board policy has previously been established, always
306 presenting information in as clear and concise formats as possible.
307 2. Relate to the board except when fulfilling reasonable individual requests for
308 information or responding to officers or committees duly charged by the
309 board.
310 3. Report immediately any actual or anticipated material noncompliance with a
311 policy of the board, along with suggested modifications to this BPM for the
312 future.

313 **D. Monitoring Executive Performance.** The purpose of monitoring is to determine the
314 degree to which the mission is being accomplished and board policies are being
315 fulfilled. Information that does not do this is not considered monitoring. Monitoring
316 will be as automatic as possible, using a minimum of board time so that meetings can
317 be used to affect the future rather than to review the past. A given policy may be
318 monitored in one or more of three ways:

- 319 1. Direct board inspection: Discovery of compliance information by a board
320 member, a committee or the board. This includes board inspection of
321 documents, activities, or circumstances that allows a "prudent person" test of
322 policy compliance.
323 2. External report: Discovery of compliance information by a disinterested,
324 external person or firm who is selected by and reports directly to the board.
325 Such reports must assess executive performance only against legal
326 requirements or policies of the board, with suggestions from the external party
327 as to how the organization can improve itself, including changes to this BPM.
328 3. CEO Reports: The CEO is expected to help the board determine what tracking
329 data are possible to measure progress/outcomes in achieving the mission and
330 goals and conforming with board policies. Currently, the board requests these
331 regular monitoring reports, in addition to any specific reports requested in
332 other sections of the BPM
333 a. Bi-Monthly: Informal CEO reports on achievements, problems, board
334 notices, etc., Expense and revenue against budget report with
335 comparison to previous year; Balance sheet.
336 b. Quarterly: One or two-page "dashboard" report showing agreed upon
337 key indicators that track designated financial and program outcomes
338 over a three-year period in graphic form; Other summary reports as the
339 board may define in this BPM.
340 c. Semi-Annually: Cash flow projections.
341 d. Annual: Within 90 days of the end of the fiscal year, with respect to
342 that year: End of year expense and revenue against budget; Balance
343 sheet; Staff organization chart (or whenever major changes are made);
344 Other reports that the board may define in this BPM.

345 **E. Annual CEO Performance Review.** A performance evaluation task force,
346 comprising the Executive Committee, is expected to oversee a formal evaluation of
347 the CEO annually, focused on achievement of organizational goals and any other
348 specific goals the board and CEO have agreed upon in advance, as well as the CEO's
349 own written self-evaluation and invited comments from all board members after they
350 have seen the self-evaluation. The Chair will normally serve as Chair of the review.

351 After meeting with the CEO, the task force will report on its review to the board,
352 including recommendations on the CEO's compensation, which the Executive
353 Committee or the board will then act upon. During this process, the CEO and the
354 board will agree on any specific, personal performance goals for the year ahead.
355 These goals should be documented in a letter to the CEO from the board Chair and
356 will become the primary basis for assessing the CEO's performance at the end of the
357 next year. The Executive Committee may periodically consider inviting other input in
358 a carefully planned "360" review, including feedback from staff, peers in our sector,
359 and individuals outside the organization who have interacted with the CEO.

360 F. **Staff Compensation.** The CEO is expected to hire, train, motivate, compensate, and
361 terminate staff in a professional and caring fashion. Salaries will be set within
362 between -25% and 25% of the mean for salaries of organizations of similar size,
363 budget, and location according to well-respected and relevant survey data. A full
364 benefit package must be offered to all full-time employees. The CEO is expected to
365 (A) develop and maintain an employee handbook that is reviewed periodically by
366 competent legal counsel and (B) provide copies to the board for information at either
367 the November or January board meetings.

368 G. **Staff Treatment.** With respect to treatment of paid and volunteer staff, the CEO
369 should build a climate of trust and determine policies based on competent legal
370 counsel.

371 H. **CEO Transitions.** At any time, the Chair may appoint a succession/transition task
372 force to explore options and propose strategies and board policies related to
373 succession and transition of the CEO and to facilitate any special needs of the
374 outgoing and incoming CEOs and their families. The incumbent CEO should give the
375 board, if possible, a three-month notice of intent to leave that office. Any need for an
376 acting or interim CEO will be considered and determined by the board. Currently, the
377 board designates the board Chair to serve in an Acting CEO role whenever there is an
378 immediate need. The board Chair is authorized, as soon as a vacancy or scheduled
379 departure of the CEO is known, to appoint a search committee and committee chair.
380 The search committee may include up to six people not on the board. The committee
381 is expected, within 30 days, to recommend for board approval a position
382 announcement, a recommendation on any search consultant, the appointment of a
383 search secretary, and a budget for the search. The search committee should present
384 one or two qualified candidates to the full board for selection. A special task force
385 appointed by the Chair will, at the time of selection, negotiate the new CEO's
386 compensation and service agreement and give both the incumbent and successor CEO
387 any special performance priorities from the board. After he/she leaves the
388 organization, the outgoing CEO may be given a paid role, but only with the approval
389 of the new CEO in consultation with the officers.

390 I. **Other CEO Expectations.** The CEO is expected to:

- 391 1. Develop a succession planning/professional development strategy for all key
392 staff, whether paid or volunteer.
- 393 2. Eventually create, and allow the board to review, all policies and documents
394 that the federal or state governments recommend and request in their
395 reporting/filings, such as the IRS Form 990.

- 396 3. Notify board members whenever any new governance-important document is
397 available for board review according to the agreed upon system referenced in
398 I.G.1.
399

400 V. EXECUTIVE PARAMETERS

401 A. Finance Parameters

- 402 1. **Finance General.** The CEO must ensure that the financial integrity of the
403 organization is always maintained; that proper care is exercised in the
404 receiving, processing, and disbursing of funds; and that financial and non-
405 financial assets are appropriately protected.
406
- 407 2. **Financial Controls.** The CEO must exercise care in the accounting for and
408 protecting the financial assets of the organization. To the end, the CEO is
409 expected to incorporate generally accepted principles of accounting and
410 internal controls in the financial systems that are employed in the
411 organization. In addition, the CEO may not:
- 412 a. Receive, process, or disburse funds under controls insufficient to meet
413 the board-appointed auditor's standards.
 - 414 b. Approve an unbudgeted expenditure or commitment of greater than
415 \$25,000 without approval of the full board.
 - 416 c. Approve an unbudgeted expenditure or commitment of \$10,000
417 without approval of the Executive Committee.
- 418 3. **Asset Protection.** The CEO may not allow assets to be unprotected,
419 inadequately maintained, or unnecessarily risked. Accordingly, the CEO may
420 not:
- 421 a. Fail to insure against theft and casualty losses to at least 80 percent
422 replacement value and against liability losses to board members, staff,
423 or the organization itself beyond the minimally acceptable prudent
424 level.
 - 425 b. Subject office and equipment to improper wear and tear or insufficient
426 maintenance.
 - 427 c. Unnecessarily expose the organization, its board, or staff to claims of
428 liability.
 - 429 d. Make any major purchase of more than \$100,000 without sealed bids
430 or other demonstrably prudent acquisition of quality goods, or any
431 purchase wherein normally prudent protection has not been given
432 against conflict of interest.
 - 433 e. Acquire, encumber, or dispose of real property without board
434 approval.
- 435 4. **Investment Principles.** The CEO may not invest or hold operating capital in
436 insecure instruments, including uninsured checking accounts and bonds of less
437 than AA rating, or in non-interest bearing accounts except where necessary to
438 facilitate ease in operational transactions.
439

440 VI. PROGRAM PARAMETERS

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- 442 A. In general, the CEO is expected to establish, maintain, and eliminate programs and
443 services as will best achieve the mission and goals in the most effective and efficient
444 manner.
- 445 B. New programs with an expected budget exceeding \$50,000 must be approved by the
446 board. Those programs now approved include: City of Beloit Room Tax, Beloit
447 Travel Wisconsin Welcome Center, Legacy Program Sponsorship Fund.
- 448 C. Any program with an expected budget exceeding \$25,000 executed in partnership
449 with another organization should be board approved.
- 450

451 VII. **ADVANCEMENT PARAMETERS**

452

- 453 A. **Training.** The CEO should provide for appropriate board and staff periodic training
454 and budget for such expenses.
- 455 B. **Public Affairs.** The CEO is expected to exercise care in representing that we are a
456 charitable, mission-centered, listening organization and develop policies and
457 procedures for communicating with primary stakeholders and the public at large in a
458 way that reinforces that image.
- 459 C. **Communications Plan.** The CEO is expected to develop and maintain a
460 communications plan, shared with the board as appropriate, that describes how the
461 organization will communicate with its various stakeholders. The plan should identify
462 the stakeholder segments, how the organization will both speak and listen to each
463 segment.
- 464 D. **Communications Restrictions.** To preserve our image in the community, the CEO
465 and any designee are the only spokespersons authorized to speak for the organization
466 and the chair the only spokesperson for the board. None of the spokespersons may
467 represent the organization in any way inconsistent with the policies in Part II of this
468 BPM; make statements that may be perceived as supporting a political party or
469 platform; author an article, book, or publication that includes classified or sensitive
470 information about the organization; or engage in lobbying activities at any
471 governmental level without prior permission from the board.
- 472

473 VIII. **AUDIT AND COMPLIANCE**

474

- 475 A. **Annual External Audit.** An independent auditor will be hired and supervised by the
476 Executive Committee, after a careful selection and tri-annual evaluation. The CEO
477 will work with the auditor to gain a clean opinion of the annual financial statements
478 and respond in detail to items in the auditor's management letter concerning
479 opportunities to improve systems and procedures related to financial controls.
- 480 B. **Internal Compliance.** The CEO is expected to meet all requirements for complying
481 with federal, state, or local laws and regulations. The CEO should maintain a list of
482 compliance actions and reports that are required of a nonprofit organization or
483 recommended by the IRS as reflected in questions contained in the Form 990 report,
484 and periodically submit the list for inspection by the Executive Committee. The CEO
485 is encouraged to contract with competent legal counsel every three years to compare
486 our policies, procedures and contracts with pertinent laws and regulations, so we
487 remain in essential compliance. Reports of such reviews must be made available to

488 the Executive Committee who, in turn, will report to the board on the overall status of
489 the organization with respect to compliance matters.

490
491 **IX. MISCELLANEOUS**

492
493 A. [NOTE: available if needed for policies that do not fit naturally in other chapters.]

494
495 **X. RELATED POLICIES, PROCEDURES, FORMS, GUIDELINES, AND OTHER**
496 **RESOURCES**

497
498 **BPM Addendums** (*Board* documents referenced in this BPM) are:

#	BPM Ref.	Title	Status
3	II.F.	Strategic Plan	
4	III.C.	Board Member Interest Form	
6	III.K.	Code of Conduct	
6	III.K.	Affirmation and Conflict of Interest Statement	
11	VIII.A.	Audit	

499 **BPM Exhibits** (*CEO/Organization* documents referenced in this BPM) are:

#	BPM Ref.	Title	Status
7	IV.B.	CEO Job Description	
8	IV.D.3.	CEO Reports	
8	IV.E.	CEO Performance Review	
9	IV.F.	Employee Handbook	
11	VII.C.	Communications Plan	

500 Questions about this BPM should be referred to Celestino Ruffini, CEO.

501
502 **XI. HISTORY**

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504 A. Draft reviewed by Executive Committee on 11/20/19
505 B. Policy approved by Board of Directors on 12/4/19