

WCWCVB Inc.
Board Policy
Manual

December 2022 Draft

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Section 1: Introduction

Reason for Board Policy Manual

To provide structure and consistency of governance for the Board of Directors and the staff of the CVB organization.

1.1 Rationale

- A. Efficiency of having all ongoing board policies in one document.
- B. Ability to quickly orient new board members and key staff to current policies.
- C. Elimination of redundant, or conflicting, policies.
- D. Ease of reviewing current policies when considering revisions or new issues.
- E. Clear proactive policies to guide the Board, CEO, and staff.
- F. Use of the Policy Governance Model as the approach to governance.

1.2 Consistency

Each Policy in this document is expected to be consistent with the law, the Articles Of Incorporation, and the Bylaws, all of which have precedence over these Board policies. Except for time-limited or procedural-only board decisions (approved minutes) 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 board policies.

1.3 Transition

Whether adopted in whole or in part as soon as some version of the Board policies 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 other compilation of board policies over time, unless a prior board resolution or a contract which obligates the organization to a specific matter.

1.4 Changes

These policies are meant to be reviewed regularly and will be revised and refined to reflect new wisdom. The CEO helps the board formulate new language in the board policies by assisting the board through discussion and distributing proposed changes in advance of board consideration for adoption. Any final changes or additions to these policies must be approved by the full board. Any board member as well as the CEO may submit proposed changes for consideration. The Executive committee of the Board will review proposed changes prior to their being considered by the board for action. Upon adoption of changes, a revised document will be made available to board members and the CEO.

1.5 **Specificity**

Each new policy will be drafted to fit in the appropriate part and section within the board policy manual. Conceptually, policies should be drafted from the “outside in” the broadest Policy Statement should be stated first, then the next broadest, etc. down to a level of detail that the Board finds appropriate for board action and which management is afforded discretion as to how it implements the policies of the Board.

1.6 **Board Policy Document Structure**

Below are the sections of the Board Policy Document:

- A. Introduction
- B. Organizational Essentials
- C. Section III. Organization Outcome Statements
- D. Section IV. Executive Limitations
- E. Section V. Board Process Policies
- F. Section VI. Chief Executive Officer/Board Relationships

Indexes

- A. Conflict Of Interest Policy
- B. Articles Of Incorporation
- C. Bylaws
- D. Board Job Description
- E. CEO Job Description
- F. Structure Of Policies

Board policies are structured into a hierarchy of policies within which authority flows down and accountability flows up. No level may be inconsistent with levels above it.

Section 2: Organization Essentials

2.1 **Vision**

Add new Vision statement

2.2 **Mission**

Add new Mission statement

2.3 **Values**

2.3.1. Text

2.3.2. Text

2.3.3. Text

2.3.4. Text

2.4 **Key Stakeholders**

2.4.1. Text

2.4.2. Text

2.4.3. Text

2.4.4. Text

2.4.5. Text

2.5 **Primary Beneficiaries**

2.5.1. Text

2.5.2. Text

2.5.3. Text

2.5.4. Text

2.5.5. Text

2.6 **Strategic Plans**

The Board is always expected to think strategically. The CEO is expected to work in conjunction with the board to create a strategic plan, update it as necessary, link major activities in the plan to the relevant sections of the Board policies.

Section 3: Organizational Outcome Statement Policies

The CVB Board of Directors has approved the following overarching and, or outcome statements that guide the organization's actions. The outcome statements include:

Add new outcome statements

1. TBD

Text

2. TBD

Text

3. TBD

Text

4. TBD

5.

6.

7.

Text

Section 4: Executive Limitations

Core Policy Statement

The CEO shall not cause or allow any practice, activity, decision, or organizational circumstance that is unlawful, imprudent, in violation of general accepted business and professional ethics, or that is inconsistent with the CVB governing documents.

The core policy statement is further defined by the following sections. These sections are not mutually exclusive , since they do not limit , actions independently. Each is further limited by all other sections.

Unless restricted in the Executive Limitations Policies, all actions are acceptable to be determined by the CEO.

4.1 Management and Business Practices

Text

4.2 Financial Management

Text

4.3 Protection of Assets and Management of Risk

Text

4.4 Emergency Loss of the CEO

Text

4.5 Communication and Support of the Board

Text

4.6 Treatment of Employees

Text

4.7 Community Organizations and Sponsorships

Text

Section 5: Board Process Policies

Core Policy Statement

The Board will conduct itself in ways that emphasize its distinctive role, demonstrates strategic leadership, exemplifies a proactive approach, exhibits its commitment to ethical behavior, demonstrates accountability and responsibility, yields valued outcomes , abides by the Bylaws, and prepares CVB for the future.

The Board will approach governing tasks with a style that emphasizes outward vision rather than internal preoccupation, encouragement of diversity in viewpoints, strategic leadership more than Administrative detail, clear distinction of Board and staff roles and pro-active rather than reactivity. In this spirit the board will:

5.1 Subsidiary Policy Statements

5.1.1. Accountability

Text

5.1.2. Social Responsibility

Text

5.1.3. Governing Style

Text

5.1.4. Board Job Description

Text

5.1.5. Board Member Criteria and Make-Up

Text

5.1.6. Annual Board Work Plan

Text

5.1.7. Board Meeting Structure

Text

5.1.8. Board President Role

Text

5.1.9. Board Member Code of Conduct and Expectations

Text

5.1.10. Conflict of Interest

Text

5.1.11. Committee Principles

Text

5.1.12. Board Committees

Text

5.1.13. Board Compensation

Text

5.1.14. Travel and Expense Reimbursement

Text

5.1.15. Board Members as Organization Volunteers

Text

Section 6: CEO/Board Relationship

Core Policy Statement

The Board's role is through high level policy to provide direction for the organization regarding its, Vision, Mission, Values, executive Limitations and outcome expectations. It is the role of the CEO to develop and implement administrative policies which determine how the organization's work will be accomplished consistent with the Board policies.

6.1 Executive Officer Accountability

All authority and accountability delegated to management is considered delegated to the CEO. The CEO is accountable for all actions and achievements of CVB.

6.2 Method of Delegation

The Board will delegate to the CEO only as a group. The delegation expressing the Board's Policies on Outcomes and management Limitations will be identified either through formal motions passed by the Board or by Board concurrence. Board expectations affecting the CEO may be further specified and documented in the CEO employment agreement, Position description, and or Annual plan of work and approved by the Board.

6.3 Monitoring CEO Performance

The systemic monitoring of the CEO's performance shall be solely against the following criterion:

6.3.1. CEO Position Description

6.3.2. Annual Plan of Work

6.3.3. CEO Employment Agreement

6.3.4. Outcome Policy Statements and other Board Policies Germane to CEO Performance

The performance of CVB will be considered the performance of the CEO. The board shall not hold the CEO accountable for performance expectations not explicitly stated in the documents listed above.

6.4 CEO Compensation

The Board as a whole will determine the CEO's compensation. Compensation will be based upon CVB performance against stated outcomes, accomplishment of the annual plan of work, and the market for executives of organizations with similar responsibilities and authority.

6.5 CEO Termination

The Board as a whole, has the sole authority to terminate the CEO. CEO termination will be accomplished consistent with the bylaws of CVB.

6.5.1. CEO Accountability

6.5.2. Method of Delegation

6.5.3. Monitoring CEO Compliance

6.5.4. CEO Compensation

6.5.5. CEO Termination

6.5.6. Board Consultation with Corporate Council

Appendix A: Conflict of Interest Policy

Appendix B. Articles of Incorporation

Appendix C. Bylaws

Appendix D. Board Job Description

Appendix E. CEO Job Description