

**SUZUKI ASSOCIATION OF THE AMERICAS**  
**Governing Policies Manual**  
Last Update, April 2019

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**POLICY TYPE: ENDS**  
**Policy 1.0 SAA ENDS POLICY**

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On behalf of everyone in the Americas who subscribes to Dr. Shinichi Suzuki's philosophy (the "ownership"), SAA exists to ensure that excellent Suzuki Education is recognized, sought, and provided to the benefit of all the peoples of the Americas, with reasonable cost-efficiency.

Accordingly:

- 1.1 Teachers and Teacher Trainers throughout the region adhere to SAA's principles of excellence in teaching and learning.
- 1.2 The collaborative learning community sustains growth and improves the quality of Suzuki education.
- 1.3 The availability of SAA-approved Teacher Training meets the demand for Suzuki educators.
- 1.4 Suzuki Education is renowned for its contributions to early childhood education, child development, and the community at large.
- 1.5 Servant leadership is a characteristic of the Suzuki community.
- 1.6 Accurate information about Suzuki Education is accessible throughout the Americas.

Date of Adoption: 4/07/19

Affirmation of official board action adopting this policy: **Esther Fellows**, Board Secretary

**POLICY TYPE: EXECUTIVE LIMITATIONS**

**Policy 2.0 GENERAL EXECUTIVE CONSTRAINT**

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- 2.0 The CEO shall not cause nor allow any practice, activity, decision or organizational circumstance that is either unlawful, imprudent, or in violation of commonly accepted business and professional ethics, or incompatible with board's values as stated in its Governance Commitment.
- 2.1 With respect to interactions with members and/or customers or those applying to be members and/or customers, the CEO shall not cause or allow conditions, procedures, or decisions which are unsafe, undignified, unfair, unnecessarily intrusive, or which fail to provide appropriate confidentiality or privacy. In addition, the CEO shall not fail to provide timely response to communications.
- 2.2 With respect to the treatment of paid and/or volunteer staff, the CEO may not cause or allow conditions which are unfair, unsafe or undignified.
- 2.3 Financial planning for any fiscal year or the remaining part of any fiscal year shall not deviate materially from the board's Ends priorities or risk fiscal jeopardy.
- 2.4 With respect to the actual, ongoing financial condition and activities, the CEO shall not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from board priorities established in Ends policies.
- 2.5 The CEO shall not allow the assets to be unprotected, inadequately maintained or unnecessarily risked.
- 2.6 In order to protect the board, the CEO will not fail to ensure that the staff size and composition of skills and abilities are adequate to maintain administrative functions and services at a reasonable level of efficiency in the case of a sudden or anticipated loss of chief executive services.
- 2.7 With respect to employment, compensation, and benefits to employees, consultants, contract workers and volunteers, the CEO shall not cause or allow jeopardy to fiscal integrity or public image.
- 2.8 The CEO shall not permit the board to be uninformed or unsupported in its work.
- 2.9 With respect to the services provided by the organization, the CEO shall not fail to ensure that these services meet or exceed industry standards for excellence in programming, safety and participant amenities.
- 2.10 The CEO may not enter into any grant, scholarships, sponsorship, or contract arrangements that fail to emphasize primarily the production of Ends and, secondarily, the avoidance of unacceptable means.

**POLICY TYPE: EXECUTIVE LIMITATIONS**

**Policy 2.1 TREATMENT OF MEMBERS AND/OR CUSTOMERS**

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2.1 With respect to interactions with members and/or customers or those applying to be members and/or customers, the CEO shall not cause or allow conditions, procedures, or decisions which are unsafe, undignified, unfair, unnecessarily intrusive, or which fail to provide appropriate confidentiality or privacy. In addition, the CEO shall not fail to provide timely response to communications.

Accordingly, he/she shall not:

1. Use application forms that elicit information for which there is no clear necessity.
2. Use methods of collecting, reviewing, transmitting, or storing member and/or customer information that fails to protect against improper access to the material elicited.
3. Fail to convey with members and/or customers what may be expected and what may not be expected from the service(s) and/or programs offered.
4. Fail to inform members and/or customers of this policy, or to provide a grievance process to those who believe they have not been accorded a reasonable interpretation of their rights under this policy.
5. Undertake any new initiative, program or other change that might have a major impact on any significant segment of the membership's affiliation with or status in the SAA without:
  - A. Giving potentially affected members the opportunity to input their own view prior to implementation.
  - B. Gathering historical information.
6. Establish standards and regulations without use of peer group assessment and grievance procedures that include conflict resolution.

**POLICY TYPE: EXECUTIVE LIMITATIONS**

**Policy 2.2 TREATMENT OF STAFF**

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2.2 With respect to the treatment of paid and/or volunteer staff, the CEO may not cause or allow conditions which are unfair, unsafe or undignified.

Accordingly, pertaining to paid staff, he/she shall not:

1. Operate without written personnel policies which clarify personnel rules for staff, provide for effective handling of grievances, and protect against wrongful conditions, such as grossly preferential treatment for personal reasons.
2. Discriminate against any staff member for expressing an ethical dissent.
3. Prevent staff from grieving to the board when (1) internal grievance procedures have been exhausted and (2) the employee alleges that either (a) board policy has been violated to his/her detriment or (b) board policy does not adequately protect his or her human rights.
4. Fail to acquaint staff with their rights under this policy.

**POLICY TYPE: EXECUTIVE LIMITATIONS**  
**Policy 2.3 FINANCIAL PLANNING/BUDGETING**

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2.3 Financial planning for any fiscal year or the remaining part of any fiscal year shall not deviate materially from the board's Ends priorities or risk fiscal jeopardy.

Accordingly, the CEO shall not allow budgeting which:

1. Contains too little information to enable credible projection of revenues and expenses, cash flow, and disclosure of planning assumptions.
2. Projects a net operating loss that exceeds 10% of the fiscal year's total expenses.
3. Without prior board approval, allows the projected Undesignated Fund to fall below \$200,000, or 20% of the operating expenses, calculated as an average of the previous two fiscal years' total expenditures.
4. Allows the Emergency Reserve Fund to drop below 50% of the operating expenses, which is calculated as an average of the previous two fiscal years' total expenditures.
5. Provides less for board prerogatives during the year than is set forth in the Cost of Governance policy (in Governance Process).

Date of Adoption: 9/25/2016

Affirmation of official Board action adopting this policy: **Frank Viola**, Board Secretary

**POLICY TYPE: EXECUTIVE LIMITATIONS**

**Policy 2.4 FINANCIAL CONDITION AND ACTIVITIES**

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2.4 With respect to the actual, ongoing financial condition and activities, the CEO shall not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from board priorities established in Ends policies.

Accordingly, the CEO shall not:

1. Expend more funds than have been received in the fiscal year to date unless the debt guideline (below) is met.
2. Indebt the organization in an amount greater than can be repaid by certain, otherwise unencumbered revenues within ninety (90) days.
3. Use any Emergency Reserve Funds.
4. Fail to settle payroll and debts in a timely manner.
5. Allow tax payments or other government ordered payments or filings to be overdue or inaccurately filed.
6. Make a single purchase or commitment of greater than \$20,000, without approval of the Board Chair.
7. Acquire, encumber or dispose of real property.
8. Fail to aggressively pursue material receivables after a reasonable grace period.
9. Obtain revenues from sources that are not, in fact and appearance, legal and consistent with the mission and values of the organization.
10. Use restricted contributions for purposes other than stated by the contributor.
11. Fail to exercise adequate internal controls over disbursements to avoid unauthorized payments. The organization shall not have secret funds and it shall prohibit any unaudited transactions or loans.
12. Pledge any of the assets of the corporation as security within any contracts.
13. Allow the expenditure of organizational funds for travel purposes which are not specifically related to or consistent with the organization's purpose and functions.

Date of Adoption: 9/14/12

Affirmation of official Board action adopting this policy: **Patricia Purcell**, Board Secretary

**POLICY TYPE: EXECUTIVE LIMITATIONS**  
**Policy 2.5 ASSET PROTECTION**

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2.5 The CEO shall not allow the assets to be unprotected, inadequately maintained or unnecessarily put at risk.

Accordingly, he or she may not:

1. Fail to insure assets against theft and casualty losses to at least 80% of replacement value and against liability losses to board members, staff and the organization itself in an amount equal to the average for comparable organizations.
2. Allow unbonded personnel access to material amounts of funds.
3. Receive, process or disburse funds under controls that are insufficient to meet the board-appointed auditor's standards.
4. Invest or hold operating capital in insecure instruments or in non interest-bearing accounts except where necessary to facilitate ease in operational transactions.
5. Unnecessarily expose the organization, its board or staff to claims of liability.
6. Make any purchase: (a) wherein normally prudent protection has not been given against conflict of interest; (b) of over \$3,000 without having obtained comparative prices and quality.
7. Fail to protect intellectual property, information and files from loss, significant damage or disposal in accordance with IRS recommended standards (IRS Code Section 6001).
8. Fail to protect the Association's history and intellectual property and where possible those of the Suzuki movement at large.
9. Fail to comply with the terms of the ISA Name agreement.
10. Endanger the organization's public image or credibility, particularly in ways that would hinder its accomplishment of mission.

Date of Adoption 1/08/10 Affirmation of official board action adopting this policy: **Elizabeth Stuen-Walker**, Board Secretary

**POLICY TYPE: EXECUTIVE LIMITATIONS**

**Policy 2.6 *MANAGEMENT CONTINGENCY PLAN***

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2.6 In order to protect the Board, the CEO will not fail to ensure that the staff size and composition of skills and abilities are adequate to maintain administrative functions and services at a reasonable level of efficiency in the case of a sudden or anticipated loss of chief executive services.

## **POLICY TYPE: EXECUTIVE LIMITATIONS**

### **Policy 2.7 COMPENSATION AND BENEFITS**

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2.7 With respect to employment, compensation, and benefits to employees, consultants, contract workers and volunteers, the CEO shall not cause or allow jeopardy to fiscal integrity or public image.

Accordingly, he or she may not:

1. Change his or her own compensation and benefits.
2. Promise or imply permanent or guaranteed employment.
3. Establish current compensation and benefits which deviate materially from the geographic or professional market for the skills employed.
4. Create obligations over a longer term than revenues can be safely projected, and in no event longer than one year.
5. Establish or change pension benefits so as to cause unpredictable or inequitable situations, including those that:
  - A. Incur unfunded liabilities.
  - B. Provide less than some basic level of benefits to all full time employees, though differential benefits to encourage longevity are not prohibited.
  - C. Allow any employee to lose benefits already accrued from any foregoing plan.
  - D. Treat the CEO differently from other key employees.

**POLICY TYPE: EXECUTIVE LIMITATIONS**

**Policy 2.8 COMMUNICATION AND SUPPORT TO THE BOARD**

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2.8 The CEO shall not permit the board to be uninformed or unsupported in its work.

Accordingly, he or she may not:

1. Neglect to submit monitoring data required by the board (see policy on Monitoring CEO Performance in Board/Staff Linkage) in a timely, accurate and understandable fashion, directly addressing provisions of board policies being monitored.
2. Let the board be unaware of relevant trends, anticipated adverse media coverage, or material external and internal changes, particularly changes in the assumptions upon which any board policy has been previously established.
3. Fail to advise the board if, in the CEO's opinion, the board is not in compliance with its own policies on Governance Process and Board/Staff Linkage, particularly in the case of board behavior which is detrimental to the work relationship between the board and the CEO.
4. Fail to marshal for the board as many staff and external points of view, issues and options as needed for fully informed board choices.
5. Present information in unnecessarily complex or lengthy form or in a form that fails to differentiate among information of three types: monitoring, decision preparation, and incidental.
6. Fail to provide a mechanism for official board, officer or committee communications.
7. Fail to deal with the board as a whole except when (a) fulfilling individual requests for information or (b) responding to officers or committees duly charged by the board.
8. Fail to report in a timely manner an actual or anticipated noncompliance with any policy of the board.
9. Fail to supply for the consent agenda all items delegated to the CEO yet required by law or contract to be board-approved, along with the monitoring assurance pertaining thereto.

**POLICY TYPE: EXECUTIVE LIMITATIONS**

**Policy 2.9 SERVICES LOGISTICS**

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2.9 With respect to the services provided by the organization, the CEO shall not fail to ensure that these services meet or exceed industry standards for excellence in programming, safety and participant amenities.

Accordingly, he or she may not:

1. Fail to produce and implement an operational plan designed to ensure that the services are well organized, are safe for all attendees, and run on schedule.
2. Fail to design an event layout which complies with all applicable legal requirements and which facilitates crowd comfort, safety and enjoyment of the event(s).
3. Fail to consider availability and cost of transportation and overall cost to the participants when considering conference sites.

**POLICY TYPE: EXECUTIVE LIMITATIONS**

**Policy 2.10 *ENDS FOCUS OF GRANTS, SCHOLARSHIPS OR CONTRACTS***

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2.10 The CEO may not enter into any grant, scholarship or contract arrangements that fail to emphasize primarily the production of Ends and, secondarily, the avoidance of unacceptable means.

**POLICY TYPE: BOARD/STAFF LINKAGE**

**Policy 3.0 GOVERNANCE – MANAGEMENT CONNECTION**

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- 3.0 The board's sole connection to the operational organization, its achievements and conduct will be through a Chief Executive Officer (CEO).
  - 3.1 Only decisions of the board, by majority vote, are binding on the CEO.
  - 3.2 The CEO is the board's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the board is concerned, is considered the authority and accountability of the CEO.
  - 3.3 The board will instruct the CEO through written policies that prescribe the organizational Ends to be achieved, and describe organizational situations and actions to be avoided, allowing the CEO to use any reasonable interpretation of these policies.
  - 3.4 Systematic and rigorous monitoring of CEO job performance will be solely against the only expected CEO job outputs: organizational accomplishment of board policies on Ends and organizational operation within the boundaries established in board policies on Executive Limitations.

**POLICY TYPE: BOARD/STAFF LINKAGE**

**Policy 3.1 UNITY OF CONTROL**

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3.1 Only decisions of the board, by majority vote, are binding on the CEO.

Accordingly:

1. Decisions or instructions of individual board members, officers, or committees are not binding on the CEO except in rare instances when the board has specifically authorized such exercise of authority.
2. In the case of board members or committees requesting information or assistance without board authorization, the CEO can refuse such requests that require, in the CEO's opinion, a material amount of staff time or funds or is disruptive.

**POLICY TYPE: BOARD/STAFF LINKAGE**

**Policy 3.2 ACCOUNTABILITY OF THE CEO**

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3.2 The CEO is the board's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the board is concerned, is considered the authority and accountability of the CEO.

Accordingly:

1. The board will never give instructions to persons who report directly or indirectly to the CEO.
2. The board will refrain from evaluating, either formally or informally, any staff other than the CEO.
3. The board will view CEO performance as identical to organizational performance, so that organizational accomplishment of board stated Ends and avoidance of board proscribed means will be viewed as successful CEO performance.

**POLICY TYPE: BOARD/STAFF LINKAGE**  
**Policy 3.3 DELEGATION TO THE CEO**

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3.3 The board will instruct the CEO through written policies that prescribe the organizational Ends to be achieved, and describe organizational situations and actions to be avoided, allowing the CEO to use any reasonable interpretation of these policies.

Accordingly:

1. The board will develop policies instructing the CEO to achieve certain results, for certain recipients at a specified cost. These policies will be developed systematically from the broadest, most general level to more defined levels, and will be called Ends policies.
2. The board will develop policies which limit the latitude the CEO may exercise in choosing the organizational means. These policies will be developed systematically from the broadest, most general level to more defined levels, and they will be called Executive Limitations policies.
3. As long as the CEO uses any reasonable interpretation of the board's Ends and Executive Limitations policies, the CEO is authorized to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities.
4. The board may change its Ends and Executive Limitations policies, thereby shifting the boundary between board and CEO domains. By doing so, the board changes the latitude of choice given to the CEO. However, as long as any particular delegation is in place, the board will respect and support the CEO's choices.
5. Should the CEO deem it necessary to violate a board policy, he or she shall promptly inform the board. Informing is simply to guarantee no violation may be intentionally kept from the board, not to request approval. Board response, either approving or disapproving, does not exempt the CEO from subsequent board judgment of the action nor does it curtail any irrevocable executive decision.

**POLICY TYPE: BOARD/STAFF LINKAGE**

**Policy 3.4 MONITORING CEO PERFORMANCE**

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3.4 Systematic and rigorous monitoring of CEO job performance will be solely against the only expected CEO job outputs: organizational accomplishment of board policies on Ends and organizational operation within the boundaries established in board policies on Executive Limitations.

Accordingly:

1. Monitoring is simply to determine the degree to which board policies are being met. Data that do not do this will not be considered to be monitoring data.
2. The board will acquire monitoring data by one or more of three methods: (a) by internal report, in which the CEO discloses compliance information to the board, (b) by external report, in which an external, disinterested third party selected by the board assesses compliance with board policies, and (c) by direct board inspection, in which a designated member or members of the board assess compliance with the appropriate policy criteria.
3. In every case, the standard for compliance shall be any reasonable CEO interpretation of the board policy being monitored.
4. All policies which instruct the CEO will be monitored at a frequency and by a method chosen by the board. The board can monitor any policy at any time by any method, but will ordinarily depend on a routine schedule.

<b>Policy</b>	<b>Method</b>	<b>Frequency</b>	<b>Schedule</b>
Treatment of Members and/or Customers	Internal	Annually	March
Treatment of Staff	Internal	Annually	March
Financial Planning/Budgeting	Internal	Semi-Annually	August, December*
Financial Condition & Activities	Internal	Tri-Annually	each BOD meeting*
Asset Protection	Internal	Annually	March
Compensation and Benefits	Internal	Annually	March
Communication and Support to the Board	Direct Inspection	Annually	January
Services	Internal	Annually	March
Ends Focus of Scholarships, Grants & Contracts	Internal	Annually	fall BOD meeting
Management Contingency Plan	Internal	Annually	January
Ends Policies	Internal	Annually	fall BOD meeting*

\* Reports distributed two weeks prior to upcoming Board meeting.

**POLICY TYPE: GOVERNANCE PROCESS**

**Policy 4.0 GOVERNANCE COMMITMENT**

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- 4.0 The purpose of the board, on behalf of everyone in the Americas who subscribes to Dr. Shinichi Suzuki's philosophy (the "ownership"), is to insure that the Suzuki Association of the Americas (1) achieves appropriate results for appropriate persons at an appropriate cost, and (2) avoids unacceptable actions and situations.
- 4.1 The Board will ensure that its operations and activities and those of the SAA are aligned with the Suzuki Philosophy.
- 4.2 The board acknowledges the importance of SAA participation in the international Suzuki education community united through the International Suzuki Association (ISA).
- 4.3 The board will govern with an emphasis on (a) integrity and truthfulness in all methods and practices, (b) outward vision rather than an internal preoccupation, (c) encouragement of diversity in viewpoints, (d) strategic leadership more than administrative detail, (e) clear distinction of board and chief executive roles, (f) collective leadership more than individual decisions, (g) future rather than past or present, and (h) proactivity rather than reactivity.
- 4.4 The job of the board is to represent the ownership in the governance process.
- 4.5 To accomplish its job products with a governance style consistent with board policies, the board will follow an annual agenda that (1) completes a re-exploration of Ends policies annually and (2) continually improves board performance through board education and enriched input and deliberation.
- 4.6 The Chairperson assures the integrity of the board's process and, secondarily, occasionally represents the board to outside parties.
- 4.7 The board commits itself and its members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as board members.
- 4.8 The leadership success of the board is a direct result of the individual and collective participation of its members.
- 4.9 Board committees, when used, will be assigned so as to reinforce the wholeness of the board's job and so as never to interfere with delegation from board to CEO.
- 4.10 A committee is a board committee only if its existence and charge come from the board, regardless of whether board members sit on the committee. The only board committees are those which are set forth in this policy. Unless otherwise stated, a committee ceases to exist as soon as its task is complete. The CEO will serve as a non-voting member of each committee.
- 4.11 The Nominating Committee will properly screen and nominate, for board and membership consideration, the Board Chair, Chair-Elect, and the officers of the organization, as stipulated in the bylaws, and will nominate individuals to fill vacancies on the board.
- 4.12 Because poor governance costs more than learning to govern well, the board will invest in its governance capacity.

**POLICY TYPE: GOVERNANCE PROCESS**  
**Policy 4.1 PHILOSOPHICAL FOUNDATIONS**

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4.1 The Board will ensure that its operations and activities and those of the SAA are aligned with the Suzuki Philosophy.

4.1.1 The right to use the name "Suzuki" is granted to the SAA by the International Suzuki Association.

Date adopted: 1/13/2012 Affirmation of official Board action adopting this policy: **Marilyn O'Boyle** Board Secretary

**POLICY TYPE: GOVERNANCE PROCESS**

**Policy 4.2 PARTICIPATION IN THE INTERNATIONAL SUZUKI COMMUNITY**

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4.2 The board acknowledges the importance of SAA participation in the International Suzuki education community united through the International Suzuki Association (ISA)

Date adopted: 1/8/2011 Affirmation of official board action adopting this policy: **Elizabeth Stuen-Walker**, Board Secretary

**POLICY TYPE: GOVERNANCE PROCESS**  
**Policy 4.3 GOVERNING STYLE & VALUES**

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4.3 The board will govern with an emphasis on (a) integrity and truthfulness in all methods and practices, (b) outward vision rather than an internal preoccupation, (c) encouragement of diversity in viewpoints, (d) strategic leadership more than administrative detail, (e) clear distinction of board and chief executive roles, (f) collective leadership more than individual decisions, (g) future rather than past or present, and (h) proactivity rather than reactivity

Accordingly:

1. The organization, in its hiring and other activities, will not discriminate on the basis of race, creed, national origin, religion, age, handicap, political affiliation, sex, sexual orientation, gender identity, or marital, parental or military status. The organization's activities, with the exception of personnel matters, shall be open and accessible to scrutiny by its "owners," sponsors and supporters. The Board may go to executive session for confidential matters.
2. The board will cultivate a sense of group responsibility. The board, not the staff, will be responsible for excellence in governing. The board will be the initiator of policy, not merely a reactor to staff initiatives. The board will use the expertise of individual members to enhance the ability of the board as a body, rather than to substitute the individual judgments for the board's values. The board will allow no officer, individual or committee of the board to hinder or be an excuse for not fulfilling board commitments.
3. The board will direct, control and inspire the organization through the careful establishment of broad written policies reflecting the board's values and perspectives about ends to be achieved and means to be avoided. The board's major policy focus will be on the intended long term impacts outside the organization, not on the administrative or programmatic means of attaining those effects.
4. The board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policy-making principles, respect of roles, and ensuring the continuance of governance capability. Continual board development will include orientation of new board members in the board's governance process and periodic board discussion of process improvement.
5. The board will monitor and discuss its process and performance at each meeting and as a part of an annual review. Self-monitoring will include comparison of board activity and discipline to policies in the Governance Process and Board/Staff Linkage categories.
6. Each member of the board will support the final determination of the board concerning any particular matter, irrespective of the member's personal position concerning such matter.

Date adopted: 1/8/2011      Affirmation of official board action adopting this policy: **Elizabeth Stuen-Walker**, Board Secretary

**POLICY TYPE: GOVERNANCE PROCESS**  
**POLICY 4.4 BOARD JOB DESCRIPTION**

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4.4 The job of the board is to represent the ownership in the governance process.

Accordingly:

1. The board will produce written governing policies that, at the broadest levels, address each category of organizational decision:
  - A. **Ends:** Organizational products, effects, benefits, outcomes, recipients, and their relative worth (what good for which recipients at what cost).
  - B. **Executive Limitations:** Constraints on executive authority which establish the prudence and ethics boundaries within which all executive activity and decisions must take place.
  - C. **Board/Staff Linkage:** How power is delegated and its proper use monitored; the CEO role, authority and accountability.
  - D. **Governance Process:** Specification of how the board conceives, carries out and monitors its own task.
2. The board will educate the owners about the governance process and will communicate its decisions and actions.
3. The board will seek to facilitate understanding of the vision and work of the SAA.
4. The board will produce assurance of CEO performance (against policies in 1A and 1B).
5. The board will be responsible for an annual fundraising project with a specific target. The board delegates the rest of the fundraising to the CEO, but commits its time and funds to help as per its policies on Directors' Individual Responsibilities. (4.7)
6. The board will appoint an Honorary Board for renewable 7-year terms. The Honorary Board will have no formal role or vote in the governance of the SAA, but will be included in the indemnification clause of the Board and Officers insurance policy. The SAA will gain recognition and endorsement by having the names of the Honorary Board printed on SAA letterhead. Additionally Honorary Board members can be involved and utilized in various ways to help the SAA. The SAA Journal and other printed materiel deemed appropriate by the CEO will be sent to Honorary Board members by the staff. The board will be responsible for personalized communication with Honorary Board members at least once per year.

Date adopted: 1/8/2010      Affirmation of official board action adopting this policy: **Elizabeth Stuen-Walker**, Board Secretary

**POLICY TYPE: GOVERNANCE PROCESS**

**Policy 4.5 AGENDA PLANNING**

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4.5 To accomplish its job products with a governance style consistent with board policies, the board will follow an annual agenda that (1) completes a re-exploration of Ends policies annually and (2) continually improves board performance through board education and enriched input and deliberation.

Accordingly:

1. The board's planning cycle will conclude each year on the last day of May so that administrative planning and budgeting can be based on accomplishing a one year segment of the board's most recent statement of long term Ends.
2. The cycle will start with the board's development of its agenda for the next year.
  - A. Consultations with selected groups in the ownership, or other methods of gaining ownership input will be determined by September 30th, to be held during the balance of the year.
  - B. Governance education, and education related to Ends determination, (e.g. presentations by futurists, advocacy groups, demographers, staff, etc.) will be arranged by September 30th, to be held during the balance of the year.
  - C. The chair is encouraged, at the commencement of the organization's annual planning cycle, to prepare a tentative agenda for the following year's meetings. The agenda for any particular meeting will be determined by the chair, although members are encouraged to recommend any appropriate matters for board consideration. Any board member desiring to recommend any matter for board discussion will advise the chair of such matter at least ten days prior to the scheduled board meeting. By an affirmative vote of a majority of the members of the board, or of those present at a meeting, additional matters may be added to the agenda of any board meeting.
3. Throughout the year, the board will attend to consent-agenda items as expeditiously as possible. Any member may take any item off the consent agenda at any time.
4. CEO monitoring will be included on the agenda if monitoring reports show policy violations, or if policy criteria are to be debated.
5. CEO remuneration will be decided after a review of monitoring reports received in the last year during the April BOD meeting.

**POLICY TYPE: GOVERNANCE PROCESS**

**Policy 4.6 CHAIRPERSON'S ROLE**

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4.6 The Chairperson assures the integrity of the board's process and, secondarily, occasionally represents the board to outside parties.

Accordingly:

1. The job result of the chairperson is that the board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
  - A. Meeting discussion content will be only those issues which, according to board policy, clearly belong to the board to decide, not the CEO.
  - B. Deliberation will be fair, open, and thorough, but also timely, orderly, and kept to the point.
2. The authority of the chairperson consists in making decisions that fall within topics covered by board policies on Governance Process and Board/Staff Linkage, except where the board specifically delegates portions of this authority to others. The chairperson is authorized to use any reasonable interpretation of the provisions in these policies.
  - A. The chairperson is empowered to chair board meetings with all the commonly accepted power of that position (e.g. ruling, recognizing).
  - B. The chairperson has no authority to make decisions about policies created by the board within Ends and Executive Limitations policy areas. Therefore, the chairperson has no authority to supervise or direct the CEO.
  - C. The chairperson may represent the board to outside parties in announcing board-stated positions and in stating chair decisions and interpretations within the area delegated to her or him.
  - D. The chairperson may delegate this authority but remains accountable for its use.

**POLICY TYPE: GOVERNANCE PROCESS**  
**Policy 4.7 BOARD MEMBERS' CODE OF CONDUCT**

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4.7 The board commits itself and its members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as board members.

Accordingly:

1. Members must represent unconflicted loyalty to the interests of the ownership. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other boards or staffs. It also supersedes the personal interest of any board member acting as a consumer of the organization's services.
2. 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. When the board is to decide upon an issue about which a member has an unavoidable conflict of interest, that member shall absent herself or himself without comment from not only the vote but also from the deliberation.
  - C. Board members must not use their positions to obtain SAA employment for themselves, family members or close associates. Should a board member desire staff employment, he or she must first resign.
  - D. Members will annually disclose in writing their involvements with other organizations, with vendors, or any other associations that might produce a conflict.
3. Board members may not attempt to exercise individual authority over the organization except as explicitly set forth in board policies.
  - A. Members' interaction with the CEO or with staff must recognize the lack of authority vested in individuals except when explicitly board authorized.
  - B. Members' interaction with public, press or other entities must recognize the same limitation and the inability of any board member to speak for the board except to repeat explicitly stated board decisions.
  - C. Members will give no consequence or voice to individual judgments of CEO or staff performance.
  - D. Board members will respond to requests or complaints from owners/members as follows:
    1. Ask for the issue or complaint to be sent in writing to the Board Chair or CEO as appropriate.
    2. Ask the owner/member to contact the board member again if no response has been received within two weeks.

3. Consult the Chair or CEO as appropriate regarding any further communications.
4. Members will respect the confidentiality appropriate to issues of a sensitive nature.

Date of Adoption: 1/07/11 Affirmation of official board action adopting this policy: **Elizabeth Stuen-Walker**, Board Secretary

## POLICY TYPE: GOVERNANCE PROCESS

### Policy 4.8 DIRECTORS' INDIVIDUAL RESPONSIBILITIES

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4.8 The leadership success of the board is a direct result of the individual and collective participation of its members.

Therefore, each board member is expected to participate in the following ways:

1. **Attendance:** As board contemplation, deliberation and decision-making are processes which require wholeness, collaboration and participation, attendance at board meetings is required of board members. Failure to attend substantially all of two (2) of the board's three (3) regularly scheduled meetings in any fiscal year will be interpreted as a resignation from the board. It is recommended that board members attend conferences and retreats.
  - A. Board meetings will be scheduled on the weekend which includes the third Saturday in September, the second Saturday in January and the second Saturday in April. In the event that there is a conflict with a religious holiday the meeting will be scheduled either one week earlier or one week later. Meeting dates will be published every September for the following Board year.
  - B. Each board member will be reimbursed for his or her reasonable and necessary expenses in connection with the performance of his or her duties. This includes travel expenses, room and board and other expenses for the duration of the board meetings. The SAA will assume the cost of registration fees for conferences/retreats. Board members are expected to assume the cost of room and board at conferences and retreats.
2. **Preparation and Participation:** Board members will prepare for board and committee meetings and will participate productively in discussions, always within the boundaries of discipline established by the board. Each member will contribute his or her own knowledge, skills and expertise to the board's efforts to fulfill its responsibilities.
3. **Members as Individuals:** The CEO is accountable only to the board as an organization, and not to individual board members. Accordingly, the relationship between the CEO and individual members of the board, including the board chair, is collegial, not hierarchical.
4. **Volunteerism:** All past and present board members are strongly encouraged to serve as SAA volunteers. In view of the CEO's responsibility for operational activities and results, all those acting as operational volunteers are subject to the direct supervision of the CEO or responsible staff person.
5. **Contributions:** Each board member is expected and required to make an annual financial contribution, in addition to membership fees, as a tangible demonstration of the member's commitment to the organization. The demonstration of support, rather than the amount of the contribution, is of principal importance; members are expected to contribute only within their individual means.
6. **Fund-raising:** Each Board member is expected to cultivate a commitment from members and nonmembers to make a financial contribution to the SAA.
7. **Recruitment:** Each Board member is expected and required to cultivate new SAA members.
8. **Public Relations:** Each Board member is expected to seek opportunities to promote understanding of the vision and work of the SAA.

**POLICY TYPE: GOVERNANCE PROCESS**

**Policy 4.9 BOARD COMMITTEE PRINCIPLES**

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4.9 Board committees, when used, will be assigned so as to reinforce the wholeness of the board's job and so as never to interfere with delegation from board to CEO.

Accordingly:

1. Board committees are to help the board do its job, never to help or advise the staff. Committees ordinarily will assist the board by preparing policy alternatives and implications for board deliberation. In keeping with the board's broader focus, board committees will normally not have direct dealings with current staff operations.
2. Board committees may not speak or act for the board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the CEO.
3. Board committees cannot exercise authority over staff. Because the CEO works for the full board, he or she will not be expected to obtain approval of a board committee before an executive action.
4. Board committees are to avoid over-identification with organizational parts rather than the whole. Therefore, a board committee which has helped the board create policy on some topic will not be used to monitor organizational performance on that same subject.
5. Committees will be used sparingly and ordinarily in an ad hoc capacity.
6. This policy applies to any group which is formed by board action, whether or not it is called a committee and regardless whether the group includes board members. It does not apply to committees formed under the authority of the CEO.

**POLICY TYPE: GOVERNANCE PROCESS**  
**Policy 4.10 BOARD COMMITTEE STRUCTURE**

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4.10 A committee is a board committee only if its existence and charge come from the board, regardless of whether board members sit on the committee. The only board committees are those which are set forth in this policy. Unless otherwise stated, a committee ceases to exist as soon as its task is complete. The CEO will serve as a non-voting member of each committee.

**1. Nominating Committee**

- A. Product: Properly screened potential board members (with consideration given to geographic, instrumental, professional and cultural diversity) and proposed slate of officers.
- B. Authority: To incur costs of no more than \$500.00 in direct charges and no more than twenty (20) hours of staff time.

**2. Audit Committee**

- A. Product: Specification of scope of audit prior to outside audit - by no later than May 31st every year.
- B. Authority: To incur costs of no more than \$50.00 in direct charges and no more than two (2) hours of staff time.

**3. Honorary Board Committee ad hoc**

- A. Product: Identification of potential Honorary Board members and, with board approval, make the necessary contacts to obtain written confirmation of the individual's willingness to serve.
- B. Authority: To incur costs of no more than \$100.00 in direct charges and no more than five (5) hours of staff time.

**4. Development Steering Committee**

- A. Product: Strategies for board fundraising
- B. Authority: to incur costs of no more than \$500 in direct charges and no more than five (5) hours of staff time.

**5. Board Education Committee**

- A. Product: a well oriented board, educated in governance and other areas of leadership.
- B. Authority: to incur costs of no more than \$4,000 in direct charges and no more than four (4) hours of staff time.

**6. Board/Ownership Linkage Committee**

- A. Product: Excellent Board/Ownership linkage
- B. Authority: to incur costs of no more than \$500 in direct charges and no more than twenty (20) hours of staff time.

**POLICY TYPE: GOVERNANCE PROCESS**

**Policy 4.11 NOMINATION, ELECTION & TERM LIMITS**

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4.11 The Nominating Committee will properly screen and nominate, for board and membership consideration, the Board Chair, Chair-Elect, and the officers of the organization, as stipulated in the bylaws, and will nominate individuals to fill positions on the board.

Accordingly:

1. The Nominating Committee will be chaired by the Chair-elect or another member designated by the Chair. Other members will include the current Board Chair and at least one other member to be appointed annually by the Chair and approved by a majority of the Board.
2. Nominations for chair, chair-elect and officers, and for individuals to fill board seats, will be made and voted upon at the January meeting. Throughout the year, the Nominating Committee will solicit suggestions from the board/membership for such nominations. The discussion of candidates for nominations or appointments is confidential.
3. At the January meeting, the board shall:
  - A. Approve or disapprove the Nominating Committee's nominations for chair, chair-elect and officers as a single slate; and
  - B. Approve or disapprove the Nominating Committee's nominations for Board positions
4. Board elections by the voting members will be held between February 1 and April 15 in accordance with the bylaws.
5. Members of the board shall serve no more than two consecutive three-year terms. The only exceptions to this policy are: (a) the board chair, who will serve two years as chair, and (b) the board chair-elect, who will serve two years as board chair-elect, and will serve the following two years as board chair (unless he or she declines to serve in such capacity).
6. Members who serve two consecutive three-year terms may be nominated for board membership again after spending a minimum of three year(s) as a non-member of the board.
7. Re-nomination/nomination of board members may be based upon such factors as the Nominating Committee deems appropriate, including a prospective board member's personal knowledge, skills, demonstrated leadership and commitment to the organization, professional relationships, professional associations and, for existing board members, fulfillment of individual directors' responsibilities. In addition, as the organization's needs may change over time, it is expected that the Nominating Committee may find it necessary to replace at least some members whose current terms are expiring with individuals who may better satisfy such needs. Accordingly, no member should expect to be re-nominated at the end of his or her term.
8. Because the board values board training and leadership continuity from one chairperson to the next, though not expressly prohibited by the bylaws of this Association, the chair-elect shall be chosen from the current board members. Only in unusual circumstances should the Board look outside itself to fill the position.

**POLICY TYPE: GOVERNANCE PROCESS**

**Policy 4.12 COST OF GOVERNANCE**

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4.12 Because poor governance costs more than learning to govern well, the board will invest in its governance capacity.

Accordingly:

1. Board skills, methods, and supports will be sufficient to assure governing with excellence.
  - A. Training and retraining will be used liberally to orient new members and candidates for board membership, as well as to maintain and increase existing member skills and understandings.
  - B. Outside monitoring assistance will be arranged so that the board can exercise confident control over organizational performance. This includes, but is not limited to, fiscal audit.
  - C. Outreach mechanisms will be used as needed to ensure the board's ability to listen to owner viewpoints and values.
2. Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior capability.
  - A. Up to \$10,000 per fiscal year for Board-related training and activities.
  - B. Up to \$20,000 per fiscal year for audit and other third party monitoring of organizational performance.
  - C. Up to \$34,000 per fiscal year for surveys, focus groups and opinion analyses, and board meeting and retreat costs.

Date of Adoption: 4/13/14

Affirmation of official Board action adopting this policy: **Patricia Purcell**, Board Secretary