



1 Ends

Rev Date : 4/9/2006 Rev No : 1 Ref No : 7828

Boards practice Owner-Accountable, Effective Governance, as defined by the Policy Governance Source Document.

1.1 Public Values Policy Governance

Rev Date : 9/1/2006 Rev No : 1 Ref No : 7837

The public values Policy Governance®. [This is a high priority.]

1.1.1 PG Dialog in Publications

Rev Date : 4/9/2006 Rev No : 1 Ref No : 7846

Favourable Policy Governance related dialogue appears regularly in a variety of industry journals and business publications.

1.1.2 Research

Rev Date : 4/13/2006 Rev No : 1 Ref No : 7855

Credible evidence for the effectiveness of Policy Governance exists at a cost not to exceed 10 % of organizational resources.

1.2 Boards Have Resources

Rev Date : 4/9/2006 Rev No : 1 Ref No : 7864

Boards have resources available for implementing and sustaining Policy Governance.

1.2.1 Information & Tools

Rev Date : 4/9/2006 Rev No : 1 Ref No : 7873

Boards have accurate and timely information and tools.

1.2.1.1 Info on IPGA Consultants

Rev Date : 4/9/2006 Rev No : 1 Ref No : 7882

Boards have information about the availability of Policy Governance Academy trained IPGA member consultants.

1.2.1.2 Annual Learning Opportunities

Rev Date : 4/9/2006 Rev No : 1 Ref No : 7891

Boards benefit from face-to-face networking and learning opportunities at least annually.

1.2.2 Access to PG Consultants

Rev Date : 4/9/2006 Rev No : 1 Ref No : 7900

Boards have access to Policy Governance consultants with knowledge and skills to assist boards in effective Policy Governance® practice.

1.2.2.1 Symbol of Consulting Competence

Rev Date : 4/9/2006 Rev No : 1 Ref No : 7909

There is a recognizable symbol of Policy Governance consulting competence.

1.2.2.1.1 Symbol Acknowledgment

The symbol is acknowledged and respected in a manner consistent with other professional designations.

Rev Date : 4/9/2006
Rev No : 1
Ref No : 7918

1.3 Consultant accuracy

Consultant members accurately represent Policy Governance. [This is a high priority.]

Rev Date : 9/1/2006
Rev No : 1
Ref No : 7927

1.3.1 Consultants Have Skills

Policy Governance consultants have knowledge and skills to effectively assist boards in Policy Governance practice.

Rev Date : 4/9/2006
Rev No : 1
Ref No : 7936

1.3.1.1 Supportive Interaction

Policy Governance consultants have supportive interaction with national and international Policy Governance peers.

Rev Date : 1/31/2007
Rev No : 3
Ref No : 21652

1.3.1.1.1 Peer Mechanism

Consultants have a safe, credible peer mechanism to critically think through questions about model consistency.

Rev Date : 12/11/2006
Rev No : 1
Ref No : 21364

2 Governance Process

The purpose of the board, on behalf of everyone who is committed to the integrity of Policy Governance implementation, is to see to it that the International Policy Governance Association

- (a) achieves appropriate results for appropriate persons at an appropriate cost, and
- (b) avoids unacceptable actions and situations.

Rev Date : 11/22/2006
Rev No : 1
Ref No : 7954

2.1 Governing Style

The board will govern lawfully with an emphasis on:

- (a) outward vision rather than internal preoccupation,
- (b) encouragement of diversity in viewpoints,
- (c) clear distinction of board and executive roles, (even when the latter are performed by board members)
- (d) collective rather than individual decisions,
- (e) future rather than past or present, and
- (f) proactivity rather than reactivity.

Rev Date : 4/9/2006
Rev No : 1
Ref No : 7963

2.1.1 Ends Context

The board will decide its Ends within the context of the wider vision expressed in the Ends statements created out of the October 1999 Policy Governance ThinkTank i.e.

MEGA-END
Owner-Accountable Productive Organizations
SUB-ENDS

- a) Governance subscribes consistently to high standards of excellence as described in Policy Governance
- b) Owners value boards as democratic servant-leaders - articulating values and providing accountability
- c) People are enthusiastic about serving on and under boards
- d) Societal systems support good governance
- e) Intended organizational results are efficiently and effectively produced

Rev Date : 4/9/2006
Rev No : 1
Ref No : 7972

2.1.2 Group Responsibility

The board will cultivate a sense of group responsibility. The board will be responsible for excellence in governing. The board will initiate policy, rather than merely reacting to others' proposals. The board will not use the expertise of individual members to substitute for the judgement of the board, although the expertise of individual members may be used to enhance the understanding of the board as a body.

2.1.3 Written Policies

The board will direct, control and inspire the Association through the careful establishment of broad written policies reflecting the board's values and perspectives. The board's major policy focus will be on the intended long-term external impacts of the Association.

2.1.4 Board Discipline

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, policymaking principles, respect of roles, and ensuring the continuance of governance capability. Although the board can change its governance process policies at any time, it will observe them scrupulously while in force.

2.1.5 Board Development

Continual board development will include orientation of new board members in the board's governance process and periodic board discussion of process improvement.

2.1.5.1 Orientation of New Board Members

Orientation of new board members will include: an introduction to the organization, an introduction to board members and the CEO, an orientation to the governance model and governance processes.

2.1.5.1.1 Orientation Information

5.1.1 Within 30 days of being elected to the board, the new board member will receive:

- IPGA bylaws
- IPGA board policy manual
- Biographical notes for each board member
- The CEO contract for services
- A list of members of IPGA
- The minutes from the previous year
- Monitoring reports from the previous cycle
- A summary of current board issues

2.1.6 Fulfillment of Commitments

The board will allow no officer, individual or committee of the board to hinder or be an excuse for not fulfilling its commitments.

2.2 Board Job Description

Specific job outputs of the board, as an informed agent of the ownership, are those that ensure appropriate organizational performance.

Accordingly, the board has direct responsibility to produce:

2.2.1 Ownership to Organization Link

The link between the ownership and the operational organization.

2.2.2 Written Governing Policies

Written governing policies which address the broadest levels of all organizational decisions and situations.

2.2.2.1 Ends

Ends: Organizational products, impacts, benefits, outcomes, recipients, and their relative worth (what good for which recipients at what cost).

2.2.2.2 Executive Limitations

Executive Limitations: Constraints on executive authority, which establish the prudence and ethics boundaries within which all executive activity and decisions must take place.

2.2.2.3 Governance Process

Governance Process: Specification of how the board conceives, carries out and monitors its own task.

2.2.2.4 Board-Executive Function Relationship

Board-Executive Function Relationship: How power is delegated and its proper use monitored; the authority and accountability of the CEO.

2.2.3 Organizational Performance

Assurance of successful organizational performance.

2.3 Agenda Planning

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

2.3.1 Agendas Per Planning Cycle

Agendas for the board's meetings are as per the annually agreed Board Planning Cycle.

2.3.2 Ad Hoc Issues

Ad hoc issues may be raised to the Chair by board members at any time.

2.3.3 Agenda Items Notice

Board members will notify the Chair in advance of the meeting if they wish additional items to be on the agenda.

2.4 Chairperson's Role

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

Accordingly:

2.4.1 Assigned Result

The assigned result of the chairperson's job is that the board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.

2.4.1.1 Meeting Content

Meeting discussion content will be on those issues which, according to board policy, clearly belong to the board to decide or monitor.

2.4.1.2 Information to Avoid

Information which is for neither monitoring performance nor board decisions will be avoided or minimized and always noted as such.

2.4.1.3 Deliberation Criteria

Deliberation will be fair, open, and thorough, but also timely, orderly, and kept to the point.

2.4.2 Chairperson Authority

The Chairperson has authority to make any reasonable interpretation of Board policies on Governance Process and Board-CEO Linkage with the exception of

- (a) the employment or termination of the CEO and
- (b) where the board specifically delegates portions of the chairperson's authority to others.

2.4.2.1 Meeting Authority

The chairperson is empowered to chair board meetings with all the commonly accepted power of that position (e.g. ruling and recognizing).

2.4.2.2 Authority Limits

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 unless specifically given such authority by the board.

2.4.2.3 Representing the Board

The chairperson may represent the board to outside parties in announcing board-stated positions and in stating chair decisions and interpretations within his or her authority.

2.4.2.4 Delegation of Authority

The chairperson may delegate his or her authority, but remains accountable for its use.

2.5 Secretary's Role

The Secretary assures the integrity of the board's documents, including current policies with their history of amendments. Therefore:

Rev Date : Rev No : Ref No :
4/9/2006 1 8332

2.5.1 Secretary's Authority

The Secretary has authority to make any reasonable interpretation of the board's policies on these matters.

Rev Date : Rev No : Ref No :
4/9/2006 1 8341

2.6 Board Member's Code of Conduct

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.

Rev Date : Rev No : Ref No :
4/9/2006 1 8350

2.6.1 Member Loyalty

Board members must have loyalty to the ownership unconflicted by loyalties to employees, other organizations, and any personal interest as a consumer.

Rev Date : Rev No : Ref No :
4/9/2006 1 8359

2.6.2 Exercise of Powers

Board members are accountable to exercise the powers and discharge the duties of their office honestly and in good faith. Board members shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Rev Date : Rev No : Ref No :
4/9/2006 1 8368

2.6.3 Conflict of Interest

Board members must avoid conflict of interest with respect to their fiduciary duty. Board members whose work is publicized by IPGA in fulfillment of the Association's Ends shall not be deemed to be in conflict of interest.

Rev Date : Rev No : Ref No :
4/9/2006 1 8377

2.6.3.1 Member Relationships

Board members shall not allow personal or business relationships with the CEO and/or other Board members to supersede or in any other way interfere with the business of the Association.

Rev Date : Rev No : Ref No :
4/9/2006 1 8386

2.6.4 Individual Authority

Board members may not attempt to exercise individual authority over the Association.

Rev Date : Rev No : Ref No :
4/9/2006 1 8395

2.6.5 Confidentiality

Board members will respect the confidentiality appropriate to issues of a sensitive nature.

Rev Date : Rev No : Ref No :
4/9/2006 1 8404

2.6.6 Email Contact

Board members will be expected to maintain an accessible email account and be responsive. Board members shall notify the board if they will be out of email communication for a week or more.

Rev Date : Rev No : Ref No :
4/9/2006 1 8413

2.7 Board Committee Principles

Standing or Ad hoc Committees will be used minimally in order to preserve the wholeness of the board's work and in any case these groups shall not be used to interfere with delegation from the board to the CEO.

Board Committees will be governed by the following principles:

2.7.1 Committee Authority

4/9/2006 1 8422

Board Committees may not speak or act for the board except when formally given such authority for specific and time-limited purposes.

2.7.2 Committee Function

4/9/2006 1 8431

Board Committees are to help the board to do its job, not to help the CEO do jobs that have been delegated.

Note: This policy applies only to Committees that are formed by board action, whether or not the Committee include non-board members. It does not apply to committees formed under the authority of the CEO.

2.8 Cost of Governance

4/9/2006 1 8440

The board will determine an annual budget for its own direct expenses associated with work done by the full board and any of its associated standing or ad hoc committees.

2.8.1 Direct Expenses

4/9/2006 1 8449

Direct expenses are defined as the costs associated with making governance decisions e.g. meeting costs, board members' expense reimbursement, external room hire, refreshments, legal advice, governance consultant fees, audit and other third-party monitoring of performance, ownership linkage mechanisms and orientation, training and education of board members.

2.8.2 Expense Reimbursement

4/9/2006 1 8458

Board members will be reimbursed proportionally for actual reasonable travel expenses to attend meetings, including incremental hotel room nights necessary to attend the summer board meeting, to an organizational total not to exceed \$7000 in 2006.

2.8.3 Chair Responsibilities

4/9/2006 1 8467

The Chair is responsible for proposing and maintaining the agreed annual work plan and budget for governance work to be undertaken by the full board and any of its associated standing or ad hoc Committees.

2.9 Linkage with Ownership

4/9/2006 1 8476

The board governs The International Policy Governance Association in the interests of its moral ownership – everyone who is committed to the integrity of Policy Governance implementation. The board is committed to actively linking with its ownership to provide for accountability and to inform its policies.

Within reasonable cost constraints, the board's linkage will include, but is not limited to:

2.9.1 Member Input

4/9/2006 1 8485

Seeking members' and potential members' values on what the Association should achieve and the limitations within which they should be accomplished.

2.9.2 Informing Membership

4/9/2006 1 8494

Establishing mechanisms for informing members and potential members about the board's governance work.

Rev Date : Rev No : Ref No :
4/9/2006 1 8026

2.10 Governance Evaluation

The board will monitor and regularly discuss its own process and performance, including a comparison of board activity and discipline with its Governance Process and Board-Executive Authority policies at each of its meetings. A member of the board will be charged at each meeting with the responsibility of commenting on the board's compliance with its own policies.

Rev Date : Rev No : Ref No :
4/9/2006 1 8035

2.10.1 Annual Evaluation Process

The board will annually evaluate its own compliance with each G and C policy. To maximize the use of face to face meeting time for Ends-related work, the board will use an e-mail dialogue format for this self-evaluation. The process shall be coordinated by the board Chair.

Rev Date : Rev No : Ref No :
4/9/2006 1 8044

2.11 Linkage with Authoritative Source

The Board recognizes that in order to protect the integrity of the Policy Governance® model, there is a need for a recognized Authoritative Source as to what Policy Governance is and is not. The board commits to maintaining a regular connection with the Authoritative Source.

Rev Date : Rev No : Ref No :
4/9/2006 1 8053

2.11.1 Recognition of Authoritative Source

The board recognizes Dr. John Carver, creator of the Policy Governance® model, and Miriam Carver, Dr. Carver's fellow master-teacher, as the Authoritative Source.

Rev Date : Rev No : Ref No :
4/9/2006 1 8062

2.11.2 Authoritative Source Succession

The board recognizes that John and Miriam Carver have the exclusive right to designate an alternative Authoritative Source for the future.

Rev Date : Rev No : Ref No :
4/9/2006 1 8071

2.11.3 Registered Mark

The board recognizes the ® designation as a protection intended to maintain the integrity of the model, belonging to the Authoritative Source.

Rev Date : Rev No : Ref No :
4/9/2006 1 8080

2.11.4 Support of Model Integrity

The board commits itself to supporting the integrity of the model as described by the Authoritative Source.

Rev Date : Rev No : Ref No :
4/9/2006 1 8089

2.11.5 Authoritative Source Dialogue

The board commits to engaging in ongoing in-person dialogue with the Authoritative Source at least annually.

Rev Date : Rev No : Ref No :
4/9/2006 1 8098

2.11.5.1 Dialogue Content

Dialogue will include issues and challenges related to maintaining model integrity and related matters, as well as the IPGA's relationship with the Authoritative Source and mutual exploration of issues relevant to IPGA Ends development.

Rev Date : Rev No : Ref No :
4/9/2006 1 8107

2.11.5.2 Schedule of Dialogue

Time will be arranged annually in conjunction with the IPGA Conference for this dialogue.

2.11.5.3 Additional Communication

The board will be open to additional communication either in person or via email or teleconference, as required, at the request of the Authoritative Source, or at the board's initiation.

Rev Date : 4/9/2006
Rev No : 1
Ref No : 8116

2.12 AGM Procedures

The board will follow procedures that provide for meaningful involvement of the membership in the Annual General Meeting.

Rev Date : 5/31/2006
Rev No : 1
Ref No : 24786

2.12.1 Annual report and Minutes

The annual report and minutes of the previous Annual General Meeting will be distributed to members at least 4 weeks in advance of the AGM.

Rev Date : 3/12/2007
Rev No : 1
Ref No : 24787

2.12.2 Presentation and Questions

The Annual Report, including financial statements, shall be presented to the members at the AGM for information, and members shall have opportunity to ask questions.

Rev Date : 3/12/2007
Rev No : 1
Ref No : 24788

2.12.3 Candidate Identification

Candidates for election shall be provided with an identifying ribbon or similar method of identification during the conference, to allow members to have opportunity to meet them prior to the AGM.

Rev Date : 3/12/2007
Rev No : 1
Ref No : 24789

2.12.4 Candidate Presentations

Each candidate for election shall be provided with up to three minutes to address the meeting prior to casting of ballots.

Rev Date : 3/12/2007
Rev No : 1
Ref No : 24790

2.12.5 Number of Votes

Members may vote for no more than the total number of vacant positions; a ballot voting for fewer than the total number of positions is valid.

Rev Date : 3/12/2007
Rev No : 1
Ref No : 24791

2.12.6 Proxy Votes

Proxy votes will be accepted on the written authorization of the full member giving the proxy. This authorization must be delivered to the CEO of the IPGA by mail, fax, e-mail, or in person no later than midnight of the day preceding the Annual General Meeting.

Rev Date : 3/12/2007
Rev No : 1
Ref No : 24792

2.12.7 Scrutineers

Two scrutineers shall be appointed. The scrutineers shall be provided with a list of all members eligible to vote according to the Bylaws. The scrutineers shall distribute and collect the ballots, maintaining a record of ballots distributed and collected.

Rev Date : 3/12/2007
Rev No : 1
Ref No : 24793

2.12.8 Tie Vote

In case of a tie, reballoting will be undertaken for the plurality.

Rev Date : 3/12/2007
Rev No : 1
Ref No : 24794

2.12.9 Vote Results

9. The scrutineers shall count the ballots and provide to the presiding officer a record of:
- Total votes cast
 - Total proxy votes cast
 - Total ballots cast
 - Ballots spoiled
 - The successful candidates

3 Board - CEO Relationship

The board's official connection to the operational organization, its achievements and conduct will be through a CEO, titled Chief Executive Officer.

3.1 Delegation of Executive Authority

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. All board authority delegated to the CEO is delegated by the board as a whole.

3.1.1 Board Direction to the CEO

The board will direct the CEO to achieve specified results or Ends. The board will limit the latitude the CEO may exercise in organizational practices, methods, conduct and other "means" to the ends through establishment of Executive Limitations policies. Together these results and limitations constitute the CEO's mandate.

3.1.2 CEO Authority

As long as the CEO uses any reasonable interpretation of his/her mandate from the board, the CEO is authorized to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities within that mandate.

3.1.3 Board - CEO Domains

The board may change its Ends and Executive Limitations policies, thereby shifting the boundary between board and Executive domains. By so doing, the board changes the latitude of choice given to the CEO. But so long as any particular delegation is in place, the board and its members will respect and support the CEO's choices.

3.2 Monitoring Executive Performance

Monitoring executive performance is synonymous with monitoring the Association's performance against board policies on Ends and Executive Limitations. Any evaluation of executive performance, formal or informal, may be derived only from these monitoring data.

3.2.1 Purpose of Monitoring

The purpose of monitoring is simply to determine the degree to which board policies are being fulfilled. Information, which does not do this, will not be considered to be monitoring. Monitoring will be as automatic as possible, using a minimum of board time so that meetings can be used to create the future rather than to review the past.

3.2.1.1 Report Distribution

Reports will be circulated electronically by the CEO to all board members by the end of each month in which they are due. All board members will confirm receipt and notify the Chair of any issues, which they believe prevent full board acceptance within two weeks. Upon notification of any non-acceptance issues the Chair will propose appropriate and timely board action for the whole board's approval.

3.2.2 Policy Monitoring

A given policy may be monitored in one or more of three ways:

- Internal report: disclosure of policy interpretations and compliance information to the board from the CEO
- External report: discovery of compliance information by a disinterested, external auditor, inspector or judge who is selected by and reports directly to the board. Such reports must assess executive performance only against policies of the board, not those of the external party, unless the board has previously indicated that party's opinion to be the standard.
- Direct board inspection: discovery of compliance information by a board member, a committee or the board as a whole. This is a board inspection of documents, activities or circumstances directed by the board that allows a "prudent person" test of policy compliance.

3.2.3 Monitoring Frequency

Upon the choice of the board, any policy can be monitored by any method at any time. For regular monitoring, however, each Ends and Executive Limitations policy will be classified by the board according to frequency and method.

3.2.4 CEO Evaluation

The board will formally evaluate CEO performance against the monitoring data every year.

3.2.5 Non Compliance Remediation

Action that is not compliant with a reasonable interpretation of board policies will be subject to a remedial process agreed by the full board.

3.2.6 Monitoring Schedule

See the attached yearly monitoring schedule.

3.3 Executive Compensation

The CEO will be an independent contractor, not an employee. CEO compensation will be decided by the board as a body and based on organizational performance.

3.3.1 Organizational Performance

Organizational performance will be only that performance revealed by the monitoring system to be directly related to criteria given by the board in policy.

3.3.2 Compensation

Compensation will cover contractually arranged fees, retention of incidental benefits as specified in the contract and additional sums based on conference attendance goals.

3.3.3 Compensation Aims

Recognizing that IPGA is still a new organization, the aim of compensation is to provide a reasonable fee to the CEO, including placing a portion of the CEO's compensation at risk by tying it to Ends achievement and compliance with Executive Limitations policies, while at the same time not putting the organization in a position of financial risk.

Rev Date : Rev No : Ref No :
4/9/2006 1 8656

3.3.4 Annual Compensation Assessment

The Board will reassess the CEO's compensation annually in light of organizational financial capacity.

Rev Date : Rev No : Ref No :
4/9/2006 1 8665

3.3.5 Additional Compensation

The Board will annually determine the amount of additional compensation to be granted, based on performance, as established by Board Resolution.

Rev Date : Rev No : Ref No :
4/9/2006 1 8674

4 Executive Limitations

The CEO shall not cause or allow any Association practice, activity, decision or organizational circumstance which is either imprudent, illegal, or in violation of the Association's bylaws or commonly accepted business and professional ethics.

Rev Date : Rev No : Ref No :
4/9/2006 1 8683

4.1 Emergency Executive Succession

In order to protect the board from sudden loss of Executive services, the CEO shall not fail to keep the board Chair or at least one other board member familiar with the issues and processes pertaining to his/her function.

Rev Date : Rev No : Ref No :
4/9/2006 1 8692

4.2 Protection of Assets

Shall not fail to ensure that the Association's assets are protected and adequately maintained.

Further, and without limiting the scope of the foregoing by this enumeration, the CEO:

Rev Date : Rev No : Ref No :
4/9/2006 1 8701

4.2.1 Insurance

Shall not fail to insure the Association against theft and casualty losses to at least 80 percent of replacement value and against liability losses to board members, employees or the Association itself in an amount less than the average for comparable Associations.

Rev Date : Rev No : Ref No :
4/9/2006 1 8710

4.2.2 Maintenance of Assets

Shall not allow facilities and equipment to improper wear and tear or insufficient maintenance.

Rev Date : Rev No : Ref No :
4/9/2006 1 8719

4.2.3 Exposure to Liability Claims

Shall not allow the Association, its board or persons engaged in activities on behalf of the Association to be unnecessarily exposed to claims of liability

Rev Date : Rev No : Ref No :
4/9/2006 1 8728

4.2.4 Purchase Limits

Shall not make any single purchase:

Rev Date : Rev No : Ref No :
4/9/2006 1 8737

4.2.4.1 Conflict of Interest Protection

wherein normally prudent protection has not been given against conflict of interest

Rev Date : Rev No : Ref No :
4/9/2006 1 8746

4.2.4.2 Comparative Price Limits

of over \$1,000 US without having obtained comparative prices and quality

4.2.5 Controls on Funds

4/9/2006 1 8755

Shall not receive, process or disburse funds under controls that are insufficient to meet the board-appointed auditor's standards

4.2.6 Document Safekeeping

4/9/2006 1 8764

Shall not fail to ensure safekeeping of the Association's securities and documents.

4.2.7 Intellectual Property Protection

4/9/2006 1 8773

Fail to protect the Association's intellectual property.

4.2.8 Credibility & Public Image

4/9/2006 1 8782

Allow the Association's public image or credibility to be endangered, particularly in a manner that would hinder the accomplishment of its Ends.

4.2.8.1 Model-Consistent Presentations

3/6/2007 1 25341

Accept at IPGA-sponsored events presentations about the Policy Governance model that deviate from model-consistency, or that could reasonably be anticipated to lack credibility, other than (1) presentations about the use of the model where there is clear acknowledgement that the application of principles is still in progress and (2) presentations specifically identified as deliberate model critiques.

4.3 Financial Planning

5/5/2006 1 8791

The CEO shall not permit financial planning that risks fiscal jeopardy, allocates funds inconsistently with Board-stated Ends priorities, or is not derived from a multi-year plan.

Further, without limiting the scope of the above statement by the following list, the CEO:

4.3.1 Credible Projections

5/5/2006 1 8800

Shall not permit budgeting that omits credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions.

4.3.2 Expenditure of Funds

5/5/2006 1 8809

Shall not permit budgeting that plans the expenditures in any fiscal year of more funds than are conservatively projected to be received in that period.

4.3.3 Unacceptable Conditions

5/5/2006 1 8818

Shall not permit budgeting that risks incurring those situations or conditions described as unacceptable in the Board policy "Financial Management."

4.3.4 Board Funding

5/5/2006 1 8827

Shall not permit budgeting that provides less than determined annually by the Board for the Board's direct use during the year, such as costs of fiscal audit, Board development, Board and committee meetings, and Board legal fees.

Rev Date : Rev No : Ref No :
5/5/2006 1 8836

4.3.5 Fiscal Soundness

Shall not permit budgeting that endangers the fiscal soundness of future years or ignores the building of organizational capability sufficient to achieve ends in future years.

Rev Date : Rev No : Ref No :
4/9/2006 1 8845

4.3.5.1 Future Deficits

Would incur a deficit in future years.

Rev Date : Rev No : Ref No :
4/9/2006 1 8854

4.3.5.2 Reserves

Does not provide for building of a prudent level of Association reserves.

Rev Date : Rev No : Ref No :
4/9/2006 1 8863

4.4 Financial Management

The CEO shall not fail to ensure that the Association's funds are prudently managed.

Further, and without limiting the scope of the foregoing by this enumeration, the CEO:

Rev Date : Rev No : Ref No :
4/9/2006 1 8872

4.4.1 Asset - Liability Ratio

Shall not fail to maintain at least a 1:1 current ratio between assets and liabilities.

Rev Date : Rev No : Ref No :
4/9/2006 1 8881

4.4.2 Debt Limitations

Shall not indebt the Association in an amount greater than can be repaid by certain, otherwise unencumbered revenues within 3 months.

Rev Date : Rev No : Ref No :
4/9/2006 1 8890

4.4.3 Debt Settlement

Shall not fail to settle payroll and debts in a timely manner.

Rev Date : Rev No : Ref No :
4/9/2006 1 8899

4.4.4 Government Payments

Shall not fail to make tax payments or other government-ordered payments or filings on time and in an accurate manner

Rev Date : Rev No : Ref No :
4/9/2006 1 8908

4.4.4.1 Government Register

Shall not fail to keep an up-to-date register of required tax payments and other government ordered filings.

Rev Date : Rev No : Ref No :
4/9/2006 1 8917

4.4.5 Pursuit of Receivables

Shall not fail to aggressively pursue receivables after a reasonable grace period.

Rev Date : Rev No : Ref No :
4/9/2006 1 8926

4.4.6 Long Term Reserves

Shall not fail to allocate a minimum of 5 % of yearly gross cash revenue to Long Term Reserves until such time as the amount reaches at least 25% of annual operating expenses. (Effective fiscal year 2006).

Rev Date : Rev No : Ref No :
4/9/2006 1 8935

4.4.7 Purchase Limits

Shall not enter into any purchase commitments greater than \$5000 US.

Rev Date : Rev No : Ref No :
4/9/2006 1 8944

4.4.8 Borrowing Limits

Shall not borrow money on the credit of the Association, limit or increase the amount or amounts to be borrowed, or determine or alter security arrangements.

Rev Date : Rev No : Ref No :
4/9/2006 1 8953

4.4.9 Expense Cheques

Shall not issue expense cheques to her/himself without the signature of a board-approved signatory who has been provided with appropriate documentation of reasonable and normal business expenses and receipts.

Rev Date : Rev No : Ref No :
4/9/2006 1 8962

4.5 Communication & Advice to the Board

With respect to providing information and counsel to the board, the CEO may not permit the board to be uninformed.

Further, and without limiting the scope of the foregoing by this enumeration, the CEO:

Rev Date : Rev No : Ref No :
4/9/2006 1 8971

4.5.1 Material News

Shall not let the board be unaware of anticipated adverse media coverage or anticipated material external and internal changes

Rev Date : Rev No : Ref No :
4/9/2006 1 8980

4.5.2 Monitoring Data

Shall not fail to submit any required monitoring data (see policy on Monitoring Executive Performance) in a timely, accurate and understandable fashion, directly addressing provisions of the board policies being monitored.

Rev Date : Rev No : Ref No :
4/9/2006 1 8989

4.5.3 Board Policy Compliance

Shall not fail to advise the board if, in their opinion, the board is not in compliance with its own policies on Governance Process and Board-CEO Relationship.

Rev Date : Rev No : Ref No :
4/9/2006 1 8998

4.5.4 Board Information Support

Shall not fail to provide for the board adequate internal and external points of view, issues and options as needed for fully informed board choices relating to the operation of the Association.

Rev Date : Rev No : Ref No :
4/9/2006 1 9007

4.5.5 Information Criteria

Shall not present information in unnecessarily complex or lengthy form or in a form that fails to differentiate between monitoring, decision-making, and general background information.

Rev Date : Rev No : Ref No :
4/9/2006 1 9016

4.5.6 Board Information Exceptions

Shall not 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

Rev Date : Rev No : Ref No :
4/9/2006 1 9025

4.5.7 Non-Compliance Reporting

Shall not fail to report in a timely manner an actual or anticipated non-compliance with any policy of the board and provide an explanation for such non-compliance

Rev Date : Rev No : Ref No :
4/9/2006 1 9034

4.5.8 Integrity of Communications

Shall not edit board or board committee communications unless requested or approved by the author.

Rev Date : Rev No : Ref No :
4/9/2006 1 9043

4.5.9 Board Admin Support

Shall not fail to provide reasonable administrative support for board functions.

Rev Date : Rev No : Ref No :
4/9/2006 1 9052

4.5.9.1 Member Term Roster

Shall not fail to maintain a current roster of board member terms.

Rev Date : Rev No : Ref No :
4/9/2006 1 9061

4.6 Treatment of Volunteers and Contract Workers

With respect to the treatment of volunteers and contractors, the CEO will not cause or allow conditions that are unfair, undignified, unsafe, disorganized or unclear.

Further, and without limiting the scope of the foregoing by this enumeration, the CEO:

Rev Date : Rev No : Ref No :
4/9/2006 1 9070

4.6.1 Concern Presentation

Shall not prevent volunteers from presenting concerns to the board

Rev Date : Rev No : Ref No :
4/9/2006 1 9079

4.6.2 Employment

Shall not establish an employee/employer relationship with IPGA as the employer.

Rev Date : Rev No : Ref No :
4/9/2006 1 9088

4.7 Management & Treatment of Membership

With respect to the management and treatment of members, the CEO shall not cause or allow actions or decisions that are unfair, unnecessarily intrusive, that fail to provide appropriate confidentiality, or that fail to provide timely information.

Further, and without limiting the scope of the foregoing by this enumeration, the CEO:

Rev Date : Rev No : Ref No :
1/18/2007 2 21365

4.7.1 Promotional Discounts

May not change membership fees with the exception of one-time promotional discounts that may be used to introduce IPGA to new members.

Rev Date : Rev No : Ref No :
4/9/2006 1 9106

4.7.2 Membership Applications

Shall not fail to provide fair, equitable and timely processing of membership applications.

4.7.3 Member Communications

Shall not fail to ensure that current members receive adequate and timely communications about membership events, benefits and services.

4.7.4 Member Information Protection

Shall not use methods of collecting, reviewing, transmitting or storing member information that fail to protect against improper access to, use of , or disposal of the information elicited.

4.7.4.1 Sale of Membership List

Shall not sell the membership list.

4.7.5 Member Concerns

Shall not fail to ensure that member concerns are responded to fairly, consistently, respectfully and in a timely manner.

4.7.6 Fair Consultant Referrals

Shall not fail to deal with requests for consultant services in an open and responsible manner that is fair to both the membership and the requestor.

4.7.6.1 Referral Service Limits

Shall not portray IPGA referral services as IPGA recommendations.

4.7.6.2 Member Referral Inclusion

Shall not exclude any IPGA member who is also a Policy Governance Academy graduate from the opportunity to be considered by a potential client who requests referral information from IPGA.