

This Governing Policies Manual contains the current standing (ongoing) performance standards, values, and expectations of the Board of Directors of PSIA-AASI-NI (the “Board”).

Table of Contents

Introduction

Category I: Ends / Priority Results

- Policy 1.0 Broadest End: Circumstances Enhance Members’ Success as Professional Instructors
- 1.1 Overarching Philosophy: Stakeholder perspective and input is integral to the decision-making process.
 - 1.2 Members Have Skills and Resources that Enhance Their Success as Professional Instructors.
 - 1.3 PSIA-AASI Credentials, Notably Certifications, are Recognized as the Industry’s Premier Standards of Competence in the United States by Members and Public
 - 1.4 Divisions Benefit from Available Resources and Economies of Scale that Enhance Their Operations.
 - 1.5 Members Enjoy and Benefit from Participation in a Professional Community
 - 1.6 For Whom the PSIA-AASI-NI Division Exists.
 - 1.7 For What Purpose PSIA-AASI-NI Exists.
 - 1.8 At What Cost.

Category II: Board Process

- Policy 2.0 Governance Purpose/Commitment
- 2.1 Governing Style and Values
 - 2.2 Board Job Products
 - 2.3 Board Work Plan and Agenda Preparation
 - 2.4 Member Input to Governance
 - 2.5 Board President’s Role and Authority
 - 2.6 Other Board Officer Roles and Authority
 - 2.7 Board Members’ Code of Conduct
 - 2.8 Board Members’ Individual Responsibilities
 - 2.9 Board Committee Principles
 - 2.10 Board Committee Structure
 - 2.11 Officer Elections
 - 2.12 Budgeting for Board Prerogatives
 - 2.13 Investment Policy
 - 2.14 Selection of Awards Recipients
 - 2.15 Chief of Administration (Executive Administrator – CoA or EA) Compensation Policy
 - 2.16 National Member Code of Conduct and Disciplinary Process

Category III: Management Parameters

- Policy 3.0 General Management Constraint
- 3.1 Treatment of Members
 - 3.2 Treatment of Staff

- 3.3 Financial Condition and Activities
- 3.4 Asset Protection
- 3.5 Financial Planning and Budgeting
- 3.6 Compensation and Benefits
- 3.7 Emergency CoA Succession
- 3.8 Board Awareness and Support
- 3.9 Corporate Partnerships

Category IV: Board-Management Delegation

- Policy 4.0 Board/Management Connection
- 4.1 Unity of Control
- 4.2 Accountability of the CoA
- 4.3 Delegation to the CoA
- 4.4 Monitoring CEO Performance PSIA/AASI Board of Directors Governing Policy
- 4.5 Delegation to the Division Chairs

Introduction

This Governing Policies Manual contains the current standing (ongoing) performance standards, values, and expectations of the Board of Directors of PSIA-AASI-NI (the “Board”).

1. Purpose: This Manual is designed to help the Board approach decisions from the perspective of its own, previously established standards, values and expectations by:
 - A. Elevating efficiency by having all ongoing Board policies in one place.
 - B. Quickly orienting new Board members to current policies.
 - C. Eliminating redundant or conflicting policies.
 - D. Having greater ease of reviewing current policy when considering new issues.
 - E. Providing clear, proactive policies to guide the CoA and staff, as well as Board officers, members and committees.
2. Consistency: The Board will ensure that each policy in this document is 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 (approving minutes, electing an officer, etc.), which are recorded in Board meeting minutes, all standing Board policies shall be included or referred to in this document. The CoA is responsible for developing operational and administrative policies and procedures that are consistent with the standards set forth in this Manual.
3. Transition: Unless a prior Board resolution or contract obligates the organization with regard to a specific matter, these updated standards supersede previous Board resolutions. If an actual or apparent conflict arises between this Manual and other policies or Board resolutions, the matter shall be brought to the Board’s attention for resolution.
4. Changes: The Board will regularly review these policies and, as appropriate, refine them. Proposed revisions may be submitted for Board consideration, by any Board member or by the CoA. Whenever changes are adopted, the updated document should be dated and promptly disseminated to the Board and CoA.
5. Specificity: Each new policy will be drafted to fit into the appropriate section of the Manual. For consistency, policies should be drafted starting with the broadest policy statement, then adding specificity down to the level of detail that the Board finds appropriate/necessary for Board action. The Board will afford discretion for implementation (allowing reasonable interpretation) when delegating further decisions to the Board President, Board Committees or the CoA.

Policy 1.0 [ORGANIZATIONAL RESULTS]

Ends/Priority Results

Date of adoption / Last revision: June 13, 2020

1.0 Broadest End:

PSIA-AASI-NI exists so that members enjoy circumstances that enhance their success as professional instructors. These ends will be achieved at a level that justifies the resources invested.

Priority Results:

1.1. PSIA-AASI-NI and PSIA-AASI strategic goals align

1.2. Members experience relevant and meaningful professional development

- A. Members have access to, and use, evolving resources and educational content
- B. Members received expanded professional benefits

1.3. Members, the industry, and the public recognize and value PSIA-AASI-NI membership, education, training, and credentials as a leading standard

- A. Standards evolve and are applied with consistency
- B. The public values PSIA-AASI instruction and guest experience
- C. Snowsports school directors and resort management benefit from credentials, competence, and the skill set instructors gain through PSIA-AASI

1.4. PSIA-AASI-NI uses available resources and economies of scale

- A. Revenue streams allow creation of resources
- B. Common systems, tools, and back office efficiencies are developed and implemented
- C. Communication tools and messaging are shared

1.5. Members benefit from participating in a diverse professional community

- A. PSIA-AASI-NI and PSIA-AASI programs and services complement each other
- B. Professional networking and mentoring provides inspiration and personal fulfillment
- C. Members identify as part of the profession regionally, nationally, globally

1.6. For whom the PSIA-AASI-NI Division exists: The Board of Directors (the Board) has determined six (6) category members: registered, certified, lifetime, alumni, honorary, affiliate. Individuals who meet the requirements under the following membership categories are members of both the divisional and national association. Members may participate in the following disciplines: Adaptive, Alpine, Nordic, Snowboard, Children, Senior and Freestyle. To maintain membership in good standing from year to year, the member must pay required dues to each association, adhere to the member Code of Conduct and follow all requirements based on category membership they hold

1.6.1. A Registered Member is an individual who is a member in good standing of both the national and divisional associations but is not certified by a PSIA-AASI division. A Registered Member shall not be eligible to vote, nor hold office within the Association.

1.6.2. A Certified Member is any individual who has been certified by PSIA-AASI, is in good standing with PSIA-AASI-NI and is maintaining required continuing education units. A Certified Level I, Certified Level II, Certified Level III and who is in good standing in such divisional association shall be eligible for membership as a Certified Member of the Association. Certified Members have the right to vote and are eligible to serve as Directors.

1.6.2.1 An Inactive Member is any PSIA-AASI-NI Certified Member who is temporarily not active but wishes to remain affiliated with PSIA-AASI-NI and keep their certification. Inactive status may be granted to a member for a period not to exceed two (2), four year terms (a total of 8 years). Inactive members are required to maintain 12 CEUs during each four-year term. An inactive member may request reinstatement as an active member by contacting the administrative leader and adhering to the inactive or reinstatement policy as outlined in the policies section TBD.

1.6.3 Certified Lifetime Members must be approved by both the PSIA-AASI-NI and National Board of Directors. Any Certified, or Alumni member may be recommended for lifetime membership by the PSIA-AASI-NI Board through its National Board Representative. Board approval will be based upon the nationwide lifetime membership policy as outline in these policies. Certified Lifetime members have the right to vote and hold office within the Association but are not required to maintain continuing education units.

1.6.4 Alumni members are PSIA-AASI-NI Certified members who no longer wish to maintain their certification, but desire to remain affiliated with PSIA-AASI and PSIA-AASI-NI. Members in this category must have been a member of PSIA-AASI for ten (10) years. Alumni members are not required to maintain continuing education units; however, they may attend events. Alumni Members are not eligible to vote nor to hold office within the Association.

1.6.5 Honorary membership may be granted by the Board to any person who has served PSIA-AASI-NI in an extraordinary capacity but is not presently a member of the Association. Honorary members have no continuing educational units obligations, and are not eligible to vote, hold office within the Association, and are not eligible to obtain or maintain certification.

1.6.6 An Affiliate member is any person or corporation interested in supporting and promoting snowsports, instruction, and the professional snowsports instructor. Affiliate members are not eligible to vote or to hold office within the Association and are not eligible to obtain or maintain certifications.

1.7. For what purpose PSIA-AASI-NI exists.

- A. PSIA-AASI-NI exists to create lifelong adventures through education.
- B. In achieving this purpose, PSIA-AASI-NI will promote, educate, and certify members.

1.8. At what cost.

- A. PSIA-AASI-NI will achieve results for its members worth the cost of dues established by the Board.
- B. At a cost-efficiency similar to other divisions.

Policy 2.0 [BOARD PROCESS]

Governance Purpose/Commitment

Date of adoption / Last revision: June 13, 2020

The purpose of the Northern Intermountain Division Board of Directors of the Professional Ski Instructors of America (PSIA) and the American Association of Snowboard Instructors (AASI), on behalf of the membership is to ensure that PSIA-AASI-NI:

1. Achieves appropriate results for or on behalf of the membership (as specified in Board Ends policies) at an optimal cost and
2. Avoids unacceptable actions and situations.

Policy 2.1 [BOARD PROCESS]
Governing Philosophy and Values

Date of adoption / Last revision: June 13, 2020

The Board will govern lawfully, using Policy Governance®¹ principles, with an emphasis on: (a) integrity and truthfulness in all of its activities and practices, (b) outward vision, (c) encouragement of diversity in viewpoints, (d) strategic leadership more than administrative detail, (e) clear distinction of Board and staff roles, (f) collective decisions, and (g) a focus on the future.

Accordingly:

1. The Board will cultivate a sense of group responsibility. The Board, not the staff, is responsible for Board performance. The Board will lead PSIA-AASI-NI by proactively setting performance expectations for itself and for the operating organization.
2. The Board will use Board members' expertise to enhance its understanding of issues, but will not simply defer to that expertise as the judgment of the entire Board.
3. The Board will set performance standards and expectations for the Association through the careful articulation of written policies. The Board's primary focus will be on the achievement of intended long-term impacts for and on behalf of the membership, not on the administrative/operational means of attaining those results.
4. The Board will establish and adhere to its own performance expectations pertaining to matters such as attendance, meeting preparation and participation, policy-making, respect of roles, speaking to management, the membership, and the public with one voice, and continually building the capability and reputation of the Board as an effective leadership team.
 - A. Continual Board development will include periodic discussion of its own performance, and orientation of new Board members, upon appointment, in the Board's governance process and these policies.
 - B. Orientation for new Board members will include three primary components:
 - I. Governance process: The Board VP (Chair of Governance and Leadership Development Committee, can also utilize the CoA) will ensure provision of training including the governance principles underlying this document, and review of PSIA-AASI-NI Bylaws and these policies, with particular emphasis on the Board Members' Code of Conduct policy.
 - II. Current strategic issues: The Governance and Leadership Development Committee and the CoA will provide overview and background information on significant issues being addressed and likely to be decided upon early in the new Board member's tenure.
 - III. Operational overview: The CoA will help new Board members achieve a general understanding of PSIA-AASI-NI operating organization (financials, key personnel, key products/programs/services, FAQs, etc.).

¹ Policy Governance is a registered service mark of Dr. John Carver, representing an integrated set of governance principles that provide for systematic role clarity and organizational accountability. Authoritative website: www.policygovernance.com

5. Although the Board may change these governing policies at any time, it will diligently observe those currently in effect.

6. All on-going policies of the Board are contained in this document, and they remain in effect, unless amended or deleted by Board action.

7. The Board will be accountable to PSIA-AASI-NI membership for competent, conscientious, and effective fulfillment of its governance obligations. The Board will not allow any officer, individual or Board Committee to be an obstacle to this commitment.

8. The Board reaffirms that PSIA-AASI-NI is an education association dedicated to the profession of snowsports teaching and coaching, and it does not involve itself in the employee/employer relationship (e.g. agreements between our members and their employers.)

9. The Board will regularly evaluate and strive to improve its performance. Self-assessment will compare Board activity and discipline to the standards set forth in these Board Process and Board-Management Delegation policies.

10. The Board's activities will be open and accessible to reasonable scrutiny by the membership, with the exception of personnel or other matters of a sensitive nature.

11. The Board will not allow the organization, in its hiring and other activities, to discriminate on the basis of race, religion or creed, national origin or ancestry, citizenship, sex, age, physical or mental disability, genetic information, political affiliation, sexual orientation, or marital, parental, or military status.

Policy 2.2 [BOARD PROCESS]

Board Job Products

Date of adoption / Last revision: June 13, 2020

On behalf of PSIA-AASI-NI membership, the Board's job is to define and ensure appropriate organizational performance. The Board's specific job products are unique to its trusteeship role and necessary for proper governance and management.

To fulfill this role, the Board will perform three pivotal governance functions:

Linkage: Connect the interests of PSIA-AASI-NI membership with operational performance.

- A. **Needs Assessment:** The Board will assess needs and trends affecting the membership as they relate to PSIA-AASI-NI activities and scope of influence, and will develop and maintain Ends policies identifying and prioritizing intended organizational outcomes to address those needs.
- B. **Advocacy:** The Board will inform the members of the Association's achievements on their behalf and of its expected future results.

Performance Standards: The Board will maintain written performance standards, as set forth in these governing policies, addressing the broadest, and as appropriate, more defined levels of organizational decisions and situations.

- A. **Ends:** Strategic directives/results priorities pertaining to organizational impacts, benefits, outcomes, recipients, and their relative worth (what results, for which recipients, at what cost/priority).
- B. **Management Parameters:** Constraints on executive authority defining the boundaries of prudence and ethics within which all executive activity and decisions must take place.
- C. **Board Process:** Specification of how the Board defines, carries out, and assesses its own work.
- D. **Board/Management Delegation:** How authority is delegated to management, and its proper use monitored; the CoA role, authority and accountability.

Assurance of Organizational Performance: The Board will ensure Ends fulfillment, financial solvency and organizational integrity by holding itself accountable for effective governance as defined in these policies, and holding the CoA accountable for successful achievement of Ends and adherence to Management Parameters.

In addition, the Board maintains direct responsibility for:

- A. **Determinations regarding membership dues and late fees.**
 - I. Consistent with the policy agreed to by PSIA-AASI-NI and ASEA regarding dues increases, dues increases will normally not exceed three percent (3%) Annually. PSIA-AASI-NI will timely notify and collaborate with the ASEA regarding implementation of any increase.
- B. **Determinations regarding the recipients of PSIA-AASI-NI Appreciation and Recognition Awards.**
- C. **Decisions outside the boundaries of authority delegated to the CoA (as proscribed in Management Parameters policies).**

Policy 2.3 [BOARD PROCESS]

Board Work Plan and Agenda Preparation

Date of adoption / Last revision: June 13, 2020

To fulfill its role, the Board will prepare and follow an annual work plan that: (1) re-explores Ends policies and (2) continually improves Board performance through Board education, interactions with staff, customers, members, and outside experts.

Accordingly:

1. Annual Cycle: The Board's annual planning cycle will conclude each year at its Spring meeting, so that administrative planning and budgeting for the next fiscal year can be focused on addressing both long and short-term Ends.
2. Work Plan Development: At its Spring meeting, the Board will also begin development of its work plan for the next year. At that time, the President will prepare and present for the Board's consideration and approval a suggested work plan for the following year's meetings. Considerations should include:
 - A. Board Education: Identification of topics that will elevate the Board's understanding, primarily of external issues and trends that impact Ends, and to a lesser extent key areas of operations.
 - B. Orientation/Training for New Board Members.
 - C. Membership Linkage: How the Board will connect with PSIA-AASI-NI membership (e.g., through surveys, focus groups, presentations at events, and other methods of gaining membership input).
 - D. Policy Review: How the Board will systematically review all of its policies, with emphasis on Ends over the course of the year, (e.g., by priority, by topic, or by an emphasis of the Board's choosing).
 - E. Assessment/Evaluation of CoA Performance: Reviewing the schedule of planned monitoring activities to assure performance on Ends and Management Parameters policies.
 - F. Self-Assessment: Methods and timeline for periodic and objective evaluation of how well the Board is fulfilling its role (i.e., in accordance with its Board Process and Board/Management Delegation policies) and open discussion of how the Board's performance can be improved.
 - G. Meeting Schedule: Update/reassess the multiple-year planning calendar for Board meetings to maximize Board member attendance and participation.
3. Meeting Agendas: The President will determine the agenda for any particular meeting, although Board members and the CoA may request or recommend any appropriate matters for Board consideration.
 - A. A Board member or the CoA may recommend or request a matter for Board discussion by submitting the item to the President at least 10 days prior to the regularly scheduled Board meeting.
 - B. To ensure Board member preparation and informed participation, meeting agendas and packets are to be received by Board members at least 5 days prior to the scheduled Board meeting.
 - C. By an affirmative vote of a majority of those present, additional matters may be added to the agenda of any regular Board meeting.
 - D. Proposals may be submitted by a board member or the CoA to the Board President and The Chair of the Governance and Leadership Committee (Board VP). Proposals should be submitted in sufficient time for the committee's consideration and inclusion in the board agenda, although by

vote of the board the time requirement may be suspended. Proposals by a committee of the board shall not require a second. Proposals should reference any applicable bylaws and/or policies.

E. Agendas for Board teleconference meetings shall be emailed to board members the Friday before the call.

4. CoA Monitoring: The Board will act on the CoA's monitoring reports received prior to the meeting, determining by majority vote whether the report:

A. Conveys a reasonable interpretation of the respective policy.

B. Provides reasonable substantiation of compliance with the policy, as interpreted.

5. CoA Annual Compensation Review: Each year, at the Spring meeting, the Board will summarize and review its judgments of monitoring activities (monitoring reports, audits, etc.) received during the last year and will determine any adjustments to CoA's compensation and benefits, to be effective July 1st.

Policy 2.4 [BOARD PROCESS]

Member Input to Governance

Date of adoption / Last revision: June 13, 2020

The Board as a whole represents all members in the governance of PSIA-AASI-NI. As “member-representative,” the Board will commit to hearing from a representative sampling of members.

1. Mechanisms will be designed to hear from a representative sample of all members, not just those who attend and comment at Division meetings and events or through social media.

A. Scientific sampling techniques will be used as appropriate or necessary to assure the best possible reading of member interests.

2. The Board will give member input specific and serious consideration, particularly in the formulation of PSIA-AASI-NI “Ends” policies.

A. The Board’s annual cycle of reviewing and reconsidering Ends will include a plan for garnering and incorporating member input into that process.

B. Seeking and valuing member input will be ongoing, not an intermittent or infrequent process.

Policy 2.5 – BOARD PROCESS

Board President’s Role and Authority

Date of adoption / Last revision: June 13, 2020

As PSIA-AASI-NI chief governance officer, the President’s primary role is to ensure the integrity of the Board’s process, and secondarily to represent the Board to outside parties.

Accordingly:

1. The President’s job is to ensure that the Board acts in a manner consistent with its policies and any requirements legitimately imposed upon it from outside the organization.

- A. Meeting discussion content will include only those issues that clearly (according to Board policy) belong to the Board to decide, consider, or to monitor, or to otherwise inform/educate the Board so it can best fulfill its responsibilities.
- B. Information that is not for monitoring performance, Board education, or Board decisions, will be avoided or minimized and always noted as such.
- C. Deliberation will be fair, open, thorough, timely, orderly, and kept to the point.

2. The President is authorized to make decisions consistent with the Board Process and Board/Management Delegation policies, with the exception of (a) single-handed employment/termination of the CoA, or (b) instances where the Board specifically delegates portions of this authority to others. The President may use any reasonable interpretation of these policies.

- A. The President is empowered to preside at Board meetings with the commonly accepted power of that position, such as ruling and recognizing.
- B. The President has no authority to make decisions within the Board’s Ends and Management Parameters policy areas. Therefore, as the CoA is accountable to the Board as a whole, the President has no singular authority to supervise or direct the CoA.
- C. The President may represent the Board to outside parties in announcing Board-stated positions and in stating decisions and interpretations within the area delegated to the President.

I. The President may delegate this authority but remains accountable for its use.

3. Except where specified otherwise in Bylaws or Board Policies, the President may appoint Board members or others, as appropriate, to serve on Board Committees.

Policy 2.6 [BOARD PROCESS]

Other Board Officer Roles and Authority

Date of adoption / Last revision: February 13, 2019

According to the bylaws, the remaining offices of the Board shall be Vice President, Secretary and Treasurer.

Accordingly:

1. Vice President's Role

- A. In the temporary absence or the inability of the President to carry forth the role and responsibilities of office as described herein, the Vice President shall assume the duties of the President and any other duties the Board may prescribe by official action.

2. Secretary's Role

- A. The Secretary shall maintain, prepare and present copies of the minutes to the Board members within thirty (30) days of the meeting, shall audit and attest to all election procedures, and shall perform other duties as may be authorized and directed by the Board.

3. Treasurer's Role

- A. The Treasurer shall arrange for a regular audit of the organization finances and shall make investment and financial recommendations to the Board. The Treasurer shall have general oversight responsibility of monitoring any financial policies between Board meetings.

Policy 2.7 [BOARD PROCESS]

Board Members' Code of Conduct

Date of adoption / Last revision: June 13, 2020

The Board expects of itself and its members ethical, professional and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members.

Accordingly:

1. Duty of Care: Board members are to discharge their duties honestly and in good faith. Board members shall exercise the degree of care, diligence, and skill that a reasonably prudent person would exercise in similar circumstances. Board members and officers are entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

- A. One or more officers or employees of the corporation whom the Board member or officer reasonably believes to be reliable and competent in the matters presented;
- B. Legal counsel, a public accountant, or another person as to matters the Board member or officer reasonably believes are within such person's professional or expert competence;
- C. In the case of a Board, a committee of the board of directors of which the Board member is not a member if he/she reasonably believes the committee merits confidence. A Board member or officer is not acting in good faith if he/she has knowledge concerning the matter in question that makes such reliance unwarranted.

2. Duty of Loyalty: Board members are to ensure the interests of their respective membership are represented to the board, and should then consider in concert with his/her perspective the interests of PSIA-AASI-NI overall membership, ultimately acting in a manner that furthers the purposes for which the corporation was formed. Board members' ultimate loyalty to the interests of the corporation must also supersede any conflicting loyalties such as to family members, advocacy or interest groups, staff, other organizations or any personal interests as a consumer of PSIA-AASI-NI services.

3. Duty of Obedience: To fulfill their fiduciary duty of obedience, Board members must abide by PSIA-AASI-NI mission and purposes as expressed in the Articles of Incorporation, Bylaws, and these Governing Policies. Vigorous debate around the Board table is expected and encouraged, but Board members are obliged to support the legitimacy and authority of the final determination of the Board on any matter, irrespective of the member's personal position on the issue.

4. Board members must avoid any 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 an issue about which a member has an actual or potential conflict of interest, that member shall disclose the conflict to the Board and absent herself or himself without comment from not only the vote, but also from the deliberation.

i. A conflicting interest exists when the corporation is about to enter into any business transaction directly or indirectly with a Board member or officer and any member of his/her family, or any entity in which she or he has any legal, equitable or fiduciary interest or position, including without limitation as a director, officer, shareholder, partner, beneficiary or trustee, as well as if the Board member or a related party has a beneficial financial interest in the transaction of sufficient significance that it would reasonably be expected to exert an influence on that Board member's judgment if he or she were called upon to vote on the matter. Related parties include the Board member's spouse, parents, children, siblings, siblings of the parent or spouse, and all other persons or entities in which the Director has an interest, partner, agent, or employee, or exerts control or influence, either directly or indirectly.

ii. In case of a dispute regarding the existence of a real or perceived conflict of interest, the Board shall vote as to whether a conflict is present, and the vote of the Board shall be final. The individual with the potential conflict of interest shall not vote.

C. Board members must not use their Board positions to obtain Administrative staff employment for themselves, family members or close associates. Should a Board member apply for Administrative staff employment, he or she must first resign from the Board; should the Board member not receive Administrative staff employment, they would be eligible for reinstatement to the Board. Divisional Education Staff positions are not included in the category of Administrative Staff. Discipline Committee Chair positions are included in the category of Administrative staff.

5. Board members must not attempt to exercise individual authority over the organization.

A. Board members' interactions with the CoA or with staff must recognize the lack of authority vested in individuals except when explicitly stipulated by the Board.

B. Board members' interaction with the media, public or other entities must recognize that Board members are not to speak for the CoA or for the Board, except to repeat explicitly stated Board decisions.

C. Board members will not publicly express individual judgments of the CoA or the performance of individual employees, other than when participating in the Board's monitoring functions.

6. Board members will treat one another and staff members with respect, civility, and transparency.

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

8. Board members will abide by the organization's Policies including its Conflict of Interest, Whistleblower and Document Retention Policy.

9. Board members must demonstrate respect for PSIA-AASI-NI relationships with other industry partners.

10. A Board member aware of credible information that suggests that a Board policy has been violated by the Board, a Board member, or the CoA, has an affirmative obligation to bring the concern to the Board President. If the President is the subject of the concern, it should be brought to the Vice President.

11. If a Board member is alleged to have violated this Code of Conduct:

- A. The President (or Vice President, if the President is the subject of the concern) will have an informal discussion with the individual whose action(s) are questioned. If this is not successful in resolving the concern, then:
- B. The President/ or Vice President will put the issue on the agenda for closed session. The respondent Board member will be allowed to present his or her views prior to the Board determining whether or not the action violated this Code of Conduct.
- C. A Board Member found by the Board (by majority vote) to have violated this Code of Conduct may be subject to subsequent censure or other Board action, as long as consistent with the Bylaws.

12. All Board members are required to sign an acknowledgement of this policy annually.

Policy 2.8 [BOARD PROCESS]

Board Members' Individual Responsibilities

Date of adoption / Last revision: June 13, 2020

Board member engagement and participation is integral to the Board's leadership success.

Therefore, each Board member is expected to fulfill the following responsibilities:

1. **Commitment:** Board members are expected to, upon appointment to the Board, sign a Letter of Commitment indicating that they have reviewed and committed to abide by PSIA-AASI-NI Bylaws and Governing Policies, as may be amended from time to time.
2. **Attendance:** Board members are expected to attend Board meetings on a regular and punctual basis.
 - A. Unexcused absence from more than two of the Board's regularly scheduled meetings in any fiscal year is cause for removal from the Board. In extenuating circumstances, a Board member may request special consideration.
3. **Preparation and Participation:** Board members are expected to review agenda materials in advance of Board and committee meetings and to participate productively in discussions, always within the performance standards/expectations of Board behavior as outlined in these policies.
4. **Responsiveness:** Board members will be attentive to Board communications and respond promptly to staff and Board member requests for feedback.
5. **Members as Individuals:** The CoA is accountable to the Board as a whole and not to individual Board members. Therefore, the relationship between the CoA and individual members of the Board, including the President, is collegial and not hierarchical.
6. **Voluntarism:** Board members may choose to individually volunteer in operational capacities. In such situations, they are subject to the direct supervision of the CoA or responsible staff person.
7. **Members in Good Standing:** Board members are expected to maintain good standing as a Certified member of PSIA-AASI-NI.
8. **Participation in Organizational Activities:**
 - A. Board members are encouraged to:
 - i. Attend social activities/events held in conjunction with Board meetings.
 - ii. Attend industry partner events whenever possible.

Policy 2.9 [BOARD PROCESS]

Board Committee Principles

Date of adoption / Last revision: April 27, 2020

Board committees may be established to help the Board be more effective and/or efficient in its work. Board committees are not to interfere with the Board's delegation of authority to the Chief of Administration, or the CoA's delegation of authority to other staff.

Accordingly:

1. Board committees are to help the Board and Staff do its job, not to exercise authority over staff.
2. Board committees will ordinarily undertake activities not delegated to the CoA such as by preparing policy alternatives and implications for Board consideration, or performing specific monitoring functions.
3. Board committees may only speak or act for the Board when formally given such authority for specific and/or time-limited purposes. The Board will carefully state expectations for and authority of each committee (in the Board Committee Structure policy 2.9) in order not to conflict with authority delegated to the CoA.
4. As the CoA works for the full Board, he or she will not be required to seek approval of a Board committee before an executive action.
5. This policy applies to any group formed by Board action, whether or not it is called a committee and regardless of whether it includes Board members. This policy does not apply to committees formed under the authority of the CoA.
6. Unless specifically authorized by the Board, a Board Committee may not make any commitment of organizational resources or funds.

Policy 2.10 [BOARD PROCESS]

Board Committee Structure

Date of adoption / Last revision: April 27, 2020

Board committees are those established by and with authority emanating from the Board regardless of whether composition includes non-Board members. The only Board committees are those set forth below. Unless otherwise specified, the Chief of Administration, or his/her staff designee, will serve as a resource (non-voting member) for each Board committee.

1. Governance & Leadership Development Committee

a. Objectives (Products)

- i. As directed by the Board or requested by the President, preparation and/or review of proposed policy/Bylaws revisions and implications for Board consideration.
- ii. Thorough orientation and training of new Board members.
- iii. Recommendations for Board consideration regarding additional Board training opportunities to enhance the Board's governance skills and capabilities.
- iv. Recommendations for Board consideration regarding Board and leadership development opportunities that would be of mutual value for PSIA-AASI and the Divisions.

- b. Composition: Vice President as Chairperson, Board Secretary and one (1) additional Board member appointed by the Board at the Spring Board meeting; one (1) member of the Administrative Staff in resource capacity.

2. Finance Committee

a. Objectives (Products)

- i. Confirmation of auditor's independence and recommendation to Board for engagement of auditor by no later than end of February each year.
- ii. Annual specification of audit scope, consistent with Board monitoring schedule, including approval of any permitted non-audit services to be provided by the independent auditor.
- iii. Assurance that the auditor has unfettered access to organizational management and records.
- iv. Review with the independent auditor any problems encountered performing the audit, the audited financial statements, and any management letter provided by the auditor. Ensure annual filing(s) of relevant tax forms for the Non-Profit are completed by the auditors, (i.e., form 990 Non-Profit.)
- v. Recommendations for Board consideration regarding revisions to the Board's fiscal policies.
- vi. "Direct Inspection" (internal audit) monitoring of compliance with the Board's fiscal policies (Financial Condition, Asset Protection, Budget, Compensation and Benefits), as directed/scheduled by the Board per Board Monetary Policy Monitoring Chief of Administration Performance.
- vii. Oversight/Management of Investment Portfolio, per investment Policy.
- viii. Assistance to the Administrative Staff in meeting budget needs.

- b. Composition: Treasurer as Chairperson, plus two or more Board members appointed by the Board each year at Spring Board meeting; one (1) member of the Administrative Staff

3. Membership Linkage Committee

- a. Objectives (Products)

- i. Ensure the Board is informed about values and perspectives of:

- 1. Current membership
 - 2. Member Schools
 - 3. Future membership

- ii. Ensure the membership is informed about the work of the Board.

- b. Composition: President as Chairperson, one board member, a representative from the Administrative Staff, no fewer than three (3) Member School Management representatives and approximately four (4) at-large members in good standing, appointed by the Board President each year at the Spring Board meeting. Preferably, the at-large members should be from different schools or areas than the board members, and from each other. For the initial appointments half of the at-large members shall be appointed to a one-year term and half for a two-year term, thereafter half of the at-large members shall be appointed at each Spring Board Meeting for a two-year term. The board member, Admin representative, and school management representatives may serve in one to three year terms, depending on mutual agreement by President and that party. This committee is suggested for individuals who are interested in review of membership data and industry trends, have demonstrated a current ability to share updates and best practices to generate new ideas, and hail from a cross-section of the PSIA-AASI-NI membership to represent diverse opinions (e.g. younger member, school director, etc.)

- C. Time Commitment: This committee is asked to participate in at minimum quarterly conference calls and/or webinars that will last one hour or less.

4. Awards and Recognition Committee

- a. Objectives (Products)

- i. Review of Award/Recognition Selection Criteria and Process, and recommendations for revisions for Board consideration to update this policy.

- ii. Fulfillment of the Awards consideration and determination process, as set forth in the Board's Awards and Recognition Criteria and Procedures Policy.

- b. Composition: Three (3) board members (a Chairperson plus at least two (2) additional Board members) and approximately four PSIA-AASI-NI members in good standing. The board members shall be appointed by the Board each year at the Spring Board meeting for one-year terms. The Board President shall appoint one of the Board members to serve as the committee chair. When feasible, the at-large members should be from different areas than the board members and from each other. The at-large members will be appointed by the Board President at the Spring Board meeting for two-year terms.

5. Education Foundation Advisory Committee

- a. Objectives (Products)

- i. Develop, update and work with staff to implement a fundraising plan for the Education Foundation that includes grants donations, and strengthening scholarship programs. Acts as a review and selection committee for active grant and scholarship opportunities set up through the EF and/or creates subcommittees to meet the need of grant and scholarship distributions. Committee is also responsible to review EF Financials provided by the staff and suggest possible management of funds to the organization.

- b. Composition: The Treasurer, two (2) additional Board members, and approximately two (2) to six (6) at large Members (all of whom need not necessarily be PSIA-AASI-NI members), all appointed by the Board at the Spring Board meeting. The at-large members shall serve two-year terms and may be re-appointed for a second two-year term. The Board President shall appoint one of the Board members to serve as the committee chair.

6. Executive Compensation Committee

- a. Objectives (Products)
 - i. Recommendations for Board consideration regarding adjustments to the CoA's compensation and benefits package. To be presented to the Board in a timely manner to allow final action to be taken by the Spring Board meeting each year. Accompanying the recommendations, data as to comparable compensation for similarly qualified persons in comparable positions.
 - ii. Contemporaneous documentation and recordkeeping with respect to the deliberations and decisions regarding CoA compensation.
 - iii. If directed by the Board, may commission a review by an independent consulting firm to evaluate PSIA-AASI-NI key executive compensation program against the competitive market.
- b. Composition: Board President as Chairperson, Treasurer, two (2) to three (3) Board members chosen by the Board at the Spring Board meeting.

Policy 2.11 [BOARD PROCESS]

Officer Elections

Date of adoption / Last revision: June 13, 2020

Per the Bylaws, the Board of Directors shall elect its own officer, as follows:

1. By May 1, the Secretary will send a nomination/declaration form to all current officers and other board members asking for nominations and declarations for officer positions.
2. Any board member may nominate themselves or a fellow board member to one or more of the officer positions only by using the official officer election nomination/declaration form.
3. All nomination/declaration forms are to be returned to the Secretary by May 15. No additional nominations or declarations will be accepted after this time.
4. A final list of all nominations/declarations for each officer position will be sent to all board members with their Spring Board meeting materials prior to the meeting. Elections will then be held at the Spring Board meeting.
5. Once a board member is nominated for an officer position, they may withdraw their name from nomination at any time before the ballot is cast.
6. At the appropriate time during the Spring board meeting, candidates will be asked to give their "campaign speech" stating their qualifications and why they wish to run for the position. They may also say a few words immediately preceding the election if they wish.
7. The election will be held at the end of the board meeting.
8. Order of elections will be Board President, Vice President, Secretary, and Treasurer.
9. In the event that an individual is nominated for more than one officer position, they may stand for each officer position until elected or the election process is completed.
10. There will be a secret written ballot for all elections unless there is only one candidate.
11. All officers will be limited to three consecutive two-year terms in any one position.
12. The immediate past Board President will serve in an ex-officio non-voting capacity for one two-year term, unless they hold another office.

Policy 2.12 [BOARD PROCESS]
Budgeting for Board Prerogatives

Date of adoption / Last revision: June 13, 2020

The Board will consciously invest in its ability to govern effectively.

Accordingly:

1. The Board will allocate resources to ensure that it has sufficient skills, methods and support to assure excellence in its leadership.
2. Training will be used appropriately to orient new Board members and to increase existing Board members' skills and knowledge.
3. Outside monitoring, including fiscal audit, will be arranged as needed to help the Board have confidence that organizational performance meets expectations, as stated in these policies. This includes, but is not limited to, audits, reviews or opinions on fiscal, legal or governance matters.
4. Outreach mechanisms will be used as needed to ensure the Board understands member's viewpoints and values.
5. Costs will be prudently incurred, but sufficient to ensure the development and provision of superior governance, with consideration to:
 - A. Board meeting and retreat costs (including Board travel and reimbursement).
 - B. Board training, including publications and workshops.
 - C. Fiscal audit and other third party monitoring of organizational performance. Membership linkage activities, including surveys, qualitative research, and divisional visits.
 - D. Board committee functions (other than Audit, as itemized in C above).
6. The Board will establish its budget for these prerogatives for the next fiscal year, each year during the Fall/Winter meeting.

Policy 2.13 [Board Process]

Investment Policy

Date of adoption / Last revision: June 13, 2020

INTRODUCTION

A. Purpose

The investment portfolio of the PSIA-AASI-NI is designed to provide a long-term investment resource, and to establish and provide future financial stability for PSIA-AASI-NI. Investments should provide a reasonable rate of return with commensurate risk while meeting cash flow demands.

Funding for present and future depreciated asset replacement needs is the primary beneficiary of having a realistic reserve that follows a well-established investment policy.

B. Purpose of the Policy Statement

This policy statement is intended to provide guidelines for the investment and use of assets. The purpose is to:

- Describe appropriate risk posture of the investment of assets;
- Establish investment guidelines regarding the selection of Investment managers and diversification of assets; and
- Define the responsibilities of the Finance Committee, the Board of Directors, the Investment Advisor, and the Investment Managers for the management of the portfolio.

This policy may be reviewed and revised periodically to ensure it meets the needs of the PSIA-AASI-NI and for changes based on market conditions.

C. Investment Objective

The primary objectives, in order of priority of the Board's investments activities shall be as follows:

- **Safety.** Safety of the principal is the foremost objective of the investment program. Investments shall be undertaken in a manner that seeks to ensure the preservation of principal in the overall portfolio.
- **Liquidity.** Investments may be both short-term and long-term in nature, but shall remain sufficiently liquid to meet all operating requirements that might reasonably be anticipated.
- **Return on Investment.** Investments shall be acquired with the objective of attaining a reasonable rate of return, taking into account investment risk constraints and cash flow characteristics of the portfolio. Return on investment is of tertiary importance compared to the safety and liquidity objectives.

MANAGEMENT & OVERSIGHT RESPONSIBILITIES

The Finance Committee is responsible for oversight of the investment portfolio and is granted authority to select Investment Managers and allocate funds to permitted investments in accordance with policy guidelines on a discretionary basis. The Committee may appoint staff, consultants and administrators to assist in the management of the portfolio. Performance of the portfolio shall be reviewed on a semi-annual basis.

The Finance Committee is responsible for defining the investment objectives and policies. The Finance Committee may call on staff resources and other outside resources, such as investment consultants or auditors, for advice and counsel consistent with fiduciary obligations, and to rely on such advice.

The Finance Committee has the responsibility to recommend changes in this investment policy to the Board of Directors and to implement approved policies, guidelines, and objectives.

In managing the Investments, PSIA-AASI-NI may delegate to qualified parties certain responsibilities. These parties may include:

- Investment Advisor, a person or entity which may assist the Board, Finance Committee, the Treasurer and/or staff in establishing investment policy, objectives, and guidelines; selecting Investment Managers; reviewing such managers over time; measuring and evaluating investment performance; providing education and advice on financial matters to PSIA-AASI-NI leadership, and other tasks as deemed appropriate. The Investment Advisor may be granted authority to select Investment Managers and allocate funds in accordance with policy guidelines on a discretionary basis.
- Investment Managers, a person or entity that has discretion to purchase, hold and sell permitted investments consistent with the guidelines established by this policy.

INVESTMENT OBJECTIVES

In consideration of anticipated cash flow, the Finance Committee shall work with an overall investment objective for the assets of Income and Growth, that is, a goal of high current income and growth of principal over a relatively long (three-to five-year) period. The Finance Committee will monitor the portfolio's performance on a bi-yearly basis and will evaluate its performance in attaining its investment objectives. The Finance Committee will report the portfolio's performance on an annual basis to the Board of Directors.

The primary investment objective is the balanced funding of the account to ensure availability of ready cash while providing opportunity for growth to primarily meet depreciated asset replacement needs, secondarily to provide a bridge for any unanticipated downturn in revenues and lastly increase opportunities for PSIA-AASI-NI to invest in industry enhancing projects, programs, and services.

The portfolio should produce a rate of return equal to or better than the "market" for similar investments. This benchmark shall be representative of the portfolio's return objectives and risk tolerance.

RISK TOLERANCE

Investment theory and historical capital market return data suggest that, over long periods of time, there is a relationship between the level of risk assumed and the level of return that can be expected in an investment program. In general, higher risk (i.e., volatility of return) is associated with higher returns.

Given this relationship between risk and return, the portfolio target shall be a conservative risk strategy. This is a goal of relatively more stable returns over the longer term, with a reduced potential of negative returns or loss of principal in any given year.

INVESTMENT GUIDELINES

Permitted Investments

- Mutual Funds
- Exchange Traded Funds
- Certificates of Deposit
- Bonds
- Equities
- Money Market Funds

Prohibited Transactions

The Fund may not directly invest in: short sales, purchases of letter stock, private placements, direct payments, leveraged transactions, purchases of securities not readily marketable, commodities transactions, puts, calls, straddles or other option strategies, purchases of inverse or range floater bonds, purchase of interest only/principal only bonds, or purchases of derivative securities.

Selection of Investment Managers

Investment Managers will be selected based upon a variety of quantitative and qualitative criteria.

PERFORMANCE EVALUATION

The Finance Committee shall monitor the portfolio. The Committee shall evaluate the portfolio's success in achieving the investment objectives for current and future needs. The portfolio's performance shall be reported in terms of rate of return and changes in dollar value net of portfolio changes. The returns should be compared to appropriate market indexes, for the most recent semi-annual, annual and cumulative prior time periods. The portfolio's asset allocations and relative market value will be reported on an annual basis to the Board of Directors.

APPROVAL

The investment policy as set forth in this document will be reviewed periodically by the Finance Committee to consider and recommend changes to the Board of Directors for prospective implementation. Deviations from the investment policies and constraints outlined in this document may be authorized by the Finance Committee when it determines that the deviation does not constitute a material departure from the intent of this investment policy. Only the PSIA-AASI-NI Board of Directors may make substantial and material modifications to this investment policy and may do so with a majority of those approving the action to be taken in accordance with Board meeting requirements outlined in the PSIA-AASI-NI Bylaws.

Policy 2.14 [BOARD PROCESS]

Selection of Awards and Recognition Recipients

Date of adoption / Last revision: June 13, 2020

Giving due recognition to members and others who have contributed to PSIA-AASI-NI is a vital part of our association's success.

For persons providing exceptional service meriting extraordinary acclaim, PSIA-AASI-NI establishes the following four (4) prestigious division awards:

1. Northern Intermountain Hall of Fame: Lex Kunau Legends Award: This award recognizes those senior members who have given a life long commitment to the development and/or history of snowsports including instructing, service on the board of directors, writing technical or feature articles for publications, etc. Nominations will be retained yearly to be considered for present or future award.

Eligibility: Any member or former member of PSIA-AASI-NI - active, or alumni, with more than 25 years in the Association. The award may be given posthumously.

Recognition: Plaque

2. Walt Coiner Distinguished Service Award: This award recognizes those who have made important contributions to the success of PSIA-AASI-NI. These candidates have displayed long-term commitment and dedication by providing educational programming support, or by contributing to group and/or PSIA-AASI National efforts that involve important national initiatives. Other examples of distinguished service may include demonstrating positive leadership skills, fostering connections with and between members, or having a willingness to mentor peers – both young and experienced.

Eligibility: Members, and non-members, including PSIA-AASI staff, vendors and industry partners.

Recognition: Plaque

3. Instructor of the Season: A member who has made an exceptional contribution to PSIA-AASI-NI as a teacher, coach or leader and has been an extraordinary role model as a professional.

Eligibility: Any active member of PSIA-AASI-NI, in good standing.

Recognition: Plaque, Membership Dues (National and Divisional) for 1 year

4. Rookie of the Season: A member who has made an exceptional contribution and impression in their first season with PSIA-AASI-NI as a teacher, coach or leader. This award goes to someone who has demonstrated superior ability, aptitude and inspiration to snowsports education in their first season as an instructor. It's a great way to recognize a rising superstar.

Eligibility: Any active member, in good standing, in their first year as a snowsports instructor.

Recognition: Plaque, Membership Dues (Divisional) for 1 year

5. Selection Process for Awards:

- a. The Awards and Recognition Committee shall, with the assistance of the PSIA-AASI-NI staff, publish forms and procedures to nominate potential recipients of awards. Deadline for nominations will be March 15.

- b. The Awards and Recognition Committee will periodically vet duly nominated candidates, submitting to the Board recommendations addressing the number of awards to be given, together with a report reflecting which of the nominated candidates should, in the Committee's opinion, receive a particular award. Report shall be included in March Board Call.
- c. Final decisions on awards shall be made by the Board.

6. Recognition: The Awards and Recognition Committee, with the assistance of the PSIA-AASI staff, shall coordinate suitable means to recognize recipients of awards.

- a. Recognition of award recipients shall include publication in the association's publication and on its website.
- b. Plaques, certificates or other indicia reflecting receipt of an award (e.g. national and/or divisional member dues coverage) may be given to award recipients, provided related expenditures are authorized within the association's annual budget or otherwise approved by the Board.
- c. The division is called upon to make getting national nominations a priority. This should take place early March to allow enough time to get nominations rolling and submitted within an appropriate amount of time for consideration.

Policy 2.15 [BOARD PROCESS]

CoA COMPENSATION POLICY

Date of adoption / Last revision: June 13, 2020

The compensation of the Chief of Administration (“CoA”) of PSIA-AASI-NI (“Organization”) should be competitive and reflect both the Organization’s progress in accomplishing the Ends established by the Board of Directors (“Board”) and the CoA’s compliance with the CoA executive limitation policies. The CoA’s total compensation shall consist of a base salary together with such bonuses or other compensation as may be approved by the Board in compliance with this policy. The CoA shall be eligible for such benefits that are provided by the Organization to other employees or as otherwise determined by the Board. For purposes of the Fair Labor Standards Act, the CoA position is an exempt executive position and not eligible for overtime compensation.

1. Salary: The CoA shall receive an annual base salary payable in installments in accordance with the Organization’s normal payroll practices and schedule. No later than May 1 of each year, the Executive Compensation Committee of the Board shall provide to the entire Board a recommended annual base salary for the CoA for the upcoming fiscal year (July 1 to June 30) for the Board’s consideration and guidance in setting the CoA’s base salary at the Board’s Spring meeting. In making its recommendation to the entire Board, the Executive Compensation Committee shall consider and take into account the most recent available survey data from the American Society of Association Executives (ASAE) Compensation and Benefits Study. In making its recommendation to the Board, the Executive Compensation Committee shall provide the Board with at least the following information from the most recent ASAE Compensation and Benefits Study: the average (mean) salary for executives of similar associations in terms of (a) budget, (b) number of employees, (c) those in the Southern Idaho area, and (d) those with a national scope.

2. Bonuses: In determining the CoA’s overall compensation, the Board shall also consider whether the CoA should be paid a merit bonus based upon the individual performance of the CoA and the performance of the Organization as a whole. At each Spring meeting of the Board, the Executive Compensation Committee shall recommend to the Board several success measures to be used in determining the CoA’s eligibility for a bonus for the upcoming fiscal year. In considering the Executive Compensation Committee’s recommendation and establishing the success measures to be utilized for the upcoming fiscal year, the Board may assign specific weights, dollar amounts or percentages to the success measures it adopts.

3. At each Spring meeting of the Board, the Executive Compensation Committee shall also recommend to the Board the amount of merit bonus, if any, to be paid to the CoA based upon the performance of the CoA and the Organization as a whole measured against the success measures established by the Board for the year in question. Ultimately, the Board has complete discretion whether to pay the CoA a merit bonus and, if the Board determines that a merit bonus is warranted, the amount of any merit bonus to be paid to the CoA.

Policy 2.16 [BOARD PROCESS]
PSIA-AASI Code of Conduct and Disciplinary Process

Date of adoption / Last revision: February 13, 2019

This Code of Conduct has been developed to help members achieve a level of personal conduct and standards of behavior that is consistent with the position and professional expectations of instructors across the country. This Nationwide Code of Conduct applies to all members, member schools and volunteers, including PSIA-AASI's Division and National board members and officers (all of which are collectively referred to below as "Members") at all times that they are involved with PSIA-AASI or in a position to affect the PSIA-AASI's standing within the snowsports industry or with the general public.

Accordingly:

- 1) Members shall conduct themselves in a manner that is consistent with practicing safety, risk awareness, professionalism, a high standard of integrity, self-control, and responsible behavior.
- 2) Members shall comply with all applicable rules and policies of their Division and the Association, including but not limited to their bylaws and conflict of interest policy.
- 3) Members shall not accept any gratuity, gift, or favor that might impair or appear to influence their professional decisions or actions.
- 4) Members shall not engage in conduct involving dishonesty, fraud, deceit, or misrepresentation.
- 5) Members shall not engage in illegal conduct.
- 6) Member shall not engage in harassment of any kind against a resort guest, resort employee, a member of the general public, PSIA-AASI association employees, volunteers, contractors or another member.
- 7) Members shall not discriminate against any member or any other person on account of race, religion, age, creed, disability, gender, gender identity, sexual orientation, or nationality.
- 8) Members shall not conduct themselves in a manner which would bring discredit to the Association or any Division.
- 9) Members shall not abuse any privilege that may be extended as a result of their membership from industry partners such as equipment manufacturers, distributors, retailers, resorts or other professional groups.
- 10) Members shall not allow the use of their name or likeness in such manner as to misrepresent or otherwise mislead the public concerning any given product or service.
- 11) Members shall not misrepresent themselves in any way to the organization, for instance, their professional status, competence, or experience. Deviation from this Code may result in disciplinary action up to and including the loss of the Member's credentials, National/Divisional membership, or position on the Board of Directors.

Disciplinary Policy

1. Authority of Division to Discipline. [Bylaw Section] of PSIA-AASI-NI ("Division") Bylaws gives the Division the authority to govern and discipline its members.
2. General. The following procedures have been adopted by the Board of Directors of the Division and PSIA-AASI ("National") and are designed to set forth the rules and procedures which will be followed by the Division in the discipline of members of the Division. The procedures are designed to meet the due process requirements of law.
3. Grounds for Discipline of Members. The following are grounds for discipline of members of the Division:

- a. Failure to follow any material provisions of the Bylaws of the Division and other rules and regulations established by the Division for its members.
- b. Violation of the PSIA-AASI Code of Conduct, as it may change from time to time.
- c. Failure to comply with the conditions of probation established by the Board of Directors to a disciplinary or information request from the Division's applicable committee or its Board of Directors.
- d. Conviction of the member of a felony or agreement to a plea bargain where such person admits to a felony.

The foregoing constitutes a non-exclusive list of grounds for discipline. Other acts or omissions that constitute unprofessional misconduct or that bring the Division into disrepute or impair the goodwill of the Division may also constitute grounds for discipline.

4. Discipline Which May be Imposed

- a. Letter of warning or reprimand: A letter of warning or reprimand carries with it no loss of membership or membership rights. The purpose is to place a member on notice that a particular action is not condoned and to cease the particular conduct.
- b. Probation
 - 1) Probation may only be imposed by the Board of Directors.
 - 2) Probation serves as warning to the member that the conduct is contrary to the Division's Bylaws, requirements of membership, or is grounds for discipline. Probation shall be conditioned on the member's future good conduct. Additional reasonable conditions may be set forth in the terms of probation.
 - 3) Probation shall be imposed for a specified period of not more than one year and without loss of full membership privileges.
- c. Suspension
 - 1) Suspension may only be imposed by the Board of Directors of the Division.
 - 2) Suspension means all membership privileges are forfeited during the suspension period, at the end of which full membership privileges may be restored.
 - 3) Suspension shall be imposed for a period of not more than one year.
- d. Expulsion (termination of membership)
 - 1) Expulsion may only be imposed by the Board of Directors.
 - 2) Expulsion means all membership privileges are forfeited and the expelled party is no longer a member of the Division or National.

5. Procedure. The following procedure shall be followed by the Division in the discipline of members.

- a. Complaint Process
 - 1) Discipline of members by the filing of a complaint may be initiated by an officer or member of the Division, by a member of the Division staff, or by any other persons or organizations.
 - 2) A complaint for discipline must be in writing, identify the complainant, and contain sufficient factual background to establish grounds for initiating disciplinary proceedings.
 - 3) A complaint shall be directed to the attention of the Division's Executive Director or designated Division Staff Member. The complaint shall then be forwarded to the Board of Directors or other Board committee for investigation.
- b. Investigative Process
 - 1) The CoA or designated Division staff member shall assemble all available information and facts concerning the complaint. The CoA has the authority to:
 - a) Determine the merits of the complaint.

- b) Collect facts and evidence or designate Division staff to do the same.
 - c) Dismiss the complaint or close the case, if resolved.
 - d) Refer the complaint to the Division's appropriate committee or directly to the Board of Directors with a recommendation.
- 2) The Board of Directors or appropriate investigative committee has the authority to:
- a) Interview the member and/or other witnesses.
 - b) Issue a letter of warning or a provisional penalty.
 - c) Dismiss the complaint or close the case, if resolved.
 - d) Collect additional facts and evidence, if necessary.
 - e) Recommend specific disciplinary action to the Board of Directors.
- 3) Following the investigation by the Board of Directors or other appropriate investigative committee, a summary report shall be prepared outlining the substance of the complaint, the evidence reviewed and the process of investigation. The report, with copies of all evidence and other information pertinent to the complaint, shall be made confidential and, if prepared by a committee, forwarded to the Board of Directors with a specific recommendation.

The following recommendations, in addition to other actions, are open to the investigating committee:

- a) The facts do not support the charges or the taking of disciplinary action.
 - b) The violation is a misunderstanding of the Division Bylaws or the grounds for discipline by the member and the matter has been corrected.
 - c) The violation is a serious matter and the facts justify disciplinary action as recommended by the appropriate committee.
- c. Disciplinary Process
- 1) Discipline of members shall be considered by the Board of Directors only upon receipt of a written recommendation for discipline accompanied by a summary report of the investigation or facts in the case from either the Chair of the appropriate investigative committee.
 - 2) Prior to the filing of a recommendation for disciplinary action, the person or committee recommending the action shall have:
 - a) satisfied themselves that there is probable cause for initiating disciplinary proceedings;
 - b) notified the member in writing of the grounds for discipline; and
 - c) offered the member the opportunity to correct the deficiency or violation within a specified period and/or offer mitigating information or factual evidence in his/her own defense.
- d. Disciplinary Action: A recommendation for discipline other than a letter of warning, reprimand, or provisional penalty shall be reviewed by the Board of Directors. The Board shall satisfy itself as to the procedures and particulars of the case. The Board may:
- 1) request further evidence or refer the case back to the originator of the recommendation
 - 2) weigh the charges against the facts and disciplinary recommendations and dismiss the matter or modify the recommendations.
 - 3) accept the findings, and/or recommendations, and either close the case or take disciplinary action.

6. Disciplinary Judgment

- a. Before a disciplinary penalty involving suspension or termination of membership becomes effective, the following procedures regarding the right to a hearing shall be followed:
 - 1) Hearing: The member shall be informed that the member is entitled to a hearing. During such hearings, the member shall be given the opportunity to present a defense to all charges brought against the member. Requests for hearings shall be in writing and directed to the Chair of the investigative committee or such other Division staff as the member is directed and must be received within thirty days after the member has been notified of the charges and opportunity for a hearing.

- 2) Notice: The member shall be notified in writing of the charges and of the time and place of the hearing.
- 3) Charges: The written charges shall include a copy of the alleged violations and/or a copy of the Bylaws alleged to have been violated.
 - b. If no request for a hearing is made or if the member fails to attend the hearing within the time provided, the decision shall take effect on the date specified.

7. Hearing and Hearing Panel

- a. Membership In the event a hearing is requested by the member who is the subject of a disciplinary recommendation, the hearing shall be held not later than three (3) months after the response of the member is filed with the Division. The hearing panel shall consist of the President or President-Elect of the Division and at least three (3) other members of the Board of Directors designated by the President for that purpose. The President or President-Elect shall not vote in the outcome of the hearing unless he or she is the tie-breaking vote. The decision of the hearing panel may be appealed to the full Board for final decision.
- b. Proceedings and Decisions The proceedings may be recorded. A court reporter may be provided at the member's expense. Formal rules of evidence shall not apply to the hearing. Either the Division or the member may, at their option, have legal counsel present to advise them. The hearing panel shall make a decision in writing within thirty (30) days of any such hearing with a copy of the decision being sent to the member by certified mail, return receipt requested, which decision shall set forth findings of fact and conclusions and shall, in the event discipline is decided upon, set forth specific dates, terms and conditions of such discipline.

8. Termination of Membership in National.

- a. Termination of a member's membership in a Division shall automatically terminate such person's membership in National.
- b. The Division shall immediately notify National in writing upon a member's termination or suspension.
- c. All Divisions will respect and afford reciprocity to all disciplinary decisions made by another PSIAAASI Division. Members will not have the ability to join other divisions if they were terminated in one of the other divisions.

Policy 3.0 [MANAGEMENT PARAMETERS]

General Management Constraint

Date of adoption / Last revision: June 13, 2020

The CoA will not cause or allow any practice, activity, decision or organizational circumstance that is illegal, imprudent, or in violation of commonly accepted business and professional ethics and practices.

Policy 3.1 [MANAGEMENT PARAMETERS]

Treatment of Members

Date of adoption / Last revision: June 13, 2020

With respect to interactions with members, the CoA will not cause or allow conditions or procedures which are unfair, unsafe, untimely, unresponsive, undignified or which fail to provide appropriate confidentiality.

Further, the CoA will not:

1. Collect, review, transmit, store or destroy member information without protecting against improper access to that information.
2. Operate without clearly conveying to members what may be expected from the services offered.
3. Operate without informing members, as appropriate, of this policy, and without having in place a complaint/response process to address concerns raised by members.

Policy 3.2 [MANAGEMENT PARAMETERS]

Treatment of Staff

Date of adoption / Last revision: June 13, 2020

With respect to the treatment of volunteers and employees, the CoA will not cause or allow conditions that are unfair, unsafe, or undignified.

Further, pertaining to volunteers, the CoA will not:

1. Operate without providing interested member volunteers opportunities for meaningful involvement with a contribution to PSIA-AASI-NI Ends.
2. Operate without maintaining and ensuring that volunteers who hold positions of trust in PSIA-AASI-NI (e.g. committee and task force members, endorsed team members, etc.) review and commit to abide by a Code of Ethics/Statement of Personal and Professional Standards of Conduct

Pertaining to employees, the CoA will not:

3. Operate without ensuring employees are provided with written personnel policies, reviewed by qualified legal counsel, which clarify personnel rules for employees, provide for effective handling of complaints/grievances and protect against wrongful conditions.
4. Allow employees to be unaware of the Board's governing policies including, but not limited to, this Treatment of Staff policy, along with the CoA's interpretations of staff's protections under this policy.
5. Retaliate or allow retaliation against an employee for non-disruptive, internal expression of dissent, or for reporting to management or to the Board of Directors (per the process for handling of grievances in the personnel policies) acts or omissions by PSIA-AASI-NI personnel, management or the Board of Directors that the employee believes, in good faith and based on credible information, constitutes a violation of state or federal law or a governing policy of the Board.
 - A. Employees may not be prevented from grieving to the Board when (a) internal grievance procedures outlined in the Personnel Manual have been exhausted and (b) the employee alleges that Board policy has been violated.
6. Allow staff to be unprepared to deal with reasonably foreseeable emergencies.

Policy 3.3 [MANAGEMENT PARAMETERS]

Financial Condition and Activities

Date of adoption / Last revision: June 13, 2020

With respect to financial condition and activities, the CoA will not cause or allow the development of fiscal jeopardy, or a material deviation of actual expenditures from the Board's Ends priorities.

Further, the CoA will not:

1. Expend more funds than have been received in the fiscal year to date, unless the liquidity and long-term reserve requirements below are met:
 - A. The CoA will not allow available cash and cash equivalents to fall below \$100,000.
 - B. The CoA will not borrow from non-designated operating reserves (defined as non-designated accumulated excess revenues) in an amount greater than can be replenished by certain and otherwise unencumbered revenues within 90 days.
2. The CoA will not borrow funds (with exception of credit cards used for normal business purposes paid in full each month).
3. Use Board-designated Investment Reserve funds.
4. Operate without settling payroll obligations and payables in a timely manner.
5. Allow tax payments or other government ordered payments or filings to be overdue or inaccurately filed.
6. Execute a purchase commitment, check, or electronic funds transfer for operations of greater than \$5,000, or for capital expenditures greater than \$10,000, unless such purchase was explicitly itemized in budget monitoring data previously disclosed to the Board, or if there are sufficient monies available in the applicable line item to fund the purchase. Splitting orders to avoid this limit is not acceptable.
7. Allow any purchase without reasonable protection against conflicts of interest.
8. Acquire, encumber, lease, or dispose of real property.
9. Operate without aggressively pursuing material receivables after a reasonable grace period.
10. Operate without adequate internal controls over receipts and disbursements to avoid unauthorized payments or material dissipation of assets.
 - A. Operate without clearly delineated procedures and limitations for reimbursement of authorized expenses incurred by Board members, task force and committee members, and others who are entitled to reimbursement from the office.
 - B. CoA credit card statements and expense reimbursements must be reviewed and authorized for payment by the Board President and the Treasurer.

Policy 3.4 [MANAGEMENT PARAMETERS]

Asset Protection

Date of adoption / Last revision: June 13, 2020

The CoA will not cause or allow PSIA-AASI-NI's assets to be unprotected, inadequately maintained, or unnecessarily risked.

Further, the CoA will not:

1. Allow PSIA-AASI-NI to be uninsured:
 - A. Against theft and casualty losses to at least replacement value.
 - B. Against liability losses to Board members, staff and the organization itself in an amount equal to or greater than the average for comparable organizations.
 - C. Against employee theft and dishonesty.
2. Subject PSIA-AASI-NI's buildings, facilities, and equipment to improper wear and tear or insufficient maintenance.
3. Operate without employing risk management practices to minimize exposure of the organization, the Board, staff or their agents to claims of liability.
4. Operate without ensuring that Conflict of Interest policies are maintained, distributed to, and adhered to by directors, officers, committee chairs, management employees, and all employees who can influence the actions of PSIA-AASI-NI.
5. Allow a purchase of any material amount without having compared prices and quality.
6. Allow PSIA-AASI-NI intellectual property, information, resources, and files to be exposed to loss, improper access, misuse, or significant damage.
 - A. The CoA may not allow use of the PSIA-AASI-NI logos or trademarks by other parties (a division, sublevel, governing body or team member) without expressed written approval from the office, with changes to the use rights negotiated subject to review by the Board of Directors.
 - B. Members of the organization may use the logos and names when identifying themselves as a member of PSIA-AASI-NI (e.g., business cards). Members may also use their volunteer titles in bylines and articles as contributors, but may not use the logos without approval from the office. Members may not express or imply organizational endorsement of any product without permission from the office. Individuals who are not members of the organization may not carry identification bearing the trade names or logos, nor may they express or imply membership.
7. Operate without adhering to a Records Retention Schedule, approved by qualified legal counsel, for the maintenance of documents and records.
8. Operate without internal controls over receipts and disbursements, and to prevent dissipation of assets, sufficient to meet the Board-appointed auditor's standards (as set forth in the auditor's Management Letter and/or other correspondence).

9. Compromise the independence of the Board's auditor or other external monitors or advisors. Such parties may not be engaged by the CoA unless explicitly Board authorized.

10. Invest or hold operating capital in insecure instruments or in non-interest-bearing accounts except where necessary to facilitate ease in operational transactions.

11. Endanger PSIA-AASI-NI public image or credibility.

12. Change the organization's name or substantially alter its identity.

Policy 3.5 [MANAGEMENT PARAMETERS]

Financial Planning and Budgeting

Date of adoption / Last revision: June 13, 2020

Financial planning for any fiscal year or the remaining part of any fiscal year will not deviate materially from the Board's Ends priorities, risk financial jeopardy, or fail to address multi-year planning considerations.

Accordingly, the CoA will not allow budgeting that:

1. Risks incurring those liquidity situations or conditions described as unacceptable in the Financial Conditions and Activities policy.
2. Omits credible projection of revenues and expenses, separation of capital and operational items, cash flow projections, and disclosure of planning assumptions.
3. Plans the expenditure in any fiscal year of more funds than are conservatively projected to be received.
4. Does not maintain a reserve of unrestricted reserves of at least 25% of the annual budgeted operating expenses. (consolidated PSIA-AASI-NI and PSIA-AASI-NI-EF). (The reserve target to be revisited each year as part of budget forecasting.)
5. Provides less for Board activities during the year than is set forth in the Budgeting for Board Prerogatives policy (see policy 2.11 in Board Process)

Policy 3.6 [MANAGEMENT PARAMETERS]

Compensation and Benefits

Date of adoption / Last revision: June 13, 2020

With respect to employment, compensation, and benefits for employees, consultants, contractors or volunteers, the CoA will not cause or allow jeopardy to the organization's fiscal integrity or public image.

The CoA will not:

1. Establish salaries and benefits that are not reasonable and competitive with market-based practices for individuals possessing the experience and skills needed to maintain and improve the overall performance of the organization.
 - A. Total compensation, including benefits, should be targeted at or near the mean of the market, but with flexibility so that compensation is based on experience, performance, and business need to attract and retain specific talent.
2. Change his or her own compensation.
3. Change his or her own benefits, except as consistent with the package for all other employees.
4. Promise or imply anything other than "at-will" employment.
5. Create obligations to consultants or contract vendors for longer than one year.
6. Establish or change retirement benefits so as to cause situations unpredictable for the organization or inequitable for employees.

Policy 3.7 [MANAGEMENT PARAMETERS]

Emergency Management Succession

Date of adoption / Last revision: June 13, 2020

The CoA will not operate without management succession planning processes to facilitate smooth and competent operation of the organization during key personnel transitions.

Further, the CoA will not:

1. Have less than one other member of the management team sufficiently familiar with Board and CoA issues and processes to enable a take over with reasonable proficiency as an interim successor.

Policy 3.8 [MANAGEMENT PARAMETERS]

Board Awareness and Support

Date of adoption / Last revision: June 13, 2020

The CoA will not cause or allow the Board to be uninformed or unsupported in its work.

The CoA will not:

1. Withhold, impede, or confound information necessary for the Board's informed accomplishment of its job. The CoA will not:

- A. Neglect to submit monitoring reports (including the CoA's policy interpretations, as well as compliance data) required by the Board (see Monitoring CoA Performance policy in Board-Management Delegation) in a timely, accurate, and understandable fashion.
- B. Allow the Board to be unaware of any actual or anticipated noncompliance with any Ends or Management Parameters policy, regardless of the monitoring schedule set forth by the Board.
- C. Let the Board be without objective background/decision information it periodically requests, or unaware of relevant trends or incidental information (e.g., anticipated adverse media coverage, threatened or pending lawsuits, or material external and internal/organizational changes). Notification of planned internal changes is to be provided in advance, when feasible.
- D. Let the Board be unaware of any Board or Board member actions that, in the CoA's opinion, are not consistent with the Board's own policies on Governance Process and Board-Management Delegation, particularly in the case of Board or Board member behavior that is detrimental to the work relationship between the Board and the CoA.
- E. Present information in unnecessarily complex or lengthy form or without differentiating among three types of written communications: 1) monitoring, 2) decision preparation or "action item"; and 3) incidental/FYI.

2. Allow the Board to be without reasonable logistical and administrative support.

3. The CoA will not deal with the Board in a way that favors or privileges certain Board members over others except when:

- A. Fulfilling individual requests for information, or
- B. Responding to officers or committees duly charged by the Board.

Policy 3.9 [MANAGEMENT PARAMETERS]

Corporate Partnerships

Date of adoption / Last revision: June 13, 2020

With respect to development of revenue through, and strategic alliances with, corporate sponsors, the CoA may not fail to plan for, develop, and treat corporate sponsors in a professional manner.

Further, the CoA will not:

1. Enter into alliances without written agreements stipulating terms and conditions, including but not limited to:
 - A. Fees and payment schedules.
 - B. Defining the recognition/benefits to be provided to the sponsor and ensuring that benefits offered are commensurate with the level of support/investment made by the sponsor.
 - C. PSIA-AASI-NI will not endorse education materials intended for the membership other than those produced by or in conjunction with PSIA-AASI. PSIA-AASI-NI will consider individual cases where there is considerable financial benefit to the membership.
 - D. Enter into a joint venture, though such opportunities may be recommended to the Board on a case-by-case basis.
 - E. PSIA-AASI-NI retains control over any sponsored program.

Policy 4.0 [BOARD/MANAGEMENT DELEGATION]

Board/Management Connection

Date of adoption / Last revision: June 13, 2020

The Board's sole official connection to the operating organization, its achievements, and conduct will be through a Chief of Administration (CoA).

Policy 4.1 [BOARD/MANAGEMENT DELEGATION]

Unity of Control

Date of adoption / Last revision: June 13, 2020

Only officially passed motions of the Board are binding on the CoA.

Accordingly:

1. No Board member, officer, or committee has authority over the CoA or any member of the CoA's staff, except in rare instances when the person or committee has been explicitly authorized to direct or use staff resources for a specific issue.
2. Board members or committees may request information, but if such request--in the CoA's judgment--requires a material amount of staff time or funds or is disruptive, it may be declined. The committee or Board member may then refer the request to the full Board for consideration.

Policy 4.2 [BOARD/MANAGEMENT DELEGATION]

Accountability of the CoA

Date of adoption / Last revision: June 13, 2020

All Board authority delegated to management is delegated through the CoA. Therefore, the authority and accountability of staff, as far as the Board is concerned, is considered the authority and accountability of the CoA.

Accordingly:

1. The Board will not give instructions to persons who report directly or indirectly to the CoA.
2. The Board will not evaluate, either formally or informally, any staff other than the CoA.
3. The Board will consider and evaluate CoA performance as synonymous with organizational achievement of Ends and compliance with Management Parameters. No performance measure established by the Board or by sub-sets of the Board shall conflict with or modify this measure of performance.
4. Consequently, the CoA's accountability and evaluation are based on performance in two areas:
 - A. Organizational accomplishment of Board's established Ends policies.
 - B. Organizational operations within the parameters of legality, prudence, and ethics established in the Board's Management Parameters policies.

Policy 4.3 [BOARD/MANAGEMENT DELEGATION]

Delegation to the CoA

Date of adoption / Last revision: June 13, 2020

The Board will direct the CoA through written policies setting forth the organizational Ends to be achieved and organizational situations/actions to be avoided, allowing the CoA to use any reasonable interpretation of these policies.

Accordingly:

1. Ends policies direct the CoA to achieve certain results, for certain recipients at a specified worth or priority. These policies will be systematically developed from the broadest, most general level, to more defined levels.
2. Management Parameters policies define the boundaries of legality, prudence, and ethics within which the CoA is expected to operate. These policies describe those practices, activities, decisions, and circumstances that would be unacceptable to the Board, even if effective in producing the desired results. These policies will also be systematically developed from the broadest, most general level to more defined levels. The Board will not prescribe organizational means delegated to the CoA.
3. An Ends or Management Parameters policy at a given level does not limit the scope of any preceding level.
4. The CoA is authorized to establish all further policies, make decisions, take actions, establish practices, and develop activities as long as they are consistent with any reasonable interpretation of these Ends and Management Parameters policies.
5. The CoA along with the division chairs will ensure that PSIA-AASI-NI certification, credentialing, specialty programs, and education standards remain consistent with nationwide standards under the accountability of the NI Board. CoA and Division Chairs, in all areas of their authority, will comply with the Policies adopted by the Board. CoA and Division Chairs, at their discretion, may develop handbooks or manuals for all staff.
6. The Board may change its Ends and Management Parameters policies, thereby shifting the boundary between Board and CoA domains. By doing so, the Board changes the latitude of choice and authority given to the CoA. However, as long as any particular delegation is in place, the Board will respect and support decisions made by the CoA that are compliant with Board policy, as reasonably interpreted.

Policy 4.4 [BOARD/MANAGEMENT DELEGATION]

Monitoring CoA Performance

Date of adoption / Last revision: June 13, 2020

The Board will systematically and rigorously monitor CoA job performance, determining the extent to which Ends are being achieved and whether operational activities fall within boundaries established in Management Parameters policies.

Accordingly:

1. Monitoring is simply to determine the degree to which Board policies are being met. Information shall address accomplishment of Ends and compliance with Management Parameters for consideration in the Board's evaluation of CoA performance.
2. Ends and Management Parameters policies may be monitored by one or more of three methods:
 - A. Internal Reports: The CoA discloses in writing his/her policy interpretations, along with data supporting his/her assessment of accomplishment of, or compliance with, the policy under review. As appropriate in a given context, the CoA may present information supporting the "reasonableness" of his/her interpretation.
 - B. External Reports: An external, disinterested third party selected by and reporting to the Board assesses accomplishment of, or compliance with, Board policies, as reasonably interpreted by the CoA.
 - C. Direct Board Inspections: A designated Board member(s) or committee assesses accomplishment of, or compliance with, a given policy, as reasonably interpreted by the CoA.
3. In every case, the Board commits itself to accept any reasonable CoA interpretation of the Board policy being monitored. The Board is the final judge of reasonableness, and will always judge with a "reasonable person" test (whether what the CoA did was what a reasonably prudent executive would do in that context), even if those choices may not be the choices the Board or any of its members may have made.
4. In every case, the Board will judge whether:
 - A. The CoA's interpretation is reasonable, and
 - B. Data demonstrate reasonable accomplishment of, or compliance with, the CoA's interpretation.
5. Interpretations determined by the Board not to be reasonable or data determined not to demonstrate reasonable accomplishment of, or compliance with, a Board policy as interpreted, will be subject to a remedial process agreed to by the Board. Such discussions will be in Closed Session (only voting Board members, officers plus any other parties specifically invited by the Board to attend).
6. All policies instructing the CoA will be monitored at a frequency and by a method chosen by the Board. The Board may monitor any policy at any time by any method, but will ordinarily depend on the following routine schedule:

POLICY	METHOD	FREQUENCY	SCHEDULE (CoA REPORT)	BOARD REVIEW
<u>Ends/Priority Results</u>				
1.1 PSIA-AASI-NI and PSIA-AASI Strategic goals align	Internal	Annually	Fall/Winter Board Packet	Fall/Winter Meeting
1.2 Members experience relevant and meaningful professional development	Internal	Annually	Spring Board Packet	Spring Meeting
1.3 Members, the industry, and the public recognize and value PSIA-AASI-NI education, training, and credentials as a leading standard	Internal	Annually	Fall/Winter Board Packet	Fall/Winter Meeting
1.4 PSIA-AASI-NI uses available resources and economies of scale	Internal	Annually	Spring Board Packet	Spring Meeting
1.5 Members benefit from participating in a diverse professional community	Internal	Annually	Fall/Winter Board Packet	Fall/Winter Meeting

1.6. For whom the PSIA-AASI-NI Division exists	Internal	Annually	Spring Board Packet	Spring Meeting
1.7. For what purpose PSIA-AASI-NI exists.	Internal	Annually	Fall/Winter Board Packet	Fall/Winter Meeting
1.8 At what cost.	Internal	Annually	Spring Board Packet	Spring Meeting
<u>Management Parameters</u>			<u>Due End of Month</u>	
3.0 General Management Constraint	Internal	Annually	March	April Board Call
3.1 Treatment of Members/Divisions	Internal	Annually	March	April Board Call
3.2 Treatment of Staff	Internal	Annually	March	April Board Call
3.3 Financial Condition and Activities	Internal	Quarterly	Jan/Apr/Jul*/Oct/ (July report may be up to 30 days later due to year-end reconciliations and audit prep)	Spring Meeting
Cont. 3.3	Direct inspection	Annually	October / April (Finance Committee)	December Board Call & Spring Meeting
Cont. 3.3	External	Annually	October (Audit Report)	Fall/Winter Meeting

3.4 Asset Protection	Internal	Annually	March	April Board Call
3.5 Financial Planning and Budgeting	Internal	Semi-annually	May – New FY Forecast November – Mid-year Update	Spring Meeting Fall/Winter Meeting
3.6 Compensation and Benefits	Internal	Annually	March/April	Spring Meeting

Policy 4.5 [BOARD/MANAGEMENT DELEGATION]

Delegation to the Division Chairs

Date of adoption / Last revision: June 13, 2020

Authority and accountability for certification, credentialing, and education rests with the NI board and it is the responsibility of the Chief Administrator to adhere to boards policies and expectations. The Chief Administrator and chairs are the Board's sole contact with that area of operation. The Chief Administrator along with the division chairs will ensure that PSIA-AASI-NI certification, credentialing, specialty programs, and education standards remain consistent with nationwide standards under the accountability of the NI Board. Chief Administrator and Division Chairs, in all areas of their authority, will comply with the Policies adopted by the Board. Chief Administrator and Division Chairs, at their discretion, may develop handbooks or manuals for all certification and education staff