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Introduction

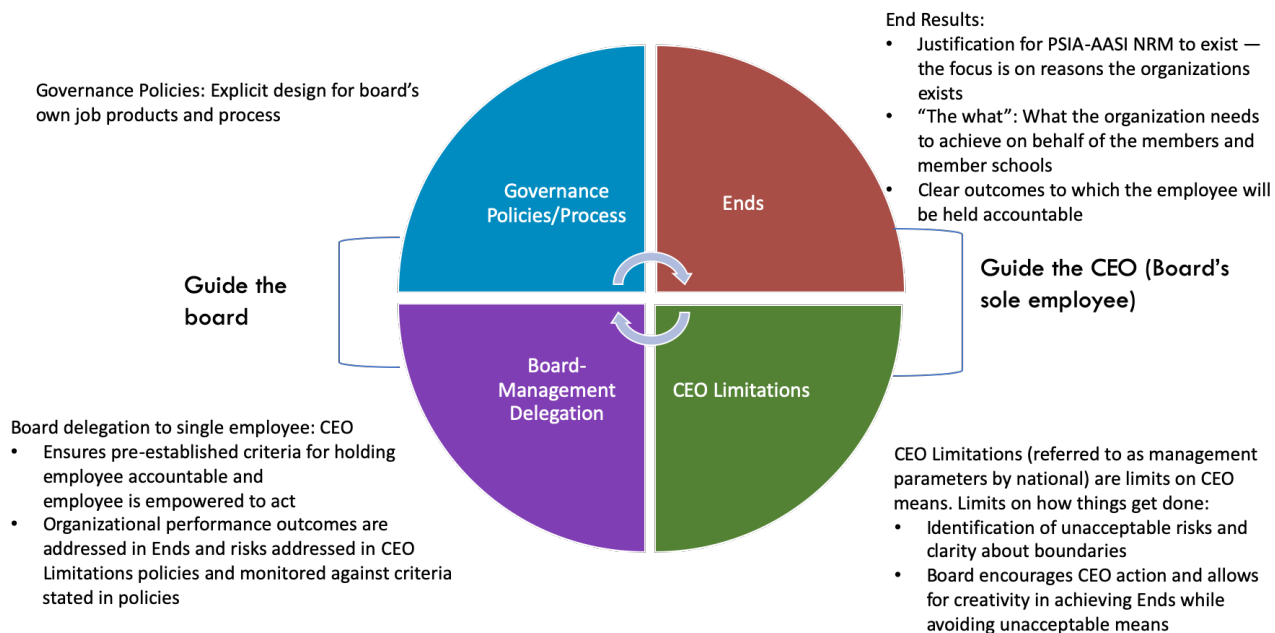
This Governing Policies Manual contains the current standing (ongoing) performance standards, values, and expectations of the Board of Directors of PSIA-NRM (the "Board").

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 CEO and staff, as well as Board officers, members and committees.
2. **Consistency:** The Board will ensure each policy in this document is 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 CEO 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. Any Board member or the CEO may submit proposed revisions for the Board's consideration. Whenever the Board adopts changes, the updated document should be dated and promptly disseminated to the Board and CEO.
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 Chair, Board Committees or the CEO.



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Policy Governance Model





PSIA-AASI-NRM

Background

The bylaws of PSIA-AASI-NRM state that the purpose of the organization is to train, educate, and certify snowsports instructors and to advance the best interests of snowsports as a whole. A further purpose is to benefit the membership.

Ends Development

Ends statements encompass the range of community values around snowsports. Qualitative interview research, analysis, and reflective thought went into the Ends. They express both what is important about the existence of PSIA-AASI-NRM and what will be different in the community because of the efforts of our association. Translating the association members' intent into Ends policies enables the board to set the organization's strategic direction and monitor its progress toward fulfillment.

On behalf of the members of PSIA-AASI-NRM, the board determines how the division will be operated, and the relative cost-efficiency or result of those decisions.

The fulfillment of the stated Ends is delegated to the CEO with any reasonable interpretation of both Ends and CEO Limitations policies contained in this manual.



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Definitions

Association: A group of people organized and incorporated around a particular activity, mission, purpose, or interest.

Board – Management Delegation: Policy category that defines the means by which the board delegates authority to the CEO, including how the board will monitor organizational performance.

CEO Limitations: The board defines what activities are "out of bounds" and thus may not be engaged in regardless of whether they meet the ends. The first level of limitation for most boards requires that all activities be legal, ethical and prudent. By defining and monitoring the limits, the board is reasonably assured that they will approve of all activities within the boundaries without restraining management's creativity and ability to manage.

Chief Executive Officer (CEO): Chief executive officer or managing director of PSIA-AASI-NRM, responsible for the day-to-day operation of the organization. The role also includes designing, developing, and implementing strategic plans in a manner that is both cost- and time-efficient.

Community: A socially connected environment in which people of varied backgrounds and abilities support and nurture one another. The community represents a conscious investment in the snowsports industry. Even though members of the community are not owners in a legal sense, they are a meaningful group of people to whom the PSIA-AASI-NRM board chooses to hold itself accountable.

Ends: The board defines which needs are to be met, for whom, and at what cost. Written with a long-term perspective, these mission-related policies embody the board's long-range vision. Virtually every initiative that management pursues in the course of a year is guided by an element of these policies.

Governing Board: The governing board is the initial authority for the association as stated in the Articles of Incorporation and Bylaws of the Corporation.

Operational Staff: All paid employees are considered to be operational staff. The paid staff consists of Education Coordinator, Discipline Committee Chairs, Education Staff.

Owners: In governing nonprofit organizations, owners or the ownership refers to the community at large. Owners are the group on whose behalf the board governs.

Policy: A statement that is an intentional expression of the values and principles of the board of directors to guide decisions. Policies are the guidelines that drive processes and procedures.

Process: A high level view or the map of the tasks to implement the policy.

Procedure: Systematic instructions for how to complete the tasks.



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Ends

Policy Type: Ends

1.0 Ends Policies

1. PSIA-AASI-NRM exists so its members have a stable, professional organization to support a thriving and vibrant snowsports industry.
2. Members and member schools utilize information and resources gained from PSIA-AASI-NRM for snowsports education.
3. Members will have opportunity for leadership development.



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Policy Type: CEO Limitations

2.0. Global Executive Constraint

- The CEO shall not cause or allow practices, activities, decisions, or organizational circumstances that are unlawful, imprudent, or in violation of commonly accepted business, educational, professional, or sustainability ethics and practices.

2.1. Treatment of Members

- With respect to interactions with members or those applying to be members, the CEO shall not cause or allow conditions, procedures, or decisions that are unsafe, untimely, undignified, or unnecessarily intrusive.
- Further, the CEO will not:
 1. Fail to ensure educational methods are consistent with highest standards available in the snowsports industry
 2. Fail to ensure educational events are operated with appropriate safety, security, and accessibility
 3. Collect, transmit, or store members' information without safeguarding against improper access to the information
 4. Fail to establish with members, applicants, or other participants a clear understanding of what may be expected and what may not be expected from the organization's education and training, including member requirements and conduct; certification performance; two-way communications and timely exchange of information; courtesy; and snowsports industry education.
 5. Fail to inform members, applicants, and other participants of this policy; obtain acknowledgement of this policy; or to provide a way to be heard for persons who believe they have not been accorded a reasonable interpretation of their protections under this policy

2.2. Treatment of Employees and Volunteers

- With respect to the treatment of paid employees and volunteers, the CEO shall not cause or allow conditions that are unfair, undignified, disorganized, or unclear.
- Further, without limiting the scope of the foregoing by this enumeration, the CEO shall not
 1. Operate without written policies that (a) clarify expectations, commitments, and rules for employees and volunteers; (b) provide for effective handling of grievances; and (c) protect against wrongful conditions, such as nepotism and grossly preferential treatment for personal reasons
 2. Discriminate against any employee or volunteer for any unlawful reason
 3. Fail to consult with operational staff regarding educational programs or decisions related to pedagogical matters
 4. Fail to inform employees and volunteers of their protections under this policy



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5. Fail to prepare employees and volunteers to deal with emergency situations

2.3. Financial Condition and Activities

- With respect to maintaining a stable and financially sound organization and avoiding deviation of actual expenditure from the Board's Ends priorities, the CEO will not:
 1. Expend more funds than have been received in the fiscal year to date
 2. Borrow funds, except for credit card debt used for normal business purposes
 3. Use any assets that are designated as long-term reserves
 4. Fail to settle payroll and debts in a timely manner
 5. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed
 6. Make a single purchase or commitment of greater than \$15,000 and splitting orders to avoid this limit is not acceptable
 7. Allow operating cash balances to drop below the targeted safety reserve of 5% of gross annual income
 8. Acquire, encumber, or dispose of real property
 9. Fail to aggressively pursue receivables after a reasonable grace period
 10. Set membership dues

2.4. Financial Planning and Budgeting

- The CEO shall not cause or allow financial planning for any fiscal year or the remaining part of any fiscal year to deviate materially from the board's Ends priorities, risk financial jeopardy, or fail to be derived from a multiyear plan. Further, there will be no financial plans that omit credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions.

2.5. Emergency Management Succession

- The CEO will not operate without management succession planning processes to facilitate a smooth and competent operation of the organization during key personnel changes

2.6. Asset Protection

- The CEO shall not cause or allow corporate assets to be unprotected, inadequately maintained, or unnecessarily risked. Further, the CEO will not:
 1. Change the organization's name; substantially alter its identity in the community; risk its relationships with national or other divisions; or risk its culture, reputation, and credibility
 2. Fail to insure against theft and casualty losses and against liability losses to board members, employees, and PSIA-AASI-NRM itself
 3. Allow PSIA-AASI-NRM's information and files to be exposed to loss, improper access, misuse, or significant damage
 4. Unnecessarily expose the organization, its board, or its employees to claims of liability



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5. Receive, process, or disburse funds under controls that are insufficient to meet generally accepted accounting principles and standards, or any board-appointed auditor's standards

2.7. Compensation and Benefits

- With respect to employment, compensation, and benefits to employees, consultants, contract workers and volunteers, the CEO will not cause or allow jeopardy to financial integrity or to public image. Further, the CEO will not
 1. Change the CEO's own compensation and benefits
 2. Promise or imply permanent or guaranteed employment
 3. Establish salaries and benefits that are not reasonable for individuals possessing the experience and skills needed to maintain and improve the overall performance of the organization
 4. Establish or change benefits so as to cause unsustainable situations for the organization or that will be inequitable for employees

2.8. Board Awareness and Support

- The CEO shall not cause or allow the board to be uninformed or unsupported in its work. Further, CEO will not:
 1. Neglect to submit monitoring reports required by the board in a timely, accurate, and understandable fashion, directly addressing the provisions of board policies being monitored
 2. Fail to report in a timely manner any actual or anticipated nonconformity with policies relevant to matters delegated to the CEO (i.e., Ends and CEO Limitations)
 3. Let the board be unaware of any significant incidental information it requires, including anticipated media coverage, threatened or pending lawsuits, unexpected serious risks, potential and current legal non-compliance, substantial internal and external changes, or other important events
 4. Fail to advise the board if, in the CEO's opinion, the board is not following its own policies on Governance Process and Board-Management Delegation, particularly in the case of board behavior that is detrimental to the work relationship between the board and the CEO.
 5. Present information in unnecessarily complex or lengthy form.
 6. Fail, when addressing official business, to deal with the board as a whole except when (a) fulfilling individual requests for information or (b) responding to officers or committees duly charged by the board
 7. Fail to supply for the board's consent agenda, along with applicable monitoring information, all decisions delegated to the CEO yet required by law, regulation, or contract to be board-approved



Policy Type: Board-Management Delegation

3.0. Board-Management Connection

- The board's sole official connection to the operational organization, its achievements, and its conduct will be through a paid chief of staff or executive, titled CEO.

3.1. Unity of Control

- Only officially passed motions of the board are binding on the CEO. Accordingly:
 1. No Board member, officer, or committee has authority over the CEO or any member of the CEO's staff, except in instances when the person or committee has been authorized by the board to direct or use staff resources for a specific issue.
 2. Board members or committees may request information. If the CEO determines the information request will require 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.

3.2. Accountability of the CEO

- All Board authority delegated to management is delegated to the CEO. Accordingly:
 1. Neither the Board nor its members will give instructions to persons who report directly or indirectly to the CEO.
 2. Neither the Board nor its members will formally evaluate any staff other than the CEO.
 3. The Board will consider and evaluate CEO performance as synonymous with organizational achievement of Ends and compliance with CEO Limitations. No performance measure established by the Board or by sub-sets of the Board shall conflict with or modify this measure of performance
 4. The CEO'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 CEO Limitations policies.

3.3. Delegation to the CEO

- The Board will direct the CEO through written policies setting forth the organizational Ends to be achieved and organizational situations/actions to be avoided, allowing the CEO to use any reasonable interpretation of these policies. The "reasonable" standard is defined as whether what the CEO did was what a reasonably prudent executive would do in that context. The board shall judge if an action of the CEO meets the reasonable standard. Accordingly:
 1. Ends policies direct the CEO 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. CEO Limitations policies define the boundaries of legality, prudence, and ethics within which the CEO is expected to operate. These policies describe those practices, activities, decisions, and circumstances that would be unacceptable to the Board, even



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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 CEO.

3. An Ends or CEO Limitations policy at a given level does not limit the scope of any preceding level.
4. The CEO 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 CEO Limitations policies.
5. As long as any particular delegation is in place, the Board will respect and support decisions made by the CEO that are compliant with Board policy, as reasonably interpreted.

3.4. Monitoring CEO Performance

- The Board will systematically and rigorously monitor CEO performance, determining the extent to which Ends are being achieved and whether operational activities fall within boundaries established in CEO Limitations policies. Accordingly:
 1. Monitoring is to determine the degree to which Board policies are being met. Ends and CEO Limitations policies may be monitored by one or more of three methods:
 - A. Internal Reports: The CEO's written policy interpretations (e.g., operational definitions about how the policy looks in practice), along with data supporting his/her assessment of accomplishment of, or compliance with, the policy under review.
 - 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 CEO.
 - 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 CEO.
 2. The Board shall accept any reasonable CEO interpretation of the Board policy being monitored. The Board is the final judge of reasonableness.
 3. The Board will judge whether:
 - A. The CEO's interpretation is reasonable, and
 - B. Data demonstrate reasonable accomplishment of, or compliance with, the CEO's interpretation.
 4. If the Board determines the CEO's interpretations not to be reasonable or data determined not to demonstrate reasonable accomplishment of, or compliance with, a Board policy as interpreted, it may ask for a new report (and record when the report will be received) or it may take a remedial process. Discussions about a remedial process will be in Executive Session (only voting Board members, officers plus any other parties specifically invited by the Board to attend).
 5. All policies instructing the CEO 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:



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Monitoring Schedule

Policy	Method	Frequency	Month
Ends	<i>Internal</i>	<i>Bi-annual</i>	<i>June</i>
Global CEO Constraint	<i>Internal</i>	<i>Annually</i>	<i>October</i>
Treatment of Members	<i>Internal</i>	<i>Annually</i>	<i>May</i>
Treatment of Employees & Volunteers	<i>Internal</i>	<i>Annually</i>	<i>May</i>
Financial Condition and Activities	<i>Internal</i>	<i>Bi-annual</i>	<i>June/November</i>
	<i>External</i>	<i>Annually</i>	<i>November</i>
Financial Planning and Budgeting	<i>Internal</i>	<i>Annually</i>	<i>September</i>
Emergency Management Succession	<i>Internal</i>	<i>Annually</i>	<i>August</i>
Asset Protection	<i>Internal</i>	<i>Annually</i>	<i>September</i>
Compensation and Benefits	<i>Internal</i>	<i>Annually</i>	<i>June</i>
	<i>External</i>	<i>Annually</i>	<i>June</i>
Communication and Support	<i>Direct inspection</i>	<i>Annually</i>	<i>September</i>



Policy Type: Governance Process

4.0. Global Governance Commitment

- The purpose of the board, on behalf of PSIA-AASI-NRM and its community, is to see to it that the association (a) achieves appropriate results for appropriate persons at an appropriate cost (as specified in board Ends policies) and (b) avoids unacceptable actions and situations (as prohibited in CEO Limitations policies).

4.1. Governing Style

- The board will govern lawfully, observing the principles of Policy Governance, with an emphasis on (a) outward, long-term vision rather than an internal (operational) preoccupation, (b) encouragement of diversity in viewpoints, (c) strategic leadership more than administrative detail, (d) clear distinction of board and CEO, (e) collective rather than individual decisions, (f) future rather than past or present, and (g) proactivity rather than reactivity.
- Accordingly:
 1. The board will cultivate a sense of group responsibility and presence. The board, not the staff, will be responsible for excellence in governing. The board will be the initiator of policy, not merely a reactor to staff initiatives. The board will not use the expertise of individual members to substitute for the judgment of the board, although the expertise of individual members may be used to enhance the understanding of the board as a body.
 2. The board will direct, control, and inspire the organization through the careful maintenance of broad written policies reflecting the board's values and vision for PSIA-AASI-NRM. The board's major policy focus will be on the intended long-term organizational impacts, not on the CEO's administrative or programmatic means of attaining those impacts.
 3. The board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policymaking principles, respect of roles, and ensuring the continuance of governance capability. Although the board can change its Governance Process policies at any time, it will scrupulously observe those currently in force.
 4. Continual board development will include orientation of new board members in the board's Governance Process and periodic board discussion of process improvement.
 5. The board will allow no officer, individual, or committee of the board to hinder or serve as an excuse for not fulfilling group obligations.
 6. The board will monitor and discuss the board's process and performance at each meeting. Self-monitoring will include comparison of board activity and discipline to policies in the Governance Process and Board-Management Delegation categories.

4.2. Board Job Products

- Specific job outputs of the board, as an informed agent of the community, are those that ensure satisfactory organizational performance. Accordingly, the board has direct responsibility to create:



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1. The outward relationships with the larger snowsports community and the PSIA-AASI-NRM community
2. Written governing policies that realistically address at minimum the broadest levels of all organizational decisions and situations
 - A. Ends: organizational products, impacts, benefits, outcomes, recipients, and their relative worth (what good for which recipients at what cost)
 - B. CEO limitations: constraints on executive authority that establish the prudence and ethics boundaries within which all executive activity and decisions must take place
 - C. Governance process: specification of how the board conceives, carries out, and monitors its own tasks
 - D. Board-management delegation: how power is delegated and its proper use; the CEO's role, authority, and accountability
3. Assurance of successful organizational performance on Ends and CEO Limitations.
4. Assurance of a governance structure that integrates all elements of the board's work with an annual governance plan. The plan identifies the continuation of established work within the annual Board Calendar and will be maintained and monitored throughout the year

4.3. Agenda Planning

- To accomplish its job products with a governance style consistent with board policies, the board will follow an annual agenda that (a) completes a re-exploration of Ends policies annually and (b) continually improves board performance through board education and enriched input and deliberation.
1. The cycle will conclude each year on the last day of June so that administrative planning and budgeting can be based on accomplishing a one-year segment of the board's most recent statement of long-term Ends.
 2. The cycle will start with the board's development of its agenda for the next year.
 - A. Consultations with selected groups in the community, or other methods of gaining community input, will be determined and arranged in the first quarter, to be held during the balance of the year.
 - B. Governance education and education related to ends determination (presentations by other snowsports organizations, climate experts, resort management, staff, and so on) will be arranged in the first quarter, to be held during the balance of the year.
 - C. A board member may recommend or request an item for board discussion by submitting the item to the president no later than two weeks before the board meeting.
 3. Throughout the year, the board will attend to consent agenda items as expeditiously as possible.
 4. CEO monitoring will be included on the agenda if monitoring reports show policy violations, if policy criteria are to be debated, or if the board, for any reason, chooses to debate amending its monitoring schedule.



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5. CEO remuneration will be decided after a review of monitoring reports received in the prior year from July to June

4.4. Chair of the Board's Role

- The chief governance officer (Chair), a specially empowered member of the board, ensures the integrity of the board's process (except as noted in 4.5. Secretary's Role and 4.6 Treasurer's Role) and, secondarily, occasionally represents the board to outside parties. Accordingly:
 1. The Chair ensures that the board behaves consistently with its bylaws, its own values established in policies, and those legitimately imposed on it from outside the organization.
 - A. Meeting discussion content will consist solely of issues that clearly belong to the board to decide or to monitor according to board policy. Incidental information, board planning, or educational presentations will be noted as such.
 - B. Deliberation will be fair, open, and thorough but also timely, orderly, and kept to the point.
 - C. If a volunteer, employee, or member is not comfortable speaking to the CEO regarding concerns (especially substantive deficiencies in PSIA-AASI-NRM's services, questionable accounting, or deficiencies in internal controls), the concern goes to the Chair, not to any other board member. Anyone may submit a concern to the Chair without concern or fear of retaliation. The President determines whether or not to raise the concern to the CEO or bring the concern to the board for investigation.
 2. The authority of the Chair begins where the board has chosen to stop speaking in policies on Governance Process and Board-Management Delegation, with the exception of (a) employment or termination of the CEO and (b) areas where the board specifically delegates portions of this authority to others. The President is authorized to use any reasonable interpretation of the provisions in these policies.
 - A. The Chair is empowered to chair board meetings with all the commonly accepted powers of that position, such as ruling and recognizing to make efficient use of the board's time and approved agenda.
 - B. The Chair has no authority to make decisions about policies created by the board within Ends and CEO Limitations policy areas. Therefore, the President has no authority to supervise or direct the CEO
 - C. The Chair may represent the board to outside parties in announcing board-stated positions and in stating chair decisions and interpretations within the area delegated to her or him.
 - D. The Chair may delegate this authority but remains accountable for its use.

4.5. Vice Chair

- The Vice-Chair shall assume the duties of the Chair in the absence of the Chair. The Vice-Chair shall further perform all duties which are authorized or required by the BOD or the Chair

4.6. Secretary's Role

- The Secretary shall ensure the safekeeping and integrity of the board's documents. Accordingly:



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1. Articles of incorporation, bylaws, and policies documents will be updated when changes are adopted by the board. Updated documents are accessible to all board members.
2. Minutes of board meetings and member meetings are recorded and published within (30) days of the meeting.
3. Register of board members' contact information and signed disclosures required by law or IRS provisions.
4. Ensure the board is in compliance with provisions in the bylaws regarding meeting notices, quorum, and election of officers.

4.7 Treasurer's Role

- The Treasurer shall ensure board adherence to policies related to the financial well-being of the organization.

4.8. Board Members' Code of Conduct

- The board commits itself and its members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as board members.
1. Members must demonstrate loyalty to the community, unconflicted by loyalties to staff, other organizations, or any personal interests as members.
 2. Members must avoid conflict of interest with respect to their fiduciary responsibility [Note: required policy statements for Form 990 and established best practices].
 - A. There will be no self-dealing or business by a member with the organization. Members will annually disclose their involvements with other organizations or with vendors and any associations that might be reasonably seen as representing a conflict of interest.
 - B. When the board is to decide on an issue about which a member has an unavoidable conflict of interest, that member shall absent herself or himself without comment not only from the vote but also from the deliberation.
 - C. Board members will not use their board position to obtain employment in the organization for themselves, family members or close associates.
 3. Board members may not attempt to exercise individual authority over the organization.
 - A. Members' interaction with the CEO or with staff must recognize the lack of authority vested in individuals except when explicitly authorized by the board.
 - B. Members' interactions with the public, the press, or other entities must recognize the same limitation and the inability of any board member to speak for the board except to repeat explicitly stated board decisions.
 - C. Except for participation in board deliberation about whether the CEO has achieved any reasonable interpretation of board policy, members will not express individual judgments of performance of employees or the CEO.
 4. Members will maintain confidentiality on issues of a sensitive nature.
 5. Members will be properly prepared for board deliberation.



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6. Members will 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.

4.8. Board Committee Principles

- Board committees, when used, will be assigned so as to reinforce the wholeness of the board's job and so as never to interfere with delegation from board to CEO. Accordingly:
 1. Board committees are to help the board do its job, not to help or advise the staff. Committees ordinarily will assist the board by preparing policy alternatives and implications for board deliberation. In keeping with the board's broader focus, board committees will normally not have direct dealings with current staff operations.
 2. Board committees may not speak or act for the board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the CEO.
 3. Committees will be used sparingly and ordinarily in an ad hoc capacity.
 4. This policy applies to any group that is formed by board action, whether or not it is called a committee and regardless of whether the group includes board members. It does not apply to committees formed under the authority of the CEO.

4.9. Board Committee Structure

- A committee is a board committee only if its existence and charge come from the board, regardless of whether board members sit on the committee. The only board committees are those that are set forth in this policy. Unless otherwise stated, a committee ceases to exist as soon as its task is complete.
 1. Standing Committees
 - a. Governance and Leadership Committee. As a committee of the Board of Directors, the Governance Committee helps the Board carry out its due diligence function related to healthy development and operation of the board, monitor effectiveness of governance policies, review and recommend optimum board composition for diversity of thought, design an intentional process to recruit and retain the best board members, and monitor the performance of the individual board members.
 - i. Roles and Responsibilities
 1. Bylaws: Amendments, additions and changes to existing bylaws.
 2. Policy Manual: Keeping policy manual current as board and CEO modify and adjust policy to meet current divisional needs and requirements.
 3. Annual Board Assessment and Performance: Monitoring of board performance on annual basis.
 4. Leadership Development: Training and education of BOD to further expand knowledge base for responsible leadership of PSIA-AASI_NRM.
 5. Board Development



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6. Recruiting
 7. Onboarding/orientation
 8. Training
 9. Succession Planning
 - ii. Make up
 1. Vice Chair:
 2. Secretary:
 3. Board Member:
- b. Executive Compensation: As a committee of the Board of Directors, the Executive Compensation Committee recommends to the Board the merits of the CEO's compensation through review of the previous fiscal years reports
- i. Roles and Responsibilities
 1. Annual CEO performance review
 2. Compensation package recommendation
 - ii. Reporting at Spring Board Meeting
 - iii. Make up
 1. Chairman:
 2. Treasurer:
 3. Board Member:
- c. Membership Linkage: As a committee of the Board of Directors, the Membership Linkage Committee works for the Board to develop means to engage with current, future and lapsed members of PSIA-AASI-NRM to expand membership and promote PSIA-AASI-NRM.
- i. Roles and Responsibilities
 1. Fundraising: Maintaining, recruiting and developing funding to benefit the members of PSIA-AASI-NRM.
 2. Member communication: Opening and maintaining lines of communications with membership across division
 3. Current and future membership: Working to build and maintain divisional membership.
 - ii. Make up
 1. Chair:
 2. Member at large
 3. Education Staff
- d. Awards and Recognition: This committee works for the Board of Directors to establish divisional awards and recognition of members and to help with the nomination of NRM members for national awards and recognition.



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- i. Roles and Responsibilities
 1. Expand means of recognizing members of PSIA-AASI-NRM through awards and publications.
- ii. Members
 1. Board Member:
 2. Member at Large
 3. Snowsports School Director Chair
 4. Board Member:

4.10. Governance Investment and Board Education

- Because poor governance costs more than learning to govern well, the board will invest in its governance capacity. Accordingly:
 1. Board skills, methods, and supports will be sufficient to ensure governing with excellence.
 - A. New board members and potential candidates will receive training in Policy Governance. Each new member will receive the Articles, the Bylaws, and current Policies. In addition, each new board member will be acquainted with the duties and responsibilities of nonprofit board members under Montana Code Annotated, Chapter 2 Nonprofit Corporations.
 - B. Outside monitoring assistance may be arranged so that the board can exercise confident control over organizational performance. This includes, but is not limited to, financial audits or reviews.
 - C. Outreach mechanisms will be used as needed to ensure the board's ability to listen to the range of community viewpoints and values.
 2. Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior capability.
 - A. Up to \$ 2,000 each year for training, including attendance at conferences and workshops.
 - B. Up to \$ 2,000 each year for audits, financial reviews, or other third-party monitoring of organizational performance.
 - C. Up to \$ 2,000 each year for surveys, focus groups, opinion analyses, and community meeting costs.
 - D. These expenses will not exceed in total \$4000 in one fiscal year.
 3. The board will establish its cost of governance budget for the next fiscal year during the Spring board meeting