



1 Global End

Rev Date 4/2/2021
Rev No 14
Ref No 929789

Current and potential affiliates, board members, organizational leaders, and those who support boards (collectively, “the governance community”) practice effective governance, as currently exemplified by Policy Governance®, at a worth greater than the cost to deliver it.

1.1 Governance Model

Rev Date 4/2/2021
Rev No 15
Ref No 929790

The governance community has a rigorously-defined, evidence-based model for effective governance.

1.2 Knowledge

Rev Date 4/2/2021
Rev No 15
Ref No 929791

The governance community has knowledge to achieve effective governance.

1.3 Model Use

Rev Date 4/2/2021
Rev No 15
Ref No 929792

The use of one or more rigorously-defined, evidence-based models for effective governance increases over time., at a worth greater than the cost to deliver it.

2 Governance Process

Rev Date 4/16/2018
Rev No 6
Ref No 767430

The purpose of the board, on behalf of the proponents of good governance, who are committed to Policy Governance and other advanced, owner-accountable governance systems, is to see to it that the Organization:

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

2.1 Governing Style

Rev Date 6/9/2016
Rev No 7
Ref No 641207

The board will govern lawfully and consistently with the principles of Policy Governance, with an emphasis on:

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

2.1.1 Group Responsibility

Rev Date 2/16/2010
Rev No 2
Ref No 229186

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

2.1.2 Written Policies

Rev Date
4/9/2006

Rev No
1

Ref No
7990

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

2.1.3 Board Discipline

Rev Date
4/9/2006

Rev No
1

Ref No
7999

The board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policymaking principles, respect of roles, and ensuring the continuance of governance capability. Although the board can change its governance process policies at any time, it will observe them scrupulously while in force.

2.1.4 Board Development

Rev Date
4/9/2006

Rev No
1

Ref No
8008

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

2.1.4.1 Orientation of New Board Members

Rev Date
5/31/2006

Rev No
1

Ref No
25335

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

2.1.4.2 Board's Plan for Model Consistency

Rev Date
2/7/2023

Rev No
5

Ref No
980759

We believe that the spread of owner-accountable, principled, and systematic governance requires us to uphold standards of model consistency in all our activities and outputs and will seek to develop and sustain such standards in all our work.

Our plans are as follows:

1. All new regular and at-large board members that have not completed the PGP program within the last 3 years will take the PG 360 test and debrief missed answers with an experienced board member as a part of their onboarding and orientation, within the first 3 months of their tenure. GSP members in good standing are exempt from this requirement.
2. Each year the board will identify a section of policies or board processes to be reviewed for model consistency. Documentation related to that focus area will be sent to the CEO, for comment by the Consistency Framework Committee. The focus area will be determined at the annual board retreat, and forwarded to the committee each September.

2.1.5 Fulfillment of Commitments

Rev Date
4/9/2006

Rev No
1

Ref No
8017

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

2.2 Board of Directors Job Description

Rev Date
6/9/2016

Rev No
7

Ref No
641210

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

Accordingly, the board shall:

2.2.1 Ownership/Careholdership Linkage

Rev Date
8/2/2022

Rev No
2

Ref No
951178

Act as an effective and accountable link between the ownership/Careholdership and the operational organization. Linkage activities will inform Board policy.

2.2.1.1 Regular Communication

Rev Date
8/2/2022

Rev No
1

Ref No
951181

The board will regularly communicate with the ownership/careholdership regarding the Ends (critical outcomes), values, and actual results achieved.

2.2.1.2 Feedback Policy

Rev Date
8/2/2022

Rev No
1

Ref No
951182

The board will obtain and review feedback from the owners on future needs and trends.

2.2.2 Written Governing Policies

Rev Date
4/9/2006

Rev No
1

Ref No
8143

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

2.2.2.1 Ends

Rev Date
4/9/2006

Rev No
1

Ref No
8152

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

2.2.2.2 Executive Limitations

Rev Date
4/9/2006

Rev No
1

Ref No
8161

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

2.2.2.2.1 Justice, Equity, Diversity & Inclusion and Decolonization

Rev Date
8/2/2022

Rev No
1

Ref No
951183

Ethical boundaries set by the board will include the consideration of Justice, Equity, Diversity, Inclusion and Decolonization values.

2.2.2.3 Governance Process

Rev Date
4/9/2006

Rev No
2

Ref No
951184

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

2.2.2.4 Board-Management Delegation

Rev Date
8/12/2011

Rev No
5

Ref No
951185

Board-Management Delegation Policies: Describe how authority is delegated to the CEO.

2.2.3 Assurance of Organizational Performance

Rev Date
2/16/2010

Rev No
3

Ref No
951186

The board shall ensure organizational performance by monitoring all policies according to its yearly monitoring schedule.

2.2.4 Other Duties of the Board

Rev Date
8/2/2022

Rev No
1

Ref No
951199

The Board chooses to undertake additional responsibilities. Accordingly the board will:

2.2.4.1 Contributions

Rev Date
8/2/2022

Rev No
1

Ref No
951200

Contribute time, talent, and yearly funds (including real in-kind donations), within their means, to GOVERN for IMPACT.

2.2.4.2 Networking

Rev Date
8/2/2022

Rev No
1

Ref No
951201

Introduce people, in their networks, to GOVERN for IMPACT for the purpose of engagement, possible affiliateship, and financial support.

2.2.4.3 Board Member Recruitment

Rev Date
8/2/2022

Rev No
1

Ref No
951202

Actively and continuously recruit possible candidates for the Board to be submitted to the Board Nominations Committee.

2.2.4.4 Ambassadorship

Rev Date
8/2/2022

Rev No
1

Ref No
951203

Board members and the Board as a whole will advance Govern's mission through active engagement and as ambassadors and advocates.

2.3 Agenda Planning

Rev Date
1/9/2018

Rev No
2

Ref No
767436

To accomplish its job products with a governance style consistent with board policies, the board will follow an annual agenda which includes (a) timely re-exploration of owner perspectives and board policies (b) monitoring of policy according to an annual schedule, and c) continual board improvement through education, enriched input and deliberation.

2.3.1 Agendas Per Planning Cycle

Rev Date
4/9/2006

Rev No
1

Ref No
8206

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

2.3.2 Ad Hoc Issues

Rev Date
4/26/2010

Rev No
1

Ref No
8215

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

2.3.3 Agenda Items Notice

Rev Date
4/26/2010

Rev No
1

Ref No
8224

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

2.4 CGO's Role

Rev Date
4/26/2010

Rev No
1

Ref No
8233

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

Accordingly:

2.4.1 Assigned Result

Rev Date
4/26/2010

Rev No
1

Ref No
8242

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

2.4.1.1 Meeting Content

Rev Date
4/9/2006

Rev No
1

Ref No
8251

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

2.4.1.2 Deliberation Criteria

Rev Date
4/9/2006

Rev No
1

Ref No
8269

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

2.4.2 CGO Authority

Rev Date
3/12/2012

Rev No
2

Ref No
361978

The authority of the CGO consists in making decisions that fall within topics covered by board policies on Governance Process and Board-Management Delegation, with the exception of (a) employment or termination of a CEO and (b) where the board specifically delegates portions of this authority to others. The CGO is authorized to use any reasonable interpretation of the provisions in these policies.

2.4.2.1 Meeting Authority

Rev Date
4/26/2010

Rev No
1

Ref No
8287

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

2.4.2.2 Authority Limits

Rev Date
3/12/2012

Rev No
2

Ref No
361979

The CGO has no authority to make decisions about policies created by the board within Ends and Executive Limitations policy areas. Therefore the CGO has no authority to supervise or direct the CEO .

2.4.2.3 Representing the Board

Rev Date
4/26/2010

Rev No
1

Ref No
8305

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

2.4.2.4 Delegation of Authority

Rev Date
4/26/2010

Rev No
1

Ref No
8314

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

2.5 Secretary's Role

Rev Date
4/16/2018

Rev No
3

Ref No
677389

The Secretary assures the integrity and accuracy of the board's documents, including organization bylaws, board policies, and minutes documenting board decisions and due diligence.
Therefore:

2.5.1 Secretary's Authority

Rev Date
4/9/2006

Rev No
1

Ref No
8332

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

2.6 Board Member's Code of Conduct

Rev Date
4/9/2006

Rev No
1

Ref No
8341

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.

2.6.1 Loyalty

Rev Date 11/2/2021	Rev No 2	Ref No 521838
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Board members must have loyalty to the ownership, unconflicted by loyalties to any particular constituency, other organizations, and any personal interest as a member of Govern for Impact..

2.6.2 Exercise of Authority

Rev Date 1/9/2018	Rev No 2	Ref No 767437
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Board members are accountable to exercise the authority and discharge the duties of their office honestly and in good faith. Board members shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

2.6.3 Conflict of Interest

Rev Date 6/15/2010	Rev No 1	Ref No 8368
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Board members must avoid conflict of interest with respect to their fiduciary duty.

2.6.3.1 Member Relationships

Rev Date 12/13/2016	Rev No 2	Ref No 692601
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When the Board considers an issue about which a board member has a potential or perceived conflict of interest, that member will disclose the conflict and offer to withdraw from the discussion and vote.

2.6.3.2 Personal and Business Relationships

Rev Date 6/15/2010	Rev No 1	Ref No 249025
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Board members will not allow personal or business relationships with the CEO or other board members to supersede or in any other way interfere with the business of the Association.

2.6.3.3 Disclosure of Business

Rev Date 12/13/2016	Rev No 2	Ref No 692602
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There will be no self-dealing or business by a board member or immediate family members (parents, spouse, siblings, children) with the organisation as a result of their position on the board. The only exception to this is when procedurally controlled to assure openness, competitive opportunity, and equal access to otherwise "inside" information, and where there are no other acceptable resources available. Board members will annually disclose their involvements within the organization, with other organisations, with providers, or any associations which might be or might reasonably be seen as being a conflict.

2.6.3.4 Prior Disclosure

Rev Date 8/25/2014	Rev No 1	Ref No 521840
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Prior to election to the Govern board, a prospective board member shall be informed of this policy and complete the Conflict of Interest Declaration.

2.6.4 Individual Authority

Rev Date 3/12/2012	Rev No 2	Ref No 361980
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Board members may not attempt to exercise individual authority over matters delegated to the CEO.

2.6.5 Confidentiality

Rev Date 4/9/2006	Rev No 1	Ref No 8395
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Board members will respect the confidentiality appropriate to issues of a sensitive nature.

2.6.6 Email Contact

Rev Date
4/9/2006

Rev No
1

Ref No
8404

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

2.6.7 Meeting Preparedness

Rev Date
6/15/2010

Rev No
1

Ref No
249026

Board members will be properly prepared for board meetings.

2.6.8 Authority of Decisions

Rev Date
6/15/2010

Rev No
1

Ref No
249027

Board members will respect the authority of the decisions of the Board.

2.7 Board Committee Principles

Rev Date
6/15/2010

Rev No
1

Ref No
8413

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

2.7.1 Committee Authority

Rev Date
4/9/2006

Rev No
1

Ref No
8422

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

2.7.2 Committee Function

Rev Date
3/12/2012

Rev No
2

Ref No
361981

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

2.8 Cost of Governance

Rev Date
5/15/2011

Rev No
2

Ref No
304779

The board will determine an annual budget for its own direct expenses associated with work done by the full board and any of its associated standing or ad hoc committees no later than 90 days prior to the beginning of the next fiscal year.

2.8.1 Direct Expenses

Rev Date
4/9/2006

Rev No
1

Ref No
8449

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

2.8.1.1 Expense Reimbursement

Rev Date
3/12/2012

Rev No
2

Ref No
361982

Board members will be reimbursed for actual, necessary and reasonable expenses incurred in their duties up to the amount allocated to them in the annual governance budget adopted by the board.

2.9 Linkage with Ownership

Rev Date
6/1/2018

Rev No
7

Ref No
785460

The Board governs the Association in the interests of its moral ownership: the proponents of good governance who are committed to understanding and developing the principles of owner-accountable, principled and systematic governance. The Board is committed to actively linking with its ownership to provide accountability and to inform its policies.

2.9.1 Interaction with Owners

Rev Date
1/9/2018

Rev No
4

Ref No
767438

The Board will obtain owners' values concerning Ends and Executive Limitations and will inform owners about the Board's governance work.

2.9.2 Appointment of Non-Voting Associates

Rev Date
4/29/2021

Rev No
2

Ref No
890881

The board may appoint from 0 to 3 non-voting observers, called "Associate" members, to regularly attend board meetings and participate in board discussion and activities. This practice enables the board to provide a diversity of perspectives and to encourage the future of the organization by providing an opportunity to participate on a board that uses principled and systematic approaches to owner-accountable governance.

2.9.2.1 Associate Term & Criteria

Rev Date
4/29/2021

Rev No
2

Ref No
888216

The term of an Associate member shall be one year, may be cancelled by the board, and is renewable at the discretion of the Board to a maximum of 3 years. Nominees from the Young Governance Professionals shall be given preference.

2.9.2.2 Expectation of Confidentiality

Rev Date
4/29/2021

Rev No
1

Ref No
803356

Associates shall be expected to adhere to the same expectations regarding confidentiality as required of board members.

2.10 Governance Evaluation

Rev Date
1/14/2012

Rev No
4

Ref No
346643

The board will monitor and regularly discuss its own process and performance, including a comparison of board activity and discipline with its Governance Process and Board-Management Delegation policies.

2.11 Governance Succession

Rev Date
6/9/2016

Rev No
5

Ref No
641189

In keeping with the boards commitment to excellence in governance, the board shall actively solicit for positions on the board, candidates who offer the membership a range of perspectives and backgrounds and who have characteristics that will enable them to govern effectively:

- understanding and commitment to the role of trustee, fidelity to the ownership and commitment to the general mission area
- propensity to think in terms of systems and context
- ability and eagerness to deal with values, vision and the long-term-ability and willingness to participate assertively in deliberation and abide by the intent of established policies
- willingness to share power in group process, and to delegate areas of decision-making to staff.

2.12 Board Committee Structure

Rev Date
5/23/2014

Rev No
1

Ref No
512217

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

2.12.1 Nominations Committee

Rev Date
11/1/2022

Rev No
1

Ref No
980723

The board shall have a standing Nominations Committee to assist the board in ensuring Govern's governance continuity with sufficient qualified candidates for election to the board and Nominations Committee itself.

2.12.1.1 Composition and Tenure

Rev Date
11/1/2022

Rev No
1

Ref No
980726

A board member chair and two additional board members one of which one may be a minimum 2 year affiliate, appointed by the board for a term of 2 years. Terms shall be staggered.

2.12.1.2 Quorum

Rev Date
11/1/2022

Rev No
1

Ref No
980727

Two members shall constitute a quorum.

2.12.1.3 Authority

Rev Date
11/1/2022

Rev No
1

Ref No
980728

The committee has the authority to solicit and recommend to the board candidates to stand as a board members. The committee shall receive and assess qualifications of affiliate and self nominations. The committee may utilize staff resources as approved by the board.

2.12.1.4 Job Outputs

Rev Date
11/1/2022

Rev No
1

Ref No
980729

The committee shall document their outputs and include:

- a nominating, recruitment, and validating process,
- identifying board member gaps, including equity and diversity considerations
- vet and interview candidates
- provide the board with a slate of qualified candidates for election,
- provide a slate of qualified candidates for this committee,

2.12.1.5 Meetings & Review

Rev Date
11/1/2022

Rev No
1

Ref No
980730

Meetings shall be called by the chair at least once per quarter and report to the board quarterly.

2.12.2 Ownership Linkage Committee

Rev Date
9/6/2022

Rev No
1

Ref No
980741

The Ownership Linkage Committee assists the board in fulfilling its responsibilities related to purposeful and transparent connection with the owners. The Ownership Linkage Committee will establish and maintain a three-year plan in order to ensure regular engagement of Govern for Impact stakeholders and careholders, to enable constructive board dialogue, primarily focused on the organization's Ends.

2.12.2.1 Composition and Tenure

Rev Date
9/6/2022

Rev No
1

Ref No
980744

The committee shall have 3 members - a board member chair and an additional one or two board members. One member may be a minimum three- year affiliate member appointed by the board for a term of two years. Terms shall be staggered.

2.12.2.2 Quorum

Rev Date 9/6/2022	Rev No 1	Ref No 980745
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Two members shall constitute a quorum.

2.12.2.3 Authority

Rev Date 9/6/2022	Rev No 1	Ref No 980746
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The committee has the authority to recommend groups and subgroups of stakeholders and careholders to engage, methods to be used, and questions to be asked. The committee may utilize staff resources as approved by the board. While the committee presents recommendations to the board, it is the responsibility of the entire board to approve the ownership linkage plan, and engage in ownership linkage, as identified in the plan.

2.12.2.4 Job Outputs

Rev Date 9/6/2022	Rev No 1	Ref No 980747
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The committee shall document their outputs and include:

- Develop and maintain a three year ownership linkage plan AND review the plan annual, which will necessitate:
 - o Reviewing existing data and identifying potential linkage gaps
 - o Discussing and recommending groups and subgroups of owners and other relevant stakeholders and careholders
 - o Discussing and recommending methods to be used in engaging owners and other relevant stakeholders and careholders
 - o Discussing and recommending questions to be asked during ownership linkage
- The committee and the board will gather data in a way that reflects the diversity of the ownership, and prioritize engagement that increases understanding the diverse perspectives of owners and other relevant stakeholders and careholders
- Overseeing and moving forward the completion of action items resulting from the approved ownership linkage plan

2.12.2.5 Meetings & Review

Rev Date 9/6/2022	Rev No 1	Ref No 980748
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Meetings shall be called by the chair at least once per quarter and report to the board quarterly.

3 Global Governance - Management Connection

Rev Date 6/9/2016	Rev No 6	Ref No 641177
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The board's sole official connection to the operational organization, its achievements and conduct will be through a CEO, titled Chief Executive Officer.

3.1 Unity of Control

Rev Date 9/4/2011	Rev No 3	Ref No 326542
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Only officially passed motions of the board that make or amend Executive Limitations or Ends policies are binding on the CEO.

Accordingly:

3.1.1 Authority of Individuals over the CEO

Rev Date 9/4/2011	Rev No 1	Ref No 326540
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Decisions or instructions of individual board members, officers, or committees are not binding on the CEO except in rare instances when the board has specifically authorized such exercise of authority.

3.1.2 Requests for Information

Rev Date
9/4/2011

Rev No
1

Ref No
326541

In the case of board members or committees requesting information or assistance without board authorization, the CEO can refuse such requests that require, in the CEO's opinion, a material amount of staff time or funds or is disruptive.

3.2 Accountability of the CEO

Rev Date
1/14/2012

Rev No
2

Ref No
346651

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

Accordingly:

3.2.1 Board Authority over Staff

Rev Date
9/4/2011

Rev No
1

Ref No
326543

The board will never give instructions to persons who report directly or indirectly to the CEO.

3.2.2 Board Evaluation of Staff

Rev Date
9/4/2011

Rev No
1

Ref No
326544

The board will not evaluate, either formally or informally, any staff other than the CEO.

3.2.3 CEO Performance

Rev Date
9/4/2011

Rev No
1

Ref No
326545

The board will view CEO performance as identical to organizational performance, so that organizational accomplishment of board stated Ends and avoidance of board proscribed means will be viewed as successful CEO performance.

3.3 Delegation to the CEO

Rev Date
7/9/2011

Rev No
1

Ref No
316857

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

Accordingly:

3.3.1 Ends Instructions to CEO

Rev Date
7/9/2011

Rev No
1

Ref No
316858

The board will develop policies instructing the CEO to achieve specified results, for specified recipients at a specified relationship between cost and results. These policies will be developed systematically from the broadest, most general level to more defined levels, and will be called Ends policies. All issues that are not Ends issues as defined above are Means issues.

3.3.2 Board Proscription of CEO Means

Rev Date
7/9/2011

Rev No
1

Ref No
316859

The board will develop policies that limit the latitude the CEO may exercise in choosing the organizational means. These limiting policies will describe those practices, activities, decisions and circumstances that would be unacceptable to the board, even if they were to be effective. These policies will be developed systematically from the broadest, most general level to more defined levels; they will be called Executive Limitations policies. The board will never prescribe organizational means of the CEO.

- a. Below the global level, a single limitation at any given level does not limit the scope of any foregoing level.
- b. Below the global level, the aggregate of limitations on a given level may embrace the scope of the foregoing level, but only if justified by the CEO to the board's satisfaction.

3.3.3 Any Reasonable Interpretation

Rev Date
7/9/2011

Rev No
1

Ref No
316860

As long as the CEO uses any reasonable interpretation of the board's Ends and Executive Limitations policies, the CEO is authorized to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities. Such decisions of the CEO shall have full force and authority as if decided by the board.

3.3.4 Respect and Support for CEO Choices

Rev Date
7/9/2011

Rev No
1

Ref No
316861

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

3.4 Monitoring CEO Performance

Rev Date
7/9/2011

Rev No
1

Ref No
316862

Systematic and rigorous monitoring of CEO performance will be solely against the board's required CEO job outputs: organizational accomplishment of any reasonable interpretation of board policies on Ends and organizational operation within the boundaries established in board policies on Executive Limitations, reasonably interpreted.

Accordingly:

3.4.1 Relevant Information

Rev Date
10/9/2012

Rev No
2

Ref No
397180

Monitoring is simply to determine whether or not expectations expressed in board policies have been met. Information that does not disclose this will not be considered to be monitoring information and will not be considered by the board to be a part of the monitoring report.

3.4.2 CEO Interpretations

Rev Date
10/9/2012

Rev No
2

Ref No
397181

The board will obtain disclosure about the CEO's interpretations of the board policy being monitored from the CEO himself or herself, including as part of the interpretation a) an operational definition of accomplishment of board Ends policies or compliance with the Executive Limitation policy being monitored, and b) a rationale or justification for the operational definition.

3.4.3 Board Sources of Monitoring Data

Rev Date
7/9/2011

Rev No
1

Ref No
316865

The board will obtain data disclosing whether or not the CEO's interpretations have been accomplished using one or more of three methods: (a) by internal report, in which the CEO discloses the data to the board; (b) by external report, in which an external, disinterested third party selected by the board collects the data; and (c) by direct inspection, in which data are collected by the board, a designated board member or by designated board members.

3.4.4 Reasonableness of Interpretation

Rev Date
7/9/2011

Rev No
1

Ref No
316866

In every case, the board will determine: (a) the reasonableness of the CEO's interpretations, using a "reasonable person test" rather than with interpretations favored by board members or the board as a whole. The board is the final arbiter of reasonableness. The board will also assess: (b) whether data demonstrate the accomplishment of the interpretation.

3.4.5 Monitoring Schedule

Rev Date
1/14/2012

Rev No
3

Ref No
346656

All policies that instruct the CEO will be monitored at a frequency and by a method chosen by the board. The board can monitor any policy at any time by any method, but will normally use a routine schedule.

'Yearly Monitoring Schedule'.

See attachment

3.5 Executive Appointment

Rev Date
8/17/2018

Rev No
8

Ref No
795063

The Board shall hire a CEO

3.5.1 Executive Compensation

Rev Date
9/3/2019

Rev No
9

Ref No
857917

The CEO shall receive monthly compensation, the amount of which (a) shall take into account compensation levels for similar positions in similar organisations, (b) must be considered prudent by the Board, and (c) shall be reassessed by the Board at least annually.

3.5.2 CEO Honorarium

Rev Date
9/3/2019

Rev No
2

Ref No
857919

If (a) the CEO substantially achieves Ends and complies with Executive Limitations, and (b) there is a year-end surplus, and (c) the Board is satisfied that long-term reserves are at an appropriate level, then the Board will consider a year-end bonus up to an amount not exceeding 25% of the achieved surplus.

4 Global Executive Constraint

Rev Date
4/16/2018

Rev No
9

Ref No
767403

The CEO will not cause or allow any organizational practice, activity, decision, or circumstance which is either unlawful, imprudent, unethical or insensitive to the international nature of the organization.

4.1 Emergency CEO Succession

Rev Date
11/17/2013

Rev No
6

Ref No
484704

In order to protect the organization from sudden loss of CEO services, the CEO will not allow the board to be without the information needed to operate the organisation.

4.2 Asset Protection

Rev Date	Rev No	Ref No
11/9/2016	4	326483

The CEO will not cause or allow corporate assets to be unprotected, inadequately maintained, or unnecessarily risked.

The CEO will not:

4.2.1 Controls on Funds

Rev Date	Rev No	Ref No
10/26/2009	3	190460

Handle funds and financial transactions in a manner that does not safeguard Govern's assets or is not in alignment with common accounting practice regarding internal controls.

4.2.2 Intellectual Property Protection

Rev Date	Rev No	Ref No
9/4/2011	3	326489

Allow intellectual property, information and files to be exposed to loss or significant damage.

4.2.3 Credibility & Public Image

Rev Date	Rev No	Ref No
4/16/2018	3	326490

Endanger the Organization's public image, credibility, or its ability to accomplish Ends.

4.2.3.1 Certification

Rev Date	Rev No	Ref No
4/16/2018	1	767407

Allow Organization materials or programs to promise or certify professional competence.

4.2.3.2 Service mark and copyright infringement

Rev Date	Rev No	Ref No
4/16/2018	2	767406

Cause or allow infringement upon service marks or copyrights in Organization materials and presentations.

4.2.3.3 Government Reports

Rev Date	Rev No	Ref No
12/1/2020	4	909722

Allow government reports to be overdue or inaccurately filed.

4.2.4 Board Insurance

Rev Date	Rev No	Ref No
1/9/2018	1	767408

Shall not allow the board and its members to be without adequate insurance.

4.2.5 Fundraising Practices & Expenditures

Rev Date	Rev No	Ref No
9/11/2018	1	803353

The CEO will not cause or allow fundraising practices which do not align directly with our ends policies, or which result in funds being spent for purposes other than those for which the funds were raised.

4.3 Financial Planning/Budgeting

Rev Date	Rev No	Ref No
11/9/2016	7	677387

Planning that allocates resources in a way that deviates materially from Board-stated ends priorities, or risks fiscal jeopardy, or risks the longer-term ability of the organization to achieve Ends.

The CEO will not allow budgeting that:

4.3.1 Credible Projections Allow financial planning for the financial year or any part of the financial year that omits credible, conservative projection of revenues and expenses, separation of capital and operational items, and disclosure of planning assumptions.	Rev Date 9/11/2018	Rev No 4	Ref No 803357
4.3.2 Board Funding Provides less for board prerogatives during the year than is set forth in the Cost of Governance policy.	Rev Date 9/4/2011	Rev No 2	Ref No 326500
4.4 Financial Conditions and Activities With respect to the actual, ongoing financial condition and activities, the CEO shall not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from board priorities established in Ends policies. Therefore, the CEO may not:	Rev Date 11/9/2016	Rev No 4	Ref No 677616
4.4.1 Payment of debts Not allow the untimely payment of debts.	Rev Date 1/9/2018	Rev No 4	Ref No 759037
4.4.2 Long Term Reserves Allow the organization to hold less than a prudent level of long-term (uncommitted) financial reserves.	Rev Date 1/9/2018	Rev No 6	Ref No 759039
4.4.3 Surplus and Loss Allow there to be a material loss over a fiscal year.	Rev Date 1/9/2018	Rev No 5	Ref No 759040
4.5 Communication and Support to the Board The CEO will not permit the board to be uninformed or unsupported in its work. The CEO will not	Rev Date 9/4/2011	Rev No 2	Ref No 326508
4.5.1 Monitoring Report Format Neglect to submit monitoring reports required in the schedule appended to the board in Governance-Management Connection policy "Monitoring CEO Performance" in a timely, accurate and understandable fashion. Monitoring reports should directly address the provisions of the board policies being monitored, and provide for each policy: a) the CEO's interpretation rendered in the form of an operational definition, b) any justification the CEO wishes the board to consider in assessing the reasonability of the interpretation, and c) data regarding compliance with the interpretation.	Rev Date 10/9/2012	Rev No 3	Ref No 397187
4.5.2 Board Policy Compliance Allow the board to be unaware of any actual or anticipated noncompliance with any Ends or Executive Limitations policy, regardless of the board's monitoring schedule.	Rev Date 9/4/2011	Rev No 2	Ref No 326511

4.5.3 Board Information Exceptions

Rev Date
1/9/2018

Rev No
4

Ref No
767415

Let the board be unaware of relevant incidental information including information needed for board decisions, anticipated media coverage, threatened or pending lawsuits, changes to the Association Management contract, material internal changes, and important industry trends or environmental scanning.

4.5.3.1 Financial Information Exceptions

Rev Date
1/9/2018

Rev No
1

Ref No
767418

Shall not allow the board to be unaware of current financial conditions of the organization.

4.5.4 Board Own Non-Compliance Reporting

Rev Date
9/4/2011

Rev No
2

Ref No
326515

Let the board be unaware if, in the CEO's opinion, the board is not in compliance with 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.

4.6 Treatment of People

Rev Date
1/9/2018

Rev No
2

Ref No
767421

With respect to the treatment of people, the CEO will not allow conditions that are unfair, intrusive, untimely, disrespectful or lacking in confidentiality. Therefore, the CEO may not:

4.6.1 Fair Consultant Referrals

Rev Date
11/9/2016

Rev No
1

Ref No
9151

Deal with requests for consultant services in a manner that could be construed as favoritism or as a conflict of interest.

4.6.2 Whistleblower

Rev Date
11/9/2016

Rev No
2

Ref No
677615

Permit members and others to be without a mechanism for anonymous and confidential reporting of alleged or suspected improper activities, without fear of retaliation.

4.6.3 Competition with Members

Rev Date
4/16/2018

Rev No
2

Ref No
767422

Allow the organization to inappropriately compete with its members.

4.7 Data Protection

Rev Date
1/9/2018

Rev No
4

Ref No
767423

The CEO shall not use methods of collecting, reviewing, transmitting, or storing information that fail to protect against improper access and use.