

ALPHA SIGMA PHI FOUNDATION

- FOUNDATION BOARD POLICIES (As of 5/18/2020)



THE MISSION OF ALPHA SIGMA PHI FOUNDATION IS...

GROW GIFTS AND INVESTMENTS TO SUPPORT THE FRATERNITY'S
EDUCATIONAL AND DEVELOPMENT PROGRAMS

THE PURPOSE OF ALPHA SIGMA PHI FOUNDATION IS...

TO ENGAGE ALPHA SIGS IN OPPORTUNITIES TO INVEST, GIVE, AND BUILD IN A
FRATERNAL EXPERIENCE *TO BETTER THE MAN.*

POLICY TYPE: ENDS

POLICY 1.0 TITLE: *GLOBAL END STATEMENT*

Alpha Sigma Phi Foundation, Inc. supports the educational, leadership and scholastic activities of Alpha Sigma Phi Fraternity and its members as its highest and only priority.

Further:

The Board of Directors has identified the capital campaign, in the short term, as the main strategic objective or End.

POLICY TYPE: EXECUTIVE LIMITATIONS

POLICY 2.0 TITLE: *GLOBAL EXECUTIVE CONSTRAINT (OCTOBER)*

The CEO will not cause or allow any organizational practice, activity, decision, or circumstance which is either unlawful, imprudent or in violation of commonly accepted business and professional ethics and practices.

The CEO will not

1. Engage in activities that may jeopardize the Foundation's 501(c)3 status with the IRS or other governmental agencies
2. Share resources with other related organizations without proper documentation or agreements to maintain an "arm's length" relationship

POLICY TYPE: EXECUTIVE LIMITATIONS

POLICY 2.1 TITLE: *TREATMENT OF DONORS (OCTOBER)*

With respect to interactions with donors or those prospects to be donors, the CEO will not cause or allow conditions, procedures, or decisions that are unsafe, undignified, or unnecessarily intrusive.

The CEO will not

1. Elicit information for which there is no clear necessity.
2. Use methods of collecting, reviewing, transmitting, or storing donor information that fails to protect against improper access to the material elicited.
3. Operate facilities without appropriate accessibility and privacy.
4. Allow donations to go unacknowledged in a timely manner.
5. Allow donors to be unaware of what may be expected and what may not be expected from donations.
6. Leave donors uninformed of this policy, or without a way to be heard for persons who believe they have not been accorded a reasonable interpretation of their protections under this policy.

POLICY TYPE: EXECUTIVE LIMITATIONS

POLICY 2.2 TITLE: *TREATMENT OF STAFF (OCTOBER)*

With respect to the treatment of paid and volunteer staff, the CEO will not cause or allow conditions that are unfair, undignified, disorganized, or unclear.

The CEO will not

1. Operate without written personnel rules.
 - A. Subject staff to rules that are not clear and available.
 - B. Withhold from staff an effective and unbiased method to deal with grievances
 - C. Subject staff to wrongful conditions, nepotism, or preferential treatment based on personal reasons
2. Retaliate against any staff member for non-disruptive expression of dissent.
3. Allow staff to be unprepared to deal with emergency situations.

POLICY TYPE: EXECUTIVE LIMITATIONS

POLICY 2.3 TITLE: *FINANCIAL PLANNING/BUDGETING (APRIL AND OCTOBER)*

Financial planning for any fiscal year or the remaining part of any fiscal year will not deviate materially from board's Ends priorities, risk fiscal jeopardy, or fail to be derived from a multi-year plan.

The CEO will not allow budgeting that:

1. Risks incurring those situations or conditions described as unacceptable in the board policy "Financial Condition and Activities."
2. All projected expenses (operating plus grant) to exceed the permissible draw of 4.0% off unrestricted invested assets plus 95% of collected unrestricted donations from the previous fiscal year, not included planned gifts received. Costs for the annual audit and management of the investments are considered governance expenses and governance expenses are not operating expenses. Projected operating expenses cannot increase by more than 15%, year-to-year.
3. Allows operating expenses to exceed the amount provided in grant
4. Omits credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions.
5. Provides less for board prerogatives during the year than is set forth in the Cost of Governance policy.

POLICY TYPE: EXECUTIVE LIMITATIONS

POLICY 2.4 TITLE: *FINANCIAL CONDITION AND ACTIVITIES (APRIL AND OCTOBER)*

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

The CEO will not

1. Expend more funds than have been budgeted or received in the fiscal year to date unless the debt guideline (below) is met.
2. Incur debt in an amount greater than can be repaid by certain, otherwise unencumbered revenues within 120 days.
3. Use any long-term reserves.
4. Conduct interfund shifting in amounts greater than can be restored to a condition of discrete fund balances by certain, otherwise unencumbered revenues within 90 days. This would include any rebalancing from the unrestricted assets to restricted assets.
5. Allow payroll and debts to be settled in an untimely manner.
6. Allow tax payments or other government ordered payments or filings to be overdue or inaccurately filed.
7. Make a single purchase or commitment of greater than \$20,000.00, nor split orders to avoid this limit.
8. Acquire, encumber or dispose of real estate.
9. Allow receivables to be unpursued after a reasonable grace period.
10. Violate the terms or spending agreements for restricted funds, including exceed the permissible draw of 4.5% off restricted fund assets.

POLICY TYPE: EXECUTIVE LIMITATIONS

POLICY 2.5 TITLE: *EMERGENCY CEO SUCCESSION (OCTOBER)*

To protect the board from sudden loss of CEO services, the CEO will have at least one other executive sufficiently familiar with board and CEO issues and processes to enable that individual to take over with reasonable proficiency as an interim successor.

POLICY TYPE: EXECUTIVE LIMITATIONS

POLICY 2.6 TITLE: *ASSET PROTECTION (OCTOBER)*

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

The CEO will not

1. Allow board members, staff, and the organization itself to be inadequately insured against theft, casualty, and liability losses.
2. Allow personnel access to material amounts of funds that cannot be covered under the Foundations insurance coverage
3. Subject property, plant, and equipment to improper wear and tear or insufficient maintenance.
4. Unnecessarily expose the organization, its board or staff to claims of liability.
5. Make any purchase: (a) wherein normally prudent protection has not been given against conflict of interest; (b) of over \$5,000 without having obtained comparative prices and quality; (c) of over \$10,000 without a stringent method of assuring the balance of long-term quality and cost. Orders shall not be split to avoid these criteria.
6. Allow intellectual property, information and files to be exposed to loss or significant damage. Further, donor records, financial records, and prospect information will be retained and protected against loss.
7. Receive, process or disburse funds under controls that are insufficient to meet the board-appointed auditor's standards.
8. Compromise the independence of the board's audit or other external monitoring or advice. Engaging parties already chosen by the board as consultants or advisers is unacceptable.
9. Invest or hold operating capital in insecure instruments, including uninsured checking accounts and bonds of less than AA rating at any time, or in non-interest-bearing accounts except where necessary to facilitate ease in operational transactions.
10. Endanger the organization's public image, credibility, or its ability to accomplish Ends.
11. Change the organization's name or substantially alter its identity in the community.
12. Create or purchase any subsidiary

POLICY TYPE: EXECUTIVE LIMITATIONS

POLICY 2.7 TITLE: *COMPENSATION AND BENEFITS (OCTOBER)*

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

The CEO will not

1. Change the CEO's own compensation and benefits, except as his or her benefits are consistent with a package for all other employees.
2. Promise or imply permanent or guaranteed employment.
3. Establish current compensation and benefits that deviate materially from the geographic or professional market for the skills employed.
4. Create obligations over a longer term than revenues can be safely projected, in no event longer than one year and in all events subject to losses in revenue.
5. Establish or change retirement benefits to cause unpredictable or inequitable situations, including those that:
 - A. Incur unfunded liabilities.
 - B. Provide less than some basic level of benefits to all full-time employees, though differential benefits to encourage longevity are not prohibited.
 - C. Treat the CEO differently from other key employees.

POLICY TYPE: EXECUTIVE LIMITATIONS

POLICY 2.8 TITLE: *COMMUNICATION AND SUPPORT TO THE BOARD (OCTOBER)*

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

The CEO will not

1. Withhold, impede, or confound information relevant to the board's informed accomplishment of its job.

- A. Neglect to submit monitoring data required by the board in Board-Management Delegation policy "Monitoring CEO Performance" in a timely, accurate and understandable fashion, directly addressing provisions of board policies being monitored, and including CEO interpretations consistent with Board-Management Delegation policy "Delegation to the CEO," as well as relevant data.
- B. 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.
- C. Allow the board to be without decision information required periodically by the board or let the board be unaware of relevant trends.
- D. Present information in unnecessarily complex or lengthy form or in a form that fails to differentiate among information of three types: monitoring, decision preparation, and other.
- E. Let the board be unaware of any incidental information it desires including anticipated media coverage, threatened or pending lawsuits and material internal changes.
- F. 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.

2. Withhold from the board and its processes logistical and clerical assistance.

- A. Allow the board to be deprived of a workable, user-friendly mechanism for official board, officer, or committee communications.
- B. Allow the board to be deprived of pleasant and efficient settings and arrangements for board and committee meetings.

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3. Impede the board's holism, misrepresent its processes and role, or impede its lawful obligations.
 - A. Deal with the board in a way that favors or privileges certain board members over others except when (i) fulfilling individual requests for information or (ii) responding to officers or committees with respect to duties charged to them by the board.
 - B. Allow the board to do its work without the necessary items on its Required Approvals agenda. Necessary items are those decisions delegated to the CEO yet required by law, regulation, or contract to be board-approved, along with applicable monitoring information.
 - C. Hinder access to the board for any person who alleges unethical or unlawful action or circumstance in the organization or by its representatives.

POLICY TYPE: EXECUTIVE LIMITATIONS

POLICY 2.9 TITLE: *ENDS FOCUS OF GRANTS OR CONTRACTS (OCTOBER)*

The CEO will not enter into any grant or contract arrangements that fail to emphasize the production of ends and the avoidance of unacceptable means.

The CEO will not

1. Allow grantees to be unaware of restrictions on methods and activities to preclude grant funds from being used in imprudent, unlawful or unethical ways.
2. Make grants
3. Fund specific methods except when doing so for research purposes, when the result to be achieved is knowledge about differential effectiveness of various methods.

POLICY TYPE: EXECUTIVE LIMITATIONS

POLICY 2.10 TITLE: *GIFT ACCEPTANCE POLICY (OCTOBER)*

The CEO will not accept any gifts other than cash, cash equivalents, and marketable securities.

Further, the CEO will not

- 1) Accept gifts that are too restrictive or burdensome on the Foundation, due to factors such as administration, titling, or purpose
- 2) Accept gifts that may jeopardize the tax-exempt status of the Foundation
- 3) Accept tangible personal property
- 4) Accept appointment as a trustee of a Charitable Remainder Trust (different than being a beneficiary)
- 5) Co-mingle assets from Charitable Gift Annuities with unrestricted assets until the obligations of the annuity are fulfilled
- 6) Accept gifts of real estate
- 7) Accept a bargain sale gift or participate in the bargain sale (purchase property at less than market value)

POLICY TYPE: GOVERNANCE PROCESS

POLICY 3.0 TITLE: *GLOBAL GOVERNANCE COMMITMENT (FEBRUARY)*

The purpose of the board, on behalf of its identified “owners”, is to see to it that Alpha Sigma Phi Foundation, Inc. (a) achieves appropriate results for appropriate persons at an appropriate cost (as specified in board Ends policies), (b) avoids unacceptable actions and situations (as prohibited in board Executive Limitations policies) and (c) will exercise fiduciary responsibility and accountability.

POLICY TYPE: GOVERNANCE PROCESS

POLICY 3.1 TITLE: *GOVERNING STYLE (FEBRUARY)*

The board will govern lawfully with an emphasis on (a) outward vision rather than an internal preoccupation, (b) encouragement of diversity in viewpoints, (c) strategic leadership more than administrative detail, (d) clear distinction of board and chief executive roles, (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. 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 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 impacts outside the staff organization, not on the administrative or programmatic means of attaining those effects.
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 observe those currently in force scrupulously.
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 be 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.

POLICY TYPE: GOVERNANCE PROCESS

POLICY 3.2 TITLE: *BOARD JOB DESCRIPTION (FEBRUARY)*

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

Accordingly, the board has direct responsibility to create:

1. The link between the ownership and the operational organization.
2. Written governing policies that address 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/priority).
 - B. Executive 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 task.
 - D. Board-Management Delegation: How power is delegated, and its proper use monitored including, if applicable, the CEO role, authority, and accountability.
3. Assured successful organizational performance on Ends and Executive Limitations.

POLICY TYPE: GOVERNANCE PROCESS

POLICY 3.3 TITLE: *AGENDA PLANNING (FEBRUARY)*

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

1. The cycle will conclude each year on June 30 so that administrative planning and budgeting can be based on accomplishing a one-year segment of the board's most recent statement of long-term Ends.
2. The cycle will start with the board's development of its agenda for the next year.
 - A. Consultations with selected groups in the ownership, or other methods of gaining ownership input will be determined and arranged in the first quarter, to be held during the balance of the year.
 - B. Governance education, and education related to Ends determination, (e.g. presentations by futurists, demographers, advocacy groups, staff, etc.) will be arranged in the first quarter, to be held during the balance of the year.
3. Throughout the year, the board will attend to consent agenda items as expeditiously as possible.
4. At any meeting prior to which monitoring reports have been received, the board will ascertain by vote whether most members judge the individual reports to have demonstrated fulfillment of a reasonable interpretation of the applicable policy.
5. CEO remuneration will be decided after a review of monitoring reports received in the last year during the month of June

POLICY TYPE: GOVERNANCE PROCESS

POLICY 3.4 TITLE: *CHIEF GOVERNANCE OFFICER'S ROLE (FEBRUARY)*

The Chief Governance Officer (CGO or Chairman) assures the integrity of the board's process.

Accordingly:

1. 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.
 - A. Meeting discussion content will be on those issues which, according to board policy, clearly belong to the board to decide or to monitor.
 - B. Information that is for neither monitoring performance nor board decisions will be avoided or minimized and always noted as such.
 - C. Deliberation will be fair, open, and thorough, but also timely, orderly, and kept to the point.
2. The authority of the CGO consists in making decisions that fall within topics covered by board policies on Governance Process and Board-Management Delegation, except for (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.
 - A. The CGO is empowered to chair board meetings with all the commonly accepted power of that position, such as ruling and recognizing.
 - B. 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 unless specifically delegated by the full board.
 - C. The CGO 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 CGO may delegate this authority but remains accountable for its use.

POLICY TYPE: GOVERNANCE PROCESS

POLICY 3.5 TITLE: *BOARD OFFICER'S ROLE (FEBRUARY)*

The Board has officers whose purpose is to perform regularly expected duties to assist with the integrity of the board's work.

1. Chair-Elect: The Chair-Elect will be responsible for performing the duties of the Chairman when he is not able and serve as the Chair of the Board Development Committee.
2. Secretary: The Secretary will review, maintain and distribute all legal documents of the board, including but not limited to: minutes, policies and by-laws. The Secretary will not require more than 10 hours of staff time per year, with any request for staff time being through the CEO.
3. Treasurer: The Treasurer will serve as the Chair of the Audit Committee. He will distribute financial information to the board and provide policy recommendations as needed.

POLICY TYPE: GOVERNANCE PROCESS

POLICY 3.6 TITLE: *BOARD MEMBERS' CODE OF CONDUCT (FEBRUARY)*

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. Board members must have loyalty to the ownership, unconflicted by loyalties to staff, other organizations, and any personal interest as a consumer.
2. Board members must avoid conflict of interest with respect to their fiduciary responsibility.
 - A. There will be no self-dealing or business by a member with the organization. Members will annually disclose their involvements with other organizations, with vendors, or any associations that might be or might reasonably be seen as being a conflict.
 - B. When the board is to decide upon an issue, about which a board member has an unavoidable conflict of interest, that member shall absent herself or himself without comment from not only the vote, but also from the deliberation.
 - C. Board members will not use their board position to obtain employment in the organization for themselves, family members, or close associates. Should a board member apply for employment, he or she must first resign from the board.
3. Board members may not attempt to exercise individual authority over the organization.
 - A. Board members' interaction with the CEO or with staff must recognize the lack of authority vested in individuals except when explicitly board authorized.
 - B. Board members' interaction with public, press or other entities must recognize the same limitation and the inability of any board member to speak for the board except to repeat explicitly stated board decisions.
 - C. 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 of the CEO.
4. Board members will respect the confidentiality appropriate to issues of a sensitive nature.
5. Board members will be properly prepared for board deliberation.
6. Board members will support the legitimacy and authority of board decisions, irrespective of the member's personal position on the issue.
7. Board members will contribute no less than \$5,000 unrestricted each year or \$7500 restricted, exclusive of any capital campaign commitment
8. Board members will attend two face-to-face meetings per year and cover all associated

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costs for attending said meetings

9. Each board member, when asked, shall identify and cultivate at least one potential volunteer (Foundation Board of Directors, Grand Council, CLVEN Board, Board of Advisors, leadership program facilitator, Ritual Education team, or other committees etc.)
10. Each board member will identify at least one major gift prospect annually
11. Each board member will become a member of the Manigault (planned giving) Society.
12. Each board member will, when asked, phone, write or email existing donors to thank for gift.
13. Consider nominating at least one alumnus annually for the Delta Beta Xi award or Distinguished Merit award.

POLICY TYPE: GOVERNANCE PROCESS

POLICY 3.7 TITLE: *BOARD COMMITTEE PRINCIPLES (FEBRUARY)*

Board committees, when used, will be assigned 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. Board committees cannot exercise authority over staff. Because the CEO works for the full board, he or she will not be required to obtain approval of a board committee before an executive action.
4. Board committees are to avoid over-identification with organizational parts rather than the whole. Therefore, a board committee that has helped the board create policy on some topic will not be used to monitor organizational performance on that same subject.
5. This policy applies to any group which is formed by board action, whether it is called a committee and regardless whether the group includes board members. It does not apply to committees formed under the authority of the CEO.

POLICY TYPE: GOVERNANCE PROCESS

POLICY 3.8 TITLE: *BOARD COMMITTEE STRUCTURE (FEBRUARY)*

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.

1. Audit Committee

- A. Product: Solicits potential audit firms to conduct an annual audit of the Foundation and provides input to auditors via a pre-audit meeting and receives the audit report from the firm prior to forwarding to the full board. Full audit should be forwarded to the board by no later than November 1 following the end of each fiscal year.
- B. Authority: To solicit competitive proposals for audit work, provide input on the scope of work, and review findings prior to forwarding final report to the full board of directors. Full board approval is required to engage an audit firm. Staff time required may be subject to the scope of the audit but should not exceed 80 hours per year.

2. Grants Committee

- A. Product: To determine the available amount to grant from unrestricted funds each year, review grant requests, make recommendations to the full board regarding grant requests, and to receive and review reports on previously granted funds.
- B. Authority: Recommendations to full board on any grant issues and no more than 20 hours of staff time.

3. Board Development Committee

- A. Product: Properly screen potential board members—by no later than October 20 each year. Also, to review individual board member performance relative to policy 3.6, and to oversee a process for officer selection.
- B. Authority: Recommendation to full board on potential new board members, recommendations for officer slating and no more than 20 hours of staff time per annum.

4. Investment Committee

- A. Product: Develop an investment policy statement for full board consideration, solicit proposals from investment managers, conduct periodic calls with the investment managers to monitor performance and provide feedback to the full board regarding performance of the selected investment managers
- B. Authority: To incur costs as outlined by the agreement with the investment manager and no more than 20 hours of staff time per year.

POLICY TYPE: GOVERNANCE PROCESS

POLICY 3.9 TITLE: *COST OF GOVERNANCE (FEBRUARY)*

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 enough to assure governing with excellence.
 - A. Training and retraining will be used liberally to orient new members and candidates for membership, as well as to maintain and increase existing member skills and understandings.
 - B. Outside monitoring assistance will be arranged so that the board can exercise confident control over organizational performance. This includes, but is not limited to, fiscal audit.
 - C. Outreach mechanisms will be used as needed to ensure the board's ability to listen to owner viewpoints and values.
2. Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior capability.
 - A. Up to \$5,000 in each fiscal year for training, including attendance at conferences and workshops.
 - B. Up to \$15,000 in each fiscal year for audit and other third-party monitoring of organizational performance.
 - C. Up to \$5,000 in each fiscal year for surveys, focus groups, opinion analyses, and meeting costs.

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POLICY TYPE: BOARD-MANAGEMENT DELEGATION

POLICY 4.0 TITLE: *GLOBAL GOVERNANCE-MANAGEMENT CONNECTION (JULY)*

The board's sole official connection to the operational organization, its achievements and conduct will be through a Chief Executive Officer, or through a person designated as such in a shared services agreement or outsource agreement.

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POLICY TYPE: BOARD-MANAGEMENT DELEGATION

POLICY 4.1 TITLE: *UNITY OF CONTROL (JULY)*

Only officially passed motions of the board that make or amend Executive Limitations or Ends policies are binding on the CEO.

Accordingly:

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

POLICY TYPE: BOARD-MANAGEMENT DELEGATION

POLICY 4.2 TITLE: *ACCOUNTABILITY OF THE CEO (JULY)*

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

Accordingly:

1. The board will never give instructions to persons who report directly or indirectly to the CEO.
2. The board will not evaluate, either formally or informally, any staff other than the CEO.
3. The board will view CEO performance as identical to organizational performance, so that organizational accomplishment of board stated Ends and avoidance of board proscribed means will be viewed as successful CEO performance.

POLICY TYPE: BOARD-MANAGEMENT DELEGATION

POLICY 4.3 TITLE: *DELEGATION TO THE CEO (JULY)*

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:

1. 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.
2. 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. If 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.
4. The board may change its Ends and Executive Limitations policies, thereby shifting the boundary between board and CEO domains. By doing so, the board changes the latitude of choice given to the CEO. But if any delegation is in place; the board will respect and support the CEO's choices.

POLICY TYPE: BOARD-MANAGEMENT DELEGATION

POLICY 4.4 TITLE: *MONITORING CEO PERFORMANCE (JULY)*

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:

1. Monitoring is simply to determine whether expectations expressed in board policies have been met. Information that does not disclose this will not be monitoring information.
2. The board will obtain disclosure about the CEO's interpretations of the board policy being monitored from the CEO himself or herself.
3. 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.
4. 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.
5. 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.

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Board Directory with Member Terms

			Position in Current Year	First Term	Second Term
Tom	Brown	Indiana '75	Grand Council Liaison	2020	
John	Chaney	Indiana '67	Foundation Director	2023	2027
Wally	Dant, III	Purdue '82	Foundation Director	2021	2025
Drew	Davis	UNCC '04	Director	2022	2026
Bill	Doyle	Penn State '77	Chairman Elect	2018	2022
Gary	Fitzgerald	Marietta '58	Director	2017	2021
Kevin	Garvey	Westminster '75	Director	2021	2025
Evan	Geiselhart	Illinois '82	Chairman	2016	2020
EG	Lassiter	Presbyterian '68	Director	2017	2021
Ed	Leedom	Bowling Green '86	Treasurer	2019	2023
Matt	Maurer	Bowling Green '03	Director	2024	2028
Jim	McMahon	IIT '78	Director	2023	2027
Ric	Middlekauff	Oregon State '61	Director	2020	2024
Bryan	Proctor	Grand Valley '96	Secretary	2020	2024
Kip	Roberts	Murray State '97	Foundation Director	2019	2023
Jim	Vanek	Michigan '98	Foundation Director, Investment Committee Chair	2020	2024
Bill	White	Purdue '76	Director	2022	2026

*Terms follow the calendar year beginning in January and ending in December

Board Committee Membership Directory

Audit Committee

Rick Buss	UNC – Charlotte	Dec 19 & Dec 21
Will DeClercq	Bowling Green	Dec 18 & Dec 20
Jeff Fischer	Indiana	Dec 19 & Dec 21
Stewart (Todd) Hittinger	Indiana	Dec 19 & Dec 21
Justin LaRoche	UNC – Charlotte	Dec 18 & Dec 20
Drew Davis	UNC – Charlotte	Dec 19 & Dec 21
John Weyman	Ohio State	Dec 18 & Dec 20

Grants Committee

Christian Barnes	Murray State '14	Term Expires: Dec 21 & Dec 23
Austin Daniels	Ohio Wesleyan	Term Expires: Dec 19 & Dec 21
Andrew Dizon	Oregon '15	Term Expires: Dec 21 & Dec 23
Connor Gau	Chico State	Term Expires: Dec 18 & Dec 20
Andrew Hallacy	Georgia Tech	Term Expires: Dec 19 & Dec 21
Pat Roxworthy	Illinois '73	Term Expires: Dec 22 & Dec 25
Cory Ryan	Wake Forest	Term Expires: Dec 18 & Dec 20
Steve Wuchnick	Miami (OH)	Term Expires: Dec 19 & Dec 21

Investment Committee

Ed Leedom	Bowling Green	Chairman Dec 17 & Dec 20
John Chaney	Indiana	Term Expires: Dec 18 & Dec 21
Andrew Felbinger	Seton Hall	Term Expires: Dec 19 & Dec 22
Larry Phillips	Rutgers	Term Expires: Dec 20 & Dec 23
Chris Musbach	Ohio Wesleyan	Term Expires: Dec 17 & Dec 20
Pat Roxworthy	Illinois	Term Expires: Dec 20 & Dec 23

Board of Director Responsibilities

1. Attend two face-to-face meetings annually and cover all expenses associated with attendance at the board meetings (hotel, meals, transportation, etc.).
2. Actively participate in all conference calls (3-4) annually.
3. Contribute annually in cash to the Fund for Alpha Sigma Phi at a leadership level (\$5000 cash) of which at least \$1,000 cash should be unrestricted.
4. Become a member of the Manigault Society.
5. Identify and cultivate at least one potential volunteer or major gift prospect annually.
6. When asked, phone, write or email existing donors to thank for gift.
7. Follow the policies and procedures as outlined in the Board Policy Handbook as well as holding the President & CEO accountable to such policies.
8. Speak with one voice as a Board of Directors with the Board Chairman serving as the link between the Board of Directors and the President & CEO. The President & CEO shall serve as the link with the rest of the Alpha Sigma Phi Staff.

Board Development Process

1. The responsibility for cultivating alumni engagement, including identifying new board members, is the on-going responsibility of all members of the Board of Directors.
2. A standing agenda item for all Board of Director meetings shall be Alumni Engagement.
3. All board members should be prepared to submit the name of at least one alumnus that they have been cultivating with a recommendation for how to engage that alumnus. One volunteer role could include the Foundation Board of Directors.
4. Prior to submitting a name, each Director on the Board should have had a conversation with the alumnus to get a sense of interests and appropriate engagement opportunities.
5. Any member recommended for a Board of Directors position will be properly vetted by the Chairman, Chairman-Elect, or President & CEO.
6. Upon completion of the vetting process and by the next Board meeting, the Chairman, Chairman-Elect, or President & CEO will bring the candidate forward for full board consideration and approval.

Director and Officer Annual Conflict of Interest Statement

Foundation Board members, who have certain financial interests that may affect their impartiality in dealing with matters presented to the Foundation Board of Directors for consideration may not vote or be a part of discussions on such matters. Such a conflict of interest exists for any individual who may receive a direct or indirect personal financial gain or who may gain unfair business advantage resulting from the confidential information provided to them as a member of the Foundation Board of Directors. All possible conflicts of interest that you may have as a member of the Foundation Board of Directors should be listed below as an open declaration of such conflicts.

1. Name: _____ Date: _____

2. Volunteer Position: _____

Are you a voting Director? Yes No

Are you an Officer? Yes No

If you are an Officer, which Officer position do you hold: _____

3. I affirm the following:

- I have received a copy of the Alpha Sigma Phi Foundation Conflict of Interest Policy. _____ (initial)
- I have read and understand the policy. _____ (initial)
- I agree to comply with the policy. _____ (initial)
- I understand that the Foundation is charitable and to maintain its federal tax-exemption it must engage primarily in activities which accomplish one or more of tax-exempt purposes. _____ (initial)

4. Disclosures:

a. Do you have a financial interest (current or potential), including a compensation arrangement, as defined in the Conflict of Interest policy with the Foundation?

Yes No

i. If yes, please describe it: _____

ii. If yes, has the financial interest been disclosed, as provided in the Conflict of Interest policy?

Yes No

b. In the past, have you had a financial interest, including a compensation arrangement, as defined in the Conflict of Interest policy with the Foundation? Yes No

i. If yes, please describe it, including when (approximately):

ii. If yes, has the financial interest been disclosed, as provided in the Conflict of Interest policy?

Yes No

5. Are you an independent director, as defined in the Conflict of Interest policy? Yes No

a. If you are not independent, why? _____

(Signature of Director/Officer) Date: _____

Date of Review by Executive Committee: _____